FRONTENAC HERITAGE FOUNDATION

BY-LAW NO. 1

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BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of

FRONTENAC HERITAGE FOUNDATION

(hereinafter referred to as the "**Corporation**")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

ARTICLE I
Interpretation

Section 1.01 Definitions. In the By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

"**appoint**" includes "elect" and vice versa.

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation.

"**Board**" means the board of directors of the Corporation.

"**By-law**" means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

"Chair" means the chair of the Board.

"**Director**" means a member of the Board.

"**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"**meeting of members**" means an annual meeting of members or a special meeting of members.

"**member**" means a member of the Corporation.

"**officer**" means an officer of the Corporation.

"**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

"**person**" includes any individual or entity.

"**recorded address**" means:

(a) in the case of a member, their address as recorded in the register of members of the Corporation;

(b) in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Corporation; and

(c) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act.

"**special meeting**" includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

"**special resolution**" includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this By-law; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

Section 1.03 Objects. To preserve and foster for the benefit of the people of Ontario the histories, tradition, culture and built heritage of the area comprising the City of Kingston, the Country of Frontenac, Loyalist Township, the Town of Gananoque and the Township of Leeds and Thousand Islands.

ARTICLE II
Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Corporation shall be in city of Kingston in the Province of Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by resolution or special resolution.

Section 2.02 Books and Records. Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible written form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

ARTICLE III
Membership

Section 3.01 Membership Conditions.

(a) Subject to the Articles, there shall be four (4) classes of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation, and each member shall be entitled to one vote at such meetings.

(b) Membership shall be available to an individual who is sympathetic to the Objects of the Corporation and is recognized by the Corporation.

(c) Membership Fees shall be recommended by the Board of Directors and approved by the Membership at the Annual General Meeting of the Corporation.

(d) A Member not in good standing shall not be permitted to vote at General Meetings and partake of the Corporation services and privileges until the Membership Fee is paid.

(e) Membership categories shall be

Benefactor	Individuals, save and except currently serving Directors, who make an annual financial donation of $500 or greater, or annually contribute services of a $500 or greater value, shall be deemed by the Directors to be Benefactors and to have paid their annual membership fee.
Member	Those individuals, families, households, businesses, or organizations which make an annual contribution of not less than $45.00 of which ten shall constitute the membership fee.
Patron	Individuals, businesses, or organizations which donate $5,000 or greater in one or several donations within a one-year period shall be deemed by the Directors to be Patrons and to have paid their annual membership fee.
Honourary Life Member	Individuals approved by the Directors because they have contributed greatly to the objects of the Corporation over a number of years shall be named Honourary Life Members.

Student Member	Membership shall be $10.00 per year ***Added by Amendment approved by the membership on May 28, 2025***
Sponsor	Members who make an annual financial donation of $250 up to $500 in a calendar year shall be deemed to be Sponsor. ***Added by Amendment approved by the membership on May 28, 2025***

Section 3.02 Membership Dues. Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within three (3) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

Section 3.03 Termination of Membership. A membership in the Corporation is terminated when:

(a) the member dies or resigns;

(b) the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;

(c) the member's term of membership expires; or

(d) the Corporation is liquidated and dissolved under the Act.

Section 3.04 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.05 Discipline of Members.

(a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

(i) violating any provision of the Articles or By-laws;

(ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or

(iii) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.

(b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 15 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.05(b), the Board will give the member an opportunity to be heard orally or in writing not less than five days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding on the member without any further right of appeal to the Board.

ARTICLE IV
Meetings of the Members

Section 4.01 Place of Meetings. All meetings of members shall be held at such place in Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Ontario where a meeting of members may be held, a meeting of members may be held outside Ontario.

Section 4.02 Virtual Meetings. If the Board calls a meeting of members under the Act, the Board may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4.03 Annual Meetings.

(a) The annual meeting of the members for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held at each year at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

(b) At each Annual General Meeting, the President shall present a report of the Corporation’s activities during the preceding year.

(c) Each Committee shall provide a written report of the Committee’s activities during the preceding year.

Section 4.04 Special Meetings. Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of members in accordance with the Act on the written requisition of members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.05 Fixing the Record Date. In order that the Corporation may determine the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 50 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of members entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting; *provided that* the Board may fix a new record date for the determination of members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

Section 4.06 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this By-law.

