



SWIMMING NATATION CANADA

GENERAL BY-LAW NO. 1

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Ratified by Members: September 20, 2023



PREAMBLE

WHEREAS the Corporation is a member of the Canadian Governing Bodies which is, in turn, the Canadian representative swimming body of the World Governing Bodies;

AND WHEREAS the Corporation shall at all times govern itself in accordance with the rules of the Canadian Governing Bodies and the World Governing Bodies;

AND WHEREAS all Members and Registrants shall be governed by and comply with the rules of the World Governing Bodies, the Canadian Governing Bodies, and the Corporation, and accordingly all Members and Registrants shall, where necessary, amend their own rules to comply with those of the World Governing Bodies, the Canadian Governing Bodies and the Corporation;

AND WHEREAS any Member and Registrant who refuses to comply with the rules of the World Governing Bodies, the Canadian Governing Bodies or the Corporation or refuses to amend its own rules to comply with those of the World Governing Bodies, the Canadian Governing Bodies, or the Corporation, may have its membership or ability to participate in the Corporation suspended or terminated;

AND WHEREAS the Corporation is the only entity authorized by the World Governing Bodies and Canadian Governing Bodies to govern the sport of swimming in Canada;

BE IT ENACTED AS A BY-LAW OF the Corporation:

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Swimming/Natation Canada, a Canadian Corporation incorporated under the Canada Not-for-profit Corporations Act.

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

- a) Act – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) AFC – the Aquatics Canada Aquatiques;
- c) Annual General Meeting – the annual general meeting of the Members;
- d) Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e) Athletes Council – a council of the Corporation that provides input into matters pertaining to athletes in the sport of competitive swimming;
- f) Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting;
- g) Board – the Board of Directors of the Corporation;
- h) Canadian Governing Bodies – the Aquatics Canada Aquatiques, and the Canadian Paralympic Committee;
- i) Corporation – Swimming/Natation Canada;
- j) CSCA – the Canadian Swimming Coaches Association;
- k) Days – business days; not including weekends and holidays, unless specified as calendar days;
- l) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws;



- m) High Performance Centre – a high performance training centre in Canada as designated by the Corporation;
- n) Member – means an organization or corporation that meets the requirements for membership set out in Article II of this by-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
- o) Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- p) Officials, Competitions and Rules Committee – a committee of the Corporation, external to the Board, that is responsible for matters relating to officiating in the sport of swimming in Canada;
- q) Ordinary Resolution – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- r) Proposal – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
- s) Provincial Section – A provincial or territorial swimming association recognized by the applicable Provincial/Territorial government;
- t) Registrant – all individuals or entities of the Corporation including those individuals and associations, incorporated or unincorporated, as described in the National Registration Policy, Procedures and Rules Manual who have met the requirements of registration and the registration has been completely processed;
- u) Regulations – the regulations made under the Act, as amended, restated or in effect from time to time;
- v) Retired Swimmer – an individual who is no longer a National team member as an athlete and who has been a member of the Senior National Team within eight (8) years of their election to the Board;
- w) Special Resolution – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- x) World Governing Bodies – include but are not limited to World Aquatics, International Paralympic Committee, and Pan American Aquatics.

1.3 Head Office – The registered office of the Corporation will be located in the province of Ontario, unless changed by a Special Resolution of Members. The location of the registered office within the province determined by the Members shall be as determined by the Board by Ordinary Resolution.

1.4 Corporate Seal - The Corporation will have a corporate seal which will be adopted and may be changed by Ordinary Resolution of the Directors. The corporate seal will be in the possession of the Head Office under the authority of the Secretary.

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

1.6 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, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).



1.8 Interpretation – Words 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 organization name, title or program will include any successor organizational name, title or program.

1.9 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.



ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

- a) Provincial Section members
- b) Special Interest Group Members listed as follows:
 - i. High Performance Club Members
 - ii. CSCA;
 - iii. Athletes Council;
 - iv. Officials, Competitions and Rules Committee;

Conditions and Qualifications for Membership

2.2 Provincial Section Members – Applications for Membership will only be considered for Provincial/Territorial swimming associations who meet the following qualifications:

- a) A single Provincial Section from each province and/or territory;
- b) Ensures all Swimming Clubs register all Registrants with the Provincial Section Member and registers all Registrants with the Corporation (In the event that Swimming Clubs and/or Swimmers do not have a Provincial Section Member recognized by the Corporation within their Province or Territory, the Swimming Club and/or Swimmer will register with the Provincial Section Member nearest to such Swimming Club or Swimmer);
- c) Complies with and agrees to abide by the Corporation's By-laws, policies, procedures, rules and Regulations; and
- d) Complies with and agrees to abide by the rules of World Aquatics and AFC, and accordingly, where necessary, has amended their own rules to comply with those of World Aquatics, AFC and the Corporation.

