



SCIENCE TEACHERS' ASSOCIATION OF ONTARIO  
BYLAW NO. 2024-1

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# 1. Definitions and Interpretation

## 1.1 Definitions

In this Bylaw and all other Bylaws and resolutions of the Corporation, unless otherwise defined:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 and includes the regulations made under it, as amended from time to time;
- b. "Articles" means any document that incorporates the Corporation or modifies its incorporating document;
- c. "Board" means the board of directors of the Corporation as specified in this Bylaw;
- d. "Bylaw" means this Bylaw and all other bylaws of the Corporation as amended and which are in force;
- e. "Corporation" means the Science Teachers' Association of Ontario;
- f. "Director" means an individual occupying the position of director of the Corporation, including Teacher Directors;
- g. "Extraordinary Resolution" means a resolution that, (a) is submitted to a special meeting of the Members duly called for the purposes of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or (b) is consented to by each Member entitled to vote at a meeting of the Members or the Member's attorney;
- h. "Member" means a member of the Corporation;
- i. "Officer" means an officer of the Corporation;
- j. "Ordinary Resolution" means a resolution that, (a) is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (b) is consented to by each Member entitled to vote at a meeting of the Members or the Member's attorney;
- k. "Special Resolution" means a resolution that, (a) is submitted to a special meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (b) is consented to by each Member entitled to vote at a meeting of the Members or the Member's attorney; and
- l. "Teacher Director" means a Director of the Corporation as referred to in subsection 2.1.(1)(a) of this Bylaw who has a minimum of five (5) years classroom experience in the elementary, secondary or post-secondary panel in the Province of Ontario.

## 1.2 Interpretation

- (1) Unless defined in section 1.1, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.
- (2) Under this Bylaw, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.
- (3) Any references in this Bylaw to any law, bylaw, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
- (4) Subject to the Act and except where specifically stated otherwise in this Bylaw, references to actions being taken “in writing” or similar terms shall include electronic communications and references to “address” or similar terms shall include electronic mail addresses. It is the intent of the Corporation to use electronic communications whenever possible so long as the recipient has expressly consented to receiving notices in such manner.

## 2. Board of Directors

### 2.1 Number of Directors

- (1) Subject to the Act, immediately following confirmation of this Bylaw, the Corporation shall be managed by a Board consisting of eleven (11) Directors, as follows:
  - a. a majority of Teacher Directors; and
  - b. the remainder being Directors who are not required to be teachers in Ontario.
- (2) The Members thereafter delegate to the Directors the right to fix the number of Directors from time to time, provided that the number of Directors does not fall below or exceed the number of Directors set out in the Articles.

### 2.2 Director Qualifications

- (1) Each Director shall:
  - a. be an individual who is at least eighteen (18) years old;
  - b. not have the status of bankrupt;
  - c. not be found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - d. not be a person who has been found to be incapable by a court in Canada or elsewhere;

- e. consent in writing to hold office as a Director within ten (10) days of his/her/their election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate their election;
  - f. be a Member, or become a Member of the Corporation within (10) days after his/her/their election or appointment as a Director;
  - g. not be absent for more than twenty-five per cent (25%) of the meetings of the Board of Directors or twenty-five per cent (25%) of the meetings of Committees of the Board annually without sufficient reason, as determined by the Board; and
  - h. comply with the code of conduct of the Corporation, if any.
- (2) If a person ceases to be qualified as provided in subsection 2.2(1), the person automatically ceases to be a Director.

## 2.3 Removal of Directors

- (1) The Members may remove a Director before the end of the Director's term of office by Ordinary Resolution. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by Ordinary Resolution. If the Members do not fill the vacancy, it can be filled in accordance with section 2.4.
- (2) A Director is entitled to give the Corporation a written statement giving reasons for resigning, or for opposing his/her/their removal as a Director if a meeting is called for the purpose of removing him/her/them.

## 2.4 Director Vacancies

A vacancy on the Board may be filled by resolution of the Directors so long as a quorum of Directors remains. If there are not enough Directors to form a quorum, the Directors shall call a special meeting of the Members to fill the vacancy. If the Directors do not call a special meeting, the meeting may be called by any Member.

## 2.5 Term of Office for Filled Director Vacancies

The Director elected or appointed to fill a vacancy shall hold office for the remainder of the previous Director's term.