Section 4.07 Notice of Meetings. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held; or

(b) telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.08 Quorum. A quorum at any meeting of the members shall be twenty (20) members entitled to vote, including four (4) officers or Directors present in person or represented by proxy. If, however, such quorum is not present at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.06, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.09 Conduct of Meetings.

(a) At every meeting of members, the President or, in their absence or inability to act, the Vice-President, shall act as chair of, and preside at, the meeting. The secretary or, in their absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:

(i) establishing an agenda or order of business for the meeting;

(ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;

(iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;

(iv) limiting attendance at, or participation in, the meeting to members of the corporation or such other persons as the chair of the meeting shall determine;

(v) restricting entry to the meeting after the time fixed for the commencement thereof; and

(vi) limiting the time allotted to questions or comments by participants.

(b) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 4.09 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Section 4.10 Voting. Unless otherwise required by law, the election of Directors shall be by show of hands unless a ballot is demanded by a member entitled to vote at the meeting, and shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

Section 4.11 Absentee Voting. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

(b) A member may revoke a proxy by depositing an instrument or act signed by the member or by their agent or mandatary:

(i) at the registered office of the Corporation no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

(ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

(c) A proxyholder or alternative proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a special meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.

(d) If a form of proxy is created by a person other than the member, the form of proxy will:

(i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and (C) instructions on the manner in which the member may appoint the proxyholder;

(ii) contain a designated blank space for the date of the signature;

(iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

(iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor or a person to conduct a review engagement and the election of Directors;

(v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or a person to conduct a review engagement or the election of Directors; and

(vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under Section 4.11(d)(iv) or Section 4.11(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly.

(e) A form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.11(d)(d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.

(f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.

(g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Section 4.12 Resolution in Writing of Members. A resolution in writing signed by all the 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 the members unless, in accordance with the Act:

(a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for their resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or

(b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Corporation by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor or its resignation.

ARTICLE V
Board of Directors

Section 5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation

Section 5.02 Number of Directors. The business of the Corporation shall be conducted by a Board of Directors consisting of a minimum of four (4) and a maximum of nine (9) Directors.

Section 5.03 Term of Office. As of the passing of this by-law, the Directors on the board may serve out the remainder of their respective terms. Election of the Directors is held at each Annual General Meeting. Therefore, at the Annual General Meeting following the passage of this by-law, the election shall be as follows:

(i) up to three of the elected Directors shall be elected for a three-year term;

(ii) up to three of the elected Directors shall be elected for a two-year term; and

(iii) up to three of the elected Directors shall be elected for a one-year term.

Section 5.04 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of Directors under Section 5.02 and any vacancies occurring in the Board, may be filled by the affirmative votes of a majority of the remaining members of the Board, or by a sole remaining Director, if constituting a quorum. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom they replaced, the date a successor is duly elected and qualified, or the earliest of such Director's death, resignation, disqualification, or removal.

Section 5.05 Resignation. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 5.06 Removal. Except as prohibited by applicable law or the Articles, the members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by ordinary resolution.

Section 5.07 Renumeration. No Director shall receive remuneration for being a member of the Board. Upon approval of the Board, Directors may receive reimbursement for expenses properly incurred by them in the performance of their duties, at rates established by the Board of Directors, and upon submission of signed claims supported by appropriate receipts.

Section 5.08 Regular Meetings. The Board of Directors shall meet not less than four (4) times a year. The President shall be empowered to call additional meetings of the Board, and upon the written request of three (3) members of the Board, a meeting must be called. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

(a) submitting to the members any question or matter requiring the approval of the members;

(b) filling a vacancy among the Directors or appointing additional Directors;

(c) filling a vacancy in the office of public accountant;

(d) issuing debt obligations except as authorized by the Board;

(e) approving any annual financial statements;

(f) adopting, amending or repealing By-laws; or

(g) establishing contributions to be made, or dues to be paid, by members under Section 3.02 (Membership Dues).

Section 5.09 Calling of Board Meetings. Meetings of the Board may be held at such times and at such places as may be determined by the President, the Vice-President or any two (2) or more Directors.

Section 5.10 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board under Section 5.09 shall be given in the manner provided in Section 7.01 to every Director at least seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. 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. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.08(a) through Section 5.08(g) that is to be dealt with at the meeting. A notice of meeting need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means, provided that the notice includes instructions for attending and participating in the meeting by the telephonic or electronic, including, if applicable, instructions for voting by such means at the meeting.

Section 5.11 Telephone Meetings. A board meeting or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.11 shall constitute presence in person at such meeting.