2.3 Special Interest Group Members – Applications for Membership will only be considered for those Special Interest Groups who are listed in Section 2.1(b) and who meet the following qualifications:

- a) Comply with and agree to abide by the Corporation's By-laws, policies, procedures rules and Regulations;
- b) Comply with and agree to abide by the rules of World Aquatics and AFC, and accordingly, where necessary, have amended their own rules to comply with those of World Aquatics, AFC and the Corporation;
- c) High Performance Club Membership will be granted to the Swimming Clubs ranked first through sixth by total team points scored at the swim meet(s) designated annually by the Corporation for such determination;
- d) The Athletes Council will elect an individual, to represent the Council at the Annual General Meeting; and
- e) The Officials, Competitions and Rules Committee will elect a currently certified official, to represent officials at the Annual General Meeting.



Admission of Members

2.4 Admission of Provincial Section Members – A Provincial/Territorial swimming association will be admitted as a Provincial Section Member once:

- a) The candidate Provincial/Territorial swimming association makes an application for membership in a manner prescribed in the Corporation's National Registration Policy, Procedures and Rules Manual, as amended from time to time;
- b) 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;
- c) The candidate Member has paid dues as prescribed by the Board;
- d) The candidate Member has met the applicable conditions and qualifications listed in Section 2.2; and
- e) The candidate Member has been approved by Ordinary Resolution as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.5 Admission of Special Interest Group Members – Special Interest Groups listed in Section 2.1(b) are admitted as Special Interest Group Members, subject to the following:

- a) Swimming Clubs as defined in these Bylaws will be admitted as High Performance Club Members should they rank first through sixth by total team points scored upon the conclusion of the swim meet(s) designated annually by the Corporation for ranking of the High Performance Clubs; provided they also meet all other conditions and qualifications listed in Section 2.3;
- b) CSCA may make an application for membership in a manner prescribed in the National Registration Policy, Procedures and Rules Manual, as amended from time to time;
- c) 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;
- d) The candidate Member has paid dues as prescribed by the Board; and
- e) The candidate Member has met the conditions and qualifications listed in Section 2.3.

Transfer of Membership

2.6 Transfer – A membership in the Corporation is not transferrable.

2.7 Change of Terms/Conditions of Membership – Pursuant to subsection 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendments if those amendments affect membership rights and/or conditions described in subsection 197(1).

Duration

2.8 Duration of Membership – Membership within the Corporation will cease as follows:

- a) Provincial Section membership is accorded on an annual basis and will cease on August 31st, subject to admission in accordance with these By-laws;
- b) Special Interest Group Membership relating to-CSCA is accorded on an annual basis and will terminate on August 31st, subject to admission in accordance with these By-laws; and
- c) High Performance Club Membership is accorded on an annual basis and will cease at the conclusion of the swim meet(s) designated annually by the Corporation for ranking of the High Performance Clubs.

Membership Fees

2.9 Fees – Membership fees for all categories of Registrants will be determined annually by the Board.



2.10 Deadline – Members will be notified in writing of the membership fees, at which time they will become a debt payable to the Corporation. Failure to adhere to the payment schedule may result in discipline under Section 2.15.

Withdrawal and Termination of Membership

2.11 Withdrawal

A Member may withdraw from the Corporation by giving written notice to the Secretary prior to January 1 of any given year, in which case the withdrawal becomes effective on August 31 of that given year. The Member will be responsible for all membership fees and debts payable until the actual withdrawal becomes effective.

2.12 May Not Withdraw – A Member or Registrant may not withdraw from the Corporation if the Member or Registrant is subject to disciplinary investigation or action.

2.13 Termination – Membership in the Corporation is terminated when:

- a) The Member, in the case of a Member that is a corporation, dissolves;
- b) The Member fails to maintain any of the conditions or qualifications of membership listed in Sections 2. 2 - 2.5, as applicable, of these By-laws;
- c) The Member withdraws from the Corporation in accordance with section 2.11 above;
- d) The Member is expelled in accordance with Section 2.15 below; or
- e) The Corporation is liquidated or dissolved under the Act.

2.14 Discipline of Registrants – A Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Registrants.

2.15 Discipline of Members. The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) Days written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by 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 written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) Days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.