## 2.6 Election of Directors

The Members entitled to vote shall elect the Directors, except for those Directors serving as Chair and Past Chair in accordance with subsection 3.1(2).

## 2.7 Term of Office of Directors

- (1) The term of office of the Directors serving the roles of Chair, Past-Chair, Chair-Elect and Vice-Chair shall be one (1) year.

- (2) The term for all other Directors shall be three (3) years.
- (3) Directors may serve for up to two (2) consecutive terms. After a period of one (1) year, a Director may stand for election to subsequent term(s).

## 2.8 Director Nominations

The Governance and Nominating Committee shall:

- (1) put forth a slate of candidates for election to the Board; and
- (2) accept nominations for Director from the Members.

## 2.9 Director Remuneration

The Directors of the Corporation shall serve as such without remuneration, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of their duties as a Director, all in accordance with the policies of the Corporation.

# 3 Officers

## 3.1 Election and Appointment of Officers

- (1) The Members shall elect the following Officers:
  - a. a Chair-Elect, who must be a Director;
  - b. a Vice-Chair, who must be a Director;
  - c. a Secretary, who must be a Director; and
  - d. a Treasurer, who must be a Director.
- (2) A vacancy in the role of an Officer elected by the Members may be filled by resolution of the Directors so long as a quorum of Directors remains. If there are not enough Directors to form a quorum, the Directors shall call a special meeting of the Members to fill the vacancy. If the Directors do not call a special meeting, the meeting may be called by any Member.
- (3) The Officer elected or appointed to fill a vacancy shall hold office for the remainder of the previous Officer's term.
- (4) The Board shall appoint an Executive Director, who shall not be a Director.
- (5) The Chair and Past Chair shall assume office at the end of the term of office of the Chair-Elect and the Chair respectively.
- (6) The Board may from time to time appoint other Officers, having the duties prescribed by the Board.

### 3.2 Holding More than One Office

The office of Treasurer and Secretary may be held by the same person who may be known as the Secretary-Treasurer, only if such person is a Director.

### 3.3 Term of Office of Officers

- (1) The term of office of the Chair, Past Chair, Chair-Elect and Vice-Chair shall be one (1) year
- (2) The term for all other Officers who are not employees shall be three (3) years.

### 3.4 Removal of Officers

- (1) The Members may remove any elected Officer by Ordinary Resolution.
- (2) The Board may remove any appointed Officer by resolution.
- (3) An Officer shall be automatically removed for failing to comply with the code of conduct of the Corporation, if any.

### 3.5 Duties of the Chair

The Chair shall:

- a. when present, preside at meetings of the Board and meetings of the Members;
- b. supervise the operations of the Corporation;
- c. execute all documents requiring the signature of the Chair;
- d. mentor the Chair-Elect and Vice-Chair; and
- e. carry out any other duties prescribed by the Board from time to time.

### 3.6 Duties of the Chair-Elect

The Chair-Elect shall:

- a. perform all the duties of the Chair during the Chair's absence or inability to act; and
- b. carry out any other duties prescribed by the Board from time to time.

### 3.7 Duties of the Past Chair

The Past Chair shall:

- a. provide leadership and counsel to the Board;
- b. mentor the Chair, Chair-Elect and Vice-Chair; and
- c. carry out any other duties prescribed by the Board from time to time.



### 3.8 Duties of the Vice-Chair

The Vice-Chair shall carry out the duties prescribed by the Board from time to time.

### 3.9 Duties of the Secretary

The Secretary shall:

- a. attend all meetings of the Board and meetings of the Members to record all minutes of those meetings and ensure such meeting minutes are kept in the minute books of the Corporation;
- b. give or cause to be given all notices required to be given to the Members and to the Directors;
- c. be the custodian of the books and records of the Corporation; and
- d. carry out any other duties prescribed by the Board from time to time.

### 3.10 Duties of the Treasurer

The Treasurer shall:

- a. oversee the management of the finances of the Corporation and ensure that the Corporation maintains a full and accurate account of all receipts and disbursements of the Corporation;
- b. ensure that all moneys and other valuable effects in the name and to the credit of the Corporation are deposited in the bank or banks designated by the Board;
- c. ensure that the funds of the Corporation are disbursed under the direction of the Board;
- d. render to the Board an account of the financial position of the Corporation, liaising with the auditor or person appointed to conduct a review engagement, as necessary; and
- e. carry out any other duties prescribed by the Board from time to time.