Section 5.12 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.13 Organization. At each meeting of the Board, the chair of the Board or, in their absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding as chair at the meeting may appoint any person to act as secretary of the meeting.

Section 5.14 Quorum of Directors. The presence of a majority of the minimum number of directors required by the Articles shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.15 Majority Vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to their original vote as a Director.

Section 5.16 Resolution in Writing of Board. Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.17 Committees of the Board and Other Advisory Bodies. The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Corporation or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters set out in Section 5.08(a) through Section 5.08(g)) and may authorize the seal of the Corporation to be affixed to all documents that may require it to the extent so authorized by the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this ARTICLE V.

The Executive Committee of the Corporation shall approve the disbursement of funds not noted in the approved budget, with the knowledge that the delay required to gain consent of the Board of Directors would be detrimental to the Corporation's business and that such funds are available within the assets of the Corporation without any effect upon an approved budget. Such a disbursement shall not exceed $2,000.00 and shall be disclosed in a report to the Board of Directors at its next meeting.

Section 5.18 Limitation of Liability. Every Director and officer of the Corporation in exercising their powers and discharging their 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 to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.19 Indemnity.

(a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, 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 proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.19(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 5.19(c).

(c) The Corporation shall not indemnify an individual under Section 5.19(a) unless they (i) 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 they acted as a director or officer or in a similar capacity at the Corporation's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

(d) The Corporation shall also indemnify the individual referred to in Section 5.19(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE VI
Officers

Section 6.01 Appointment of Officers. The Board shall appoint from its Directors a Chair, and may designate additional offices of the Corporation, such as president, vice-president, secretary or treasurer. The Board may appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.08(a) through Section 5.08(g)). A Director may be appointed to any office of the Corporation. An officer may, but need not, be a Director unless this By-law specifies otherwise. Two or more offices may be held by the same individual.

Section 6.02 Description of Offices. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) **President.** If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation; The President of the Board shall, when present, preside at all meetings of the Board and of the members

(b) **Vice-President.** The vice-president of the Board, if one is appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the vice-president of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-president shall have such other duties and powers as the Board may specify;

(c) **Secretary.** If appointed, the secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at the meetings of the Board, the members and committees of the Board. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the person engaged to conduct a review engagement and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation;

(d) **Treasurer.** If appointed, the treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all their transactions as treasurer and of the financial condition of the Corporation. If appointed, the treasurer shall have such powers and duties as the Board may specify;

(e) The Vice President shall carry out the duties of the President when the President is absent or is unable to preside; and

(f) The Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Corporation between meetings of the Board of Directors.

ARTICLE VII
Notice

Section 7.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

(a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation;

(b) mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) sent to such person by electronic means in accordance with the *Electronic Commerce Act, 2000*, S.O. 2000, c. 17.

ARTICLE VIII
General Provisions

Section 8.01 Financial Year. The financial year of the Corporation shall commence on January 1 and conclude on December 31 of each year.

Section 8.02 Annual Financial Statements. Not less than 21 days before each annual meeting, the Corporation shall send a copy of the annual financial statements and other documents referred to in section 84(1) (Presentation of Annual Financial Statements to Members) of the Act to all members who have informed the corporation that they wish to receive a copy of those documents.

Section 8.03 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by two signatures of the President, Vice-President, Treasurer, Secretary or Directors. Also, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

Section 8.04 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 8.05 Borrowing Powers. The Board may, without authorization of the members:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or

(d) mortgage, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Section 8.06 Rules of Order. The meetings of the Board and of the members shall be conducted in accordance with the Robert’s Rules of Order.

ARTICLE IX
Amendment and Repeal

Section 9.01 Amendment. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Section 9.02 By-laws Requiring Special Resolution. Section 9.01 does not apply to a By-law that requires a special resolution of the members according to section 103(1) (Amendment of Articles) of the Act. A special resolution is required to make any amendment to Section 3.01 (Membership Conditions), Section 4.07(a) and Section 4.07(b) (Notice of Meetings), the last paragraph of Section 4.09 (Conduct of Meetings), and this Section 9.02.

Section 9.03 Repeal. All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

MADE by the Board the October 28, 2024

Original signed by S. Bailey

Name: Shirley Bailey
Title: President

Original signed by K. Hebert

Name: Kristine Hebert
Title: Secretary

1. Amendment to 3.01(e) Approved by membership at May 28, 2025 AGM