



TRILLIUM HUNTER JUMPER
A S S O C I A T I O N

BY-LAWS

Zone Template

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Central East Zone

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

- a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time to time amended.
- b) *Association* – the Central East Zone
- c) *Board* – the Board of Directors of the Association
- d) *Days* – days including weekends and holidays
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws
- f) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- g) *Majority* – A number that is more than half of the total
- h) *Member* – Any individual who has paid the current year’s membership dues to the Trillium Hunter Jumper Association (THJA) and has declared their association with the Central East Zone and who is engaged in activities that are provided, sponsored, supported or sanctioned by this Association.
- i) *Participant* – any individual (including but not limited to, coach, parent/guardian, horse show manager, volunteer, official, groom, medic, vet, etc.) who is engaged in activities that are provided, sponsored, supported or sanctioned by a Zone. A Participant may, or may not, be subject to registration dues as determined by the THJA and can be subject to the same disciplinary actions as a Member
- j) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws
- k) *Ordinary Resolution* – a resolution that is (i) submitted to a meeting of the Board or Members of the Association and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the Member’s attorney.
- l) *Special Resolution* – a resolution that is (i) submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the member’s attorney.
- m) *Zone* - An organized region representing a geographic area, prescribed by the Trillium Hunter Jumper Association (THJA), that has by-laws and policies that are consistent with those of the THJA and having met the requirement of two (2) horse shows within their prescribed geographic area each year.

1.3 Registered Office – The registered office of the Association will be located at all times within the Province of Ontario and the Municipality of York

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

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, providing such interpretation is consistent with the objects of the Association.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s 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. Words importing an Association name, title, or program will include any successor Associational name, title, or program.

1.8 Affiliation – The Association will at all times be affiliated with the Trillium Hunter Jumper Association (“THJA”) by appointing/electing a President and Vice President to act as zone delegate members of the THJA.

- a) It will be the responsibility of the Association to have on file with the THJA a current copy of its bylaws, policies, yearly financial statements and proof of liability insurance.

1.9 THJA and EC Rules – The Association will comply with the rules as mandated by the Trillium Hunter Jumper Association (THJA) and Equestrian Canada (EC). In the event there is a conflict between the Associations’ rules and those of the THJA or EC, the rules mandated by THJA or EC will take precedence.

ARTICLE II MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has one (1) category of membership known as Members.

Qualifications for Membership

2.2 Member – a Registrant of the Trillium Hunter Jumper Association with declared membership in this Association.

Admission of Members

2.3 Admission of Members - No individual will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has agreed to be bound by the By-laws, policies, rules and regulations of the Association;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d) 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
- e) The candidate member has paid dues as prescribed by the Board.

3.4 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues and Duration

2.6 Year & Duration - Unless otherwise determined by the Board, the membership year of the Association will be January 1st – December 31st.

2.6 Dues – Membership dues will be determined by the Board of Directors in agreement with the Trillium Hunter Jumper Association.

Suspension and Termination of Membership

2.7 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Association’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.

2.8 Termination – Membership in the Association will terminate immediately upon:

- a) The expiration of the Member’s annual registration, unless renewed in accordance with these By-laws
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws
- c) Resignation by the Member by giving written notice to the Association. The Member’s resignation will become effective the date on which the request is received by the Association.
- d) Dissolution of the Association
- e) Upon at least fifteen (15) days’ prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member’s membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.

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

2.10 Arrears – A Member may be expelled from the Association for failing to pay membership dues or monies owed to the Association, the THJA, EC or OE by the deadline dates prescribed by the applicable Association.

2.11 Discipline – In addition to expulsion for failure to pay membership dues, or monies owed, a Member or Participant may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline.

2.12 Reciprocity – Upon written notification any discipline, sanction or expulsion implemented by the THJA, EC or the OE against a Member will be recognized and enforced by the Association as if implemented by the Association.

Good Standing

2.13 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership; or had other membership restrictions or sanctions imposed
- b) Has completed and remitted all documents as required by the Association;
- c) Has complied with the By-laws, policies and rules of the THJA, EC, OE and the Association;

- d) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership dues and monies owed.

2.14 Cease to be in Good Standing – Members who cease to be in good standing will 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 Annual Meeting – The Association will hold Annual 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 Association’s fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor’s report (if any) or review engagement report (if any).

3.2 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 voting Members for any purpose connected with the affairs of the Association 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.