### 3.11 Executive Director

- a. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall supervise the business and affairs of the Corporation, subject to the discretion of the Board, and shall have such other duties as determined by the Board.
- b. The Executive Director shall have the right to receive notice of, to attend and to speak at, but not vote at all meetings of the Board, any committee of the Board, and any meeting of the Members, except those meetings, or parts of meetings, held in-camera.
- c. The Executive Director may have such other title as the Board determines appropriate.
- d. When the office of Executive Director is vacant, the Board may appoint a Management Committee comprised of Members of the Corporation to perform the duties of the Executive Director.

## 4 Protection of Directors, Officers and Committee Members

### 4.1 Liability of Directors, Officers, and Committee Members

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member, employee or independent contractor of the Corporation;
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation;
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested;
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited;  
or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust,

provided that the Director, Officer or committee member:

- a. complied with the Act and the Corporation's Articles, Bylaws and policies; and
- b. exercised their powers and discharged their duties in accordance with the Act.

### 4.2 Indemnification

The Corporation shall indemnify its Directors, Officers, committee members, any other person who undertakes or will undertake liability on behalf of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity (the "**Recipients**"), and their heirs and legal representatives, against all costs, charges, damages, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which the Recipient is made a party by reason of being or having been a Director, Officer, or committee member, provided that the Recipient:

- a. acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Recipient had reasonable grounds for believing that their conduct was lawful.

### 4.3 Insurance

Subject to relevant and applicable law, the Corporation shall purchase and maintain:

- a. insurance for a Director or Officer of the Corporation against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Corporation;
- b. property and public liability insurance; and
- c. such other insurance as the Board sees fit.

## 5 Conflict of Interest

### 5.1 Disclosure

A Director or Officer who, (a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall make the disclosure required by the Act and comply with the Corporation's Conflict of Interest Policy, as amended from time to time, and all other requirements in the Act regarding the conflict of interest.

## 6 Board Meetings

### 6.1 Meeting Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Board meeting procedure in all cases in which they are applicable and not inconsistent with these Bylaws and any rules of order the Corporation may adopt.

### 6.2 Calling Meetings

Meetings of the Directors may be called by the Chair or any two (2) Directors jointly.

### 6.3 Location of Meetings

Meetings of the Directors shall be held at the place, if any, specified in the notice.

### 6.4 Notice of Meetings

- (1) Notice of the time and place, if any, of a meeting of the Directors must be given not less than two (2) days before the date that the meeting is to be held, excluding the date on which notice is given.
- (2) A notice of a meeting of the Directors need not specify a place of the meeting if the meeting is to be held entirely by one (1) or more telephonic or electronic means.
- (3) Notice of a meeting of the Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 9.4, in which case the notice must specify that matter.

## 6.5 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings.

## 6.6 Quorum

A quorum for the transaction of business at a meeting of the Members is a majority of the Directors.

## 6.7 Meetings by Telephonic or Electronic Means

- (1) If all Directors consent, a meeting of the Directors may be held entirely by one (1) or more telephonic or electronic means or by any combination of in-person attendance and by one (1) or more telephonic or electronic means.
- (2) A meeting of the Directors held by telephonic or electronic means must enable all persons attending the meeting to communicate with each other simultaneously and instantaneously.
- (3) A person who, through telephonic or electronic means, attends a meeting of the Directors is deemed to be present in person at the meeting.

## 6.8 Voting

- (1) The method of voting at a meeting of the Directors shall be determined by the chair of the meeting.
- (2) Each Director shall have one (1) vote on each question raised at a meeting of the Directors and all questions shall be decided by a majority of the votes cast.
- (3) Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) The Chair shall not have a casting or second vote. If a vote results in a tie, the motion does not pass.

## 6.9 Written Resolution

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors is as valid as if it had been passed at a meeting of the Directors.

## 6.10 Adjournment

A meeting of Directors may be adjourned at any time. Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment:

- a. the time of the continued meeting;
- b. if applicable, the place of the continued meeting; and
- c. if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

## 6.11 Meeting Attendance

- (1) The Executive Director shall have the right to attend meetings of the Board, save and except with respect to those meetings, or parts of meetings, held in-camera.
- (2) Any guest may be invited to a Board meeting by the Chair or by a resolution of a majority of the Board.