2.16 Rights of Members – Subject to the Articles, upon withdrawal or termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

Good Standing

2.17 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and Regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership fees or debts to the Corporation.

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



ARTICLE III: MEETINGS OF MEMBERS

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

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board or upon the written requisition of Members who hold seventy-five percent (75%) of the votes of the Corporation. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the Auditor, and the Directors, by the following means:

- a) By mail, courier, personal delivery, telephone, electronic or other communication facility to each Member entitled to vote at the meeting a minimum of twenty-one (21) calendar days before the day on which the meeting is to be held; and
- b) By posting on the Corporation's website not less than twenty-one (21) calendar days prior to the date of the meeting.

3.7 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.



3.8 Persons Entitled To Attend – All categories of membership, the Directors, the Auditor, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the voting Members.

Meetings of Members will be closed to the public except by invitation of the chair of the meeting or by Ordinary Resolution of the Members.

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

3.10 Agenda – The agenda for the Annual General Meeting may include:

- a) Call to Order
- b) Reading of Notice
- c) Establishment of Quorum, Acceptance of Credentials and Deposition of Proxies
- d) Appointment of Scrutineers
- e) Approval of the Agenda
- f) Declaration of any Conflicts of Interest
- g) Adoption of Minutes of the previous Annual General Meeting
- h) Presentation of Reports
 - i. Standing Committees
 - ii. President
 - iii. CEO
- i) Presentation of Auditors Report and Financial Statements
- j) Appointment of Auditors
- k) Business as Specified in the Meeting Notice
- l) Election of New Directors
- m) Adjournment

3.11 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least thirty (30) calendar days prior to the meeting date.

3.12 Quorum – A minimum of six (6) Provincial Section Member Delegates representing a minimum of six (6) different Provincial Sections and 50% of all eligible votes, as assigned in section 3.14, will constitute a quorum.



Voting at Meetings of Members

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

- a) A Provincial Section Members will be entitled to appoint the following number of Delegates and votes based on the number of paid registered competitive swimmers who are Members of the Provincial Section Member as of August 31st of each year:

<u>REGISTERED COMPETITIVE SWIMMERS</u>	<u>VOTES</u>	<u>DELEGATES</u>
1 to 500 Swimmers	2 Votes	2 Delegates
501 to 1,000 Swimmers	3 Votes	3 Delegates
1,001 to 2,000 Swimmers	4 Votes	4 Delegates
2,001 to 4,000 Swimmers	5 Votes	5 Delegates
4,001 to 8,000 Swimmers	6 Votes	6 Delegates
8,001 and more Swimmers	7 Votes	7 Delegates

- b) Special Interest Group Members will each be entitled to appoint one Delegate who is entitled to one (1) vote.

3.14 Delegates – Voting Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) Days prior to the meeting of Members, the name of the Delegate to represent and vote on behalf of the voting Member. Delegates must be at least eighteen years of age and a Member in good standing of the Corporation. A voting Member may name an Alternate Delegate at least three (3) Days prior to the date fixed for the next General Meeting, in the case of a Delegate who is unable to attend.

3.15 Absentee Voting – There will be no absentee voting, other than by proxy in accordance with Section 3.16.

3.16 Proxy Voting – Special Interest Group Members may not vote by proxy. Provincial Section Delegates may vote by proxy if:

- At least one appointed Delegate from the Provincial Section is in attendance;
- The proxy is designated to an appointed Delegate from the same Provincial Section;
- The Delegate and/or Provincial Section notified the Corporation in writing prior to the Members' meeting of an appointment of a proxy holder who is also a voting Delegate from the same Provincial Section;
- The proxy is received by the Corporation prior to the start of the meeting;
- The proxy clearly states the date of the specific meeting; and
- The proxy clearly states to whom the proxy is given.

3.17 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.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a voting Member.

3.19 Majority of Votes – Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution of the votes cast, will decide each issue.



ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Directors, one of whom shall be a Retired Swimmer. The Director who is a Retired Swimmer must meet the criteria of these By-laws each time they seek election as such, including without limitation the time limits set out in Section 1.2(v); however, where a Retired Swimmer no longer meets such time limits during a term of office, this does not result in the vacation of their office as Director and they may continue to serve until the end of such term. The Members may, from time to time by Ordinary Resolution, fix the number of Directors of the corporation and the number of Directors to be elected at annual meetings of the Members or delegate those powers to the Directors. No decrease in the number of Directors shall shorten the term of an incumbent Director.