3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor’s report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Reports;
- d) Consideration of the financial statements;
- e) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- f) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the auditor or authorize the Board to fix such remuneration;
- g) Election of Directors; and
- h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

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 meeting participants to communicate clearly and effectively with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the

meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all meeting 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 (if appointed) at least ten (10) days and not more than thirty (30) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.6 Agenda – The agenda for the Annual Meeting may at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Declaration of any Conflicts of Interest
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board and Committee Reports
- g) Report of Auditors
- h) Appointment of Auditors
- i) Presentation of Budget
- j) Approval of registrant dues and related fees
- k) Business as specified in the meeting notice
- l) New Business
- m) Adjournment

3.7 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice in writing prior to the meeting, 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 By-laws.

3.8 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.

3.9 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 thirty (30) 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 – Full board of directors plus five Members will constitute 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 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair.

3.14 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

3.15 Closed meeting – Meetings of Members will be open to all current members and proxy holders and closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.16 Voting Rights – At all meetings of the Members, individuals who are 18 years of age and older and are in good standing will be granted one (1) vote each. A parent or guardian may attend and participate in meetings on behalf of a junior member (under 18 years old) and will also be entitled to one vote.

3.17 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00 pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.18 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 Association; and
- d) Be submitted in writing to the Secretary of the Association at least two (2) business days prior to the meeting of the Members
- e) No proxy holder will hold more than one (1) proxy.

3.19 Voting by Mail or Electronic Means – A Member may vote by electronic means if:

- a) The Corporation has made available a procedure that permits voting by electronic means; and
- b) The votes may be verified as having been made by the Member entitled to vote.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.22 Resolutions in Writing – Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to the Association shall be deemed to be duly signed by such Members

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 The Board will consist of a minimum of three (3) and a maximum of seven (7) Directors.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Directors at large (Up to Zones to decide the number)
- f) With the approval of the membership, the positions of Secretary and Treasurer may be combined into one position.

4.3 Number of Directors – Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions by Ordinary Resolution (this power to the Board is provided by Special Resolution of the voting Members) provided that:

- a) The number of Director-at-Large positions is at least five and no more than ten, including Executive Members
- b) The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.

4.4 Appointed Director – At the discretion of the Board and upon the election of at least three Directors at the last annual meeting, the Board may appoint a Director for a term that begins on the date of appointment and ends at the next Annual Meeting.

4.5 Eligibility - To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be in good standing with the Association if currently or previously registered with the Association in any capacity;
- c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have not been declared incapable by a court in Canada or in another country;

- e) Not have the status of bankrupt;
- f) Not an employee or contractor receiving \$500 or more in compensation from the Association; and
- g) Not be in a position of influence with another similar Association, as determined by the Board of Directors, including, but not limited to, a volunteer, coach, or as a Director.

Election of Directors

4.6 Nominating Committee – The Nominating Committee will be comprised of three Members of the Association as appointed by the Board of Directors.

4.7 Duties – The Nominating Committee will be responsible for accepting nominations for the election of the Board of Directors and may solicit or nominate additional candidates for the election of Board of Directors.

4.8 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
- c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) The Director is found to be incapable of managing property by a court or under Ontario law;
- e) The Director is found by a court to be incapable;
- f) The Director becomes bankrupt; or
- g) The Director dies.

4.9 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee by signed signature; and be submitted to a designate of the Nominating Committee fourteen (14) days prior to the Annual General Meeting.

4.10 Nominations from the Floor - Nominations for election as a director will be accepted from the floor of the meeting of members.

4.11 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

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

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

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

4.14 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 an Ordinary Resolution. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off

ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.15 Terms - Elected Directors will serve terms of two years and may hold office for a maximum of five (5) consecutive terms until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. If an officer has reached the maximum number of consecutive terms and there are not sufficient candidates for an officer position, that officer may continue to be elected and hold office for an additional term(s) so as to meet the governance requirements of the Association.

4.16 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Association, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

4.17 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 received by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.18 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
- c) The Director dies.

4.19 Removal – A Director may be removed by Special Resolution of the Members present at a 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

4.20 Vacancy - Where the position of a Director becomes vacant for whatever reason the Board may appoint a qualified member to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.21 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least ten percent (10%) of Directors.

4.22 Special Board Meeting - A special meeting of the Board of Directors may be called at any time by the President, or upon the written requisition of twenty (20%) per cent or more of the voting members of the Board of Directors. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

- 4.23 **Chair** – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.
- 4.24 **Notice** – Written notice, served by mail or electronically, of meetings of the Board 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 ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.
- 4.25 **Board Meeting with New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.26 **Number of Meetings** – The Board will hold at least two (2) meetings per year.
- 4.27 **Quorum** – At any meeting of the Board, quorum will be 50% of the Directors holding office.
- 4.28 **Voting** – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.29 **No Alternate Directors** – No person shall act for an absent Director at a meeting of the Board.
- 4.30 **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.
- 4.31 **Attendance at Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.32 **Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate by telephonic or electronic means provided that all meeting participants are able to adequately communicate with each other simultaneously during the meeting.

Duties of Directors

- 4.33 **Standard of Care** – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Association; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

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

- 4.35 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Association for the purpose of furthering the purposes of the Association in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
 - e) Appoint Coordinators with duties and responsibilities as described by the Board;
 - f) Enable the Association to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the purposes of the Association;
 - g) Make expenditures for the purpose of furthering the purposes of the Association;
 - h) Invest funds for the purpose of furthering the purposes of the Association;
 - i) Manage the Association’s assets and oversee resource expenditures to further the purposes of the Association;
 - j) Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
 - k) Perform any other duties from time to time as may be in the best interests of the Association.

ARTICLE V OFFICERS

5.1 Composition – The Officers of the Association will include the President (Chair), Vice-President, Treasurer, Secretary, and Director(s) at Large. At the discretion of the Board, the positions of Treasurer and Secretary may be combined with other positions.

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 Association. They will preside at the Annual and Special Meetings of the Association and at meetings of the Board and the Executive Committee, and will serve as the official spokesperson of the Association. They will also oversee and supervise office staff and perform any other duties as directed by the Board.
- b) The Vice-President will support and assist the President in all their duties. They will also perform any other duties as directed by the Board.
- c) The Treasurer will attend all meetings of the Board and Members. They will keep proper accounting records as required by the Act and will deposit all monies received by the Association into the designated bank account. They will also oversee the management and disbursement of funds, provide financial reports to the Board as needed, and prepare annual budgets. The Treasurer will also perform any other duties as directed by the Board.
- d) The Secretary will be responsible for maintaining accurate records of the Association's By-laws and official documents. They will record minutes of all meetings of the Members, Board, and Committees of the Association. The Secretary will also perform any other duties as directed by the Board.
- e) The Director(s) at Large will support and assist the Officers in all duties and will 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 Association, or to another Officer or Director.

5.4 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board, 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. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

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.

5.6 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Association. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

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

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

6.4 Composition – The Board may appoint and remove Directors, Coordinators, or any other individual to or from a standing or ad-hoc committee at any time, provided that a reason is given for such removal.

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

6.6 President Ex-officio – The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Association.

6.7 Debts – No committee will have the authority to incur debts in the name of the Association.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – The fiscal year of the Association shall be January 1st to December 31st, or as otherwise decided by the Board.

7.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may determine and will require two signing authorities for any transactions.

7.3 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, provided that the Board may fill any casual vacancy in the office of the Auditor. If an appointment is not so made, the Auditor will continue in office until a successor is appointed. The Auditor will not be an employee, Officer, or Director of the Corporation, must be independent of the Corporation and each of the Directors and Officers 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. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

7.4 Removal – The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Corporation before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

7.5 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

7.6 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association 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 or review engagement (if any); and
- c. Any further information respecting the financial position of the Association.

7.7 Books and Records – The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Association's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

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

7.9 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential to the Board but may be open for inspection on request of a Member and approved by Ordinary Resolution of the Board.

7.10 Property – The Association 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.

7.11 Borrowing – The Association may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.12 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.13 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a regular or special meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Association under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.14 Conflict of Interest – A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Association, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Association will:

- a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
- b) Refrain from taking part in any discussion or vote related to the matter; and
- c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

7.15 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 an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

7.16 Effect of Disclosure – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Association, or its creditors, for any profit realized from the contract and the contract is not voidable by

reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE VIII AMENDMENT OF BY-LAWS

- 8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:
- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
 - b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 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 emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of 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 X DISSOLUTION

10.1 Dissolution – Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit Associations as determined by the Board of Directors.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Association will indemnify and hold harmless out of the funds of the Association each Director and any individual who acts at the Association's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Association's request in a similar capacity.

11.2 Will Not Indemnify – The Association will not indemnify a Director or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Association will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Association; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- c)

11.3 Insurance – The Association will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of the voting Members is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association’s name;
- b) Add, change or remove any restriction on the activities that the Association may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members;
or
- m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on [insert date].

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