Election of Directors

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and does not hold any elected, employment or contract employment position(s) with the Corporation, a Provincial Section Member or Special Interest Group Member, or with a High Performance Centre, may be nominated for election as a Director.

4.3 Nominations Committee – The Board will appoint a Nominations Committee.

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

- a) Include the written consent of the nominee by signed or electronic signature on the “Nomination Form” that “I consent to let my name stand for election as a Director of the SNC Board of Directors. I am aware that if elected, I will be required to resign any elected or employed position that I may hold with a Corporation Member or with a High Performance Centre.”;
- b) Comply with the procedures established by the Nominations Policy

4.5 Ballots – Ballots for the election of Directors will include the names of the nominees in alphabetical listing by surname. A check box will be placed by each name so that voting Delegates may place a mark beside the nominee of their choice. In order for a ballot to be valid, exactly the same number of votes must be cast as the number of vacancies open for election. Any more or less votes will constitute a spoiled ballot. In the case of tie breaker votes, the number of votes that must be cast will be specified.

4.6 Election and Term – The election of Directors will take place at the Annual General Meeting. Three (3) of the nine (9) Directors will be elected each year to the Board for a three (3) year term. No Director may serve more than three (3) consecutive terms or nine (9) consecutive years on the Board. Where a Director serves a partial term of office to fill a vacancy on the Board, such term of office shall not be included in calculating the term limit in this Section 4.6. An individual must be absent from the Board for a period of one (1) year before they are eligible for re-election as a Director.

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

- a) Valid Nominations (as applicable) – Winners declared by Ordinary Resolution of the voting Members or winners are the nominees receiving the greatest number of votes and filling all vacancies open for election;



- b) **Run-off Vote** – In the case of a tie, the nominees receiving the same number of votes for the final position(s) will participate in a run-off vote. The nominee(s) receiving the most votes will be determined the winner. (For example: five nominees receiving the same number of votes for the final two positions will require a run-off vote including the five nominees from which voting delegates will select two winners who received the greatest number of votes.)

4.8 Vacancy among candidates - If a meeting of Members fails to elect the number or the minimum number of Directors required by the Articles by reason of a lack of consent, a disqualification under article 4.2 or the death of any candidate, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum. If three (3) Directors were elected at the immediately preceding Annual General Meeting, the Directors may appoint one additional Director, who shall hold office for a term expiring not later than the close of the next Annual General Meeting.

4.9 Terms – Elected Directors will serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Suspension, Resignation and Removal of Directors

4.10 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) Fails to attend three (3) consecutive Board meetings without the approval of the President;
- b) Is incapable within the meaning of that term in the Act;
- c) Becomes bankrupt, suspends payment, or compounds with their creditors, or makes unauthorized assignment, or is declared insolvent;
- d) Is charged and/or convicted of any criminal offence; or
- e) Upon the Director's death.

4.12 Removal – A Director may be removed by Ordinary Resolution of the voting Members at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed or, if not so filled, may be filled under Article 4.14.

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

Filling a Vacancy on the Board

4.14 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the unexpired term of their predecessor, except a vacancy resulting from an increase in the number or the minimum or maximum



number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

Remuneration

4.15 Remuneration – Directors will serve as such without remuneration and Directors will not directly or indirectly receive any profit from their positions as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.

Meetings

4.16 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.17 Notice – Notice of Board meetings will be given to all Directors at least ten (10) Days prior to the scheduled meeting. A board meeting may be held with notice of less than ten (10) Days if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

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

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

4.20 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution of the votes being in favor of the resolution. The President does not have a casting, or second vote, in the case of a tie.

4.21 Absentee Voting – There will be no absentee or proxy voting by Directors.

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

4.23 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

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

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

4.25 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

4.26 Chief Executive Officer – The Chief Executive Officer (CEO) shall attend and participate in all meetings of the Board, but will not be entitled to vote.

Powers of the Board



4.27 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions, provided such delegation is consistent with the restrictions in the Act as to delegation by the Board.

4.28 Empowered – Notwithstanding Section 4.27, the Board will be empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures;
- d) Employ or engage under contract the CEO who will carry out the work of the Corporation, who will have the authority to employ or engage other individuals on behalf of the Corporation. The Board may also terminate the employment of the CEO;
- e) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements;
- f) Borrow money upon the credit of the Corporation as it deems necessary, including power to:
 - i. Borrow from any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - ii. Limit or increase the amount to be borrowed;
 - iii. Issue or cause to be issued bonds, debentures or other securities of the Association and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of Directors;
 - iv. Secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.



ARTICLE V: OFFICERS

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

5.2 Election or Appointment – The Board will, within thirty (30) days after the Annual General Meeting, elect a President, Vice-President and Secretary from amongst the Directors by Ordinary Resolution.

5.3 Chief Executive Officer – The position of Chief Executive Officer will be filled consequent to a contract of employment upon such terms and conditions as the Board may approve.

5.4 Term – Apart from the Chief Executive Officer and the President, all Officers will hold office for a term of one (1) year. The President will serve a term of three (3) years, or such shorter term as may be determined by the Board. No Officer may hold the same Officer's position for more than nine (9) consecutive years.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will support and assist the President in all duties and responsibilities and will perform such other duties as may from time to time be established by the President or the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's constitution and By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will cause to be prepared, and will submit to each Annual General Meeting and other meetings a report of all activities since the previous Annual General Meeting or other meetings, will give due notice to all voting Members of the Annual General Meetings of the Corporation, and will perform such other duties as may from time to time be established by the Board;
- d) The Chief Executive Officer will, subject to the powers and duties delegated by the Board, manage the day-to-day operations of the Corporation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise staff, and will perform such other duties as may from time to time be established by the Board;

5.6 Removal – Except in the case of the Chief Executive Officer, an Officer may be removed by Special Resolution 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 a Special Resolution is put to a vote.

5.7 Vacancy – Except in the case of the Chief Executive Officer, 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 another Director to fill the vacancy.

Remuneration

5.8 Remuneration – The elected Officers will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that they may be paid reasonable



expenses incurred by them in the performance of their duties. The Chief Executive Officer may receive a salary to be determined by the Board.

ARTICLE VI: COMMITTEES

Standing and Other Committees

6.1 Standing Committees – The Standing Committees of the Corporation are those committees identified in the Corporation’s Board Committees Policies, approved by the Board.

6.2 Composition and Responsibilities of Standing Committees – In accordance with the Corporation’s Board Committees Policy, the Board will appoint members of Standing Committees or provide for the election of members of Standing Committees, will prescribe the duties and responsibilities of each Standing Committee via Terms of Reference and may delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act or these By-laws.

6.3 Appointment of Other Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

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

6.6 Vacancy – When a vacancy occurs on any committee, the Board may elect or appoint a qualified individual to fill the vacancy for the remainder of the committee’s term.

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

6.8 Removal – The Board may remove any member of any committee by Ordinary Resolution.

6.9 Debts – No committee will have the authority to incur debts in the name of the Corporation.

Remuneration

6.10 No Remuneration – All Directors, Officers (apart from the CEO as described in Section 5.9 above), and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

ARTICLE VII: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation’s Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.



ARTICLE VIII: FINANCE AND MANAGEMENT

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

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

8.3 Auditors – At each Annual General Meeting, the Members will appoint an Auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual General Meeting. The Auditor will not be an employee or a Director of the Corporation.

8.4 Books and Records – The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Corporation will not be available to the general membership of the Corporation but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Corporation in accordance with the Act.

8.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by the Chief Executive Officer and a Director, Officer or other individual, as designated by the Board. In addition, the Board may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

8.6 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

ARTICLE IX: AMENDMENT OF BY-LAWS

9.1 Amendment of By-laws - Subject to the Articles, the Board may, by resolution, make, amend or repeal any Bylaws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors 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. This section does not apply to a By-law amendment that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

9.2 Notice in Writing – Notice of proposed amendments to these By-laws, general rules, Regulations and the constitution shall be provided to Members between twenty-one (21) and sixty (60) calendar days prior to the date of the Member's meeting at which it is to be considered.



ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes –A Special Resolution of all Members will be required in order to make fundamental changes to the By-laws or Articles of the Corporation.

Fundamental Changes for the Corporation are as defined in subsection 197(1) of the Act.

10.2 Special Class Vote –Each membership class is entitled to vote separately by Special resolution of each class if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including:
 - i. To reduce or remove a liquidation preference; or
 - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE XI: NOTICE

11.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, ten (10) Days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE XII: DISSOLUTION

12.1 Dissolution – In accordance with the Articles, on dissolution of the Corporation any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada), as determined by the Board.



ARTICLE XIII: INDEMNIFICATION

13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

13.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

13.3 Insurance – the Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

Adoption and Ratification – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on July 12, 2023 and approved by the Members at a meeting of the Members duly called and held on September 20, 2023.

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