# 7 Members

## 7.1 Membership Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation comprised of those individuals who are interested in furthering the Corporation's objects and are admitted by the Board of Directors.

## 7.2 Members' Rights

Each Member is entitled to receive notice of, attend, and vote at all Members' meetings and each Member shall be entitled to one (1) vote on each question raised at such meetings.

## 7.3 Transfer of Membership

Membership in the Corporation is not transferable.

## 7.4 Discipline of Members

- (1) The Board has authority to pass a resolution authorizing the disciplinary action or termination of a Member.
- (2) The Board shall give a Member who is subject to disciplinary action at least fifteen (15) days notice of disciplinary action or termination, including reasons for such disciplinary action or termination, and shall provide the Member with the opportunity to make a submission in writing to the Board, which shall be delivered to the Chair or such other Officer designated by the Board, up to five (5) days before the end of the 15-day notice period. The Board shall consider any submission of the Member before making a final decision with respect to disciplinary action or termination.

## 7.5 Membership Term

The membership term shall be one (1) year.

## 7.6 Membership Dues

Any fees or dues payable by the Members shall be set by the Board from time to time.

## 7.7 Termination of Membership

Membership in the Corporation is automatically terminated when:

- a. the Member dies or resigns in writing;
- b. the Member's term of membership expires;
- c. the Member is terminated in accordance with section 7.4;
- d. the Member fails to pay membership dues in accordance with section 7.6; or
- e. the Corporation is liquidated or dissolved under the Act.

# 8 Members' Meetings

## 8.1 Meeting Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Members' meeting procedure in all cases in which they are applicable and not inconsistent with these Bylaws and any rules of order the Corporation may adopt.

## 8.2 Annual Meetings

- (1) The Board shall set the date and place of the annual meeting, which shall be held within 6 (six) months of the financial year end of the Corporation.
- (2) The annual meeting shall take place within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting agree that the meeting shall be held outside Ontario.
- (3) The business of the annual meeting shall include:
  - a. approval of the agenda for the annual meeting;
  - b. review of the minutes of the previous annual meeting and any special meetings, if applicable;
  - c. consideration of the financial statements for the previous year;
  - d. consideration of the auditor's report or review engagement report, if any;
  - e. reappointment of the auditor or appointment of a new auditor or person to conduct a review engagement, if any;

- f. fixing or authorizing the Board to fix the remuneration of the auditor or person to conduct a review engagement, if any;
- g. election of the Directors; and
- h. any other business that was included in the notice of the meeting.

### 8.3 Special Meetings

(1) Special meetings may be convened by order of:

- a. the Board; or
- b. upon the written requisition of not less than ten percent (10%) of the Members.

(2) Special meetings shall take place within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting agree that the meeting shall be held outside Ontario.

### 8.4 Notice of Members' Meetings

Notice of an annual meeting or special meeting shall be given to:

- a. each Member entitled to vote at the meeting;
- b. each Director; and
- c. the auditor or person appointed to conduct the review engagement,

not less than ten (10) and not more than fifty (50) days prior to the meeting.

### 8.5 Content of Notice

- (1) Notice of any meeting must include the time and place, if any, of the meeting and sufficient information to permit the Members to form a reasoned judgement on the decision(s) to be taken and state the text of any special resolution to be submitted to the meeting. Notwithstanding the foregoing, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one (1) or more telephonic or electronic means.
- (2) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### 8.6 Record Date

- (1) The Board may fix a record date for each meeting of the Members to determine which Members are entitled to receive notice of a meeting and are entitled to vote at the meeting.

- (2) A record date for notice of a meeting must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held.
- (3) If no record date is fixed, then the record date shall be at the close of business on the day immediately before the day on which notice is given, or if no notice is given, the day on which the meeting is held.

## 8.7 Meeting Attendance

- (1) The only persons entitled to attend a Members' meeting are:
  - a. the Members;
  - b. the Directors; and
  - c. the auditor or the person appointed to conduct a review engagement.
- (2) Notwithstanding subsection 8.7(1), any other person may be admitted only if the chair of the meeting invites them or the Members present at the meeting consent to the presence of such individual by Ordinary Resolution.

## 8.8 Quorum for Members' Meetings

- (1) A quorum for the transaction of business at a meeting of the Members is twenty (20) Members entitled to vote at the meeting, whether present in person or by proxy.
- (2) If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (3) If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

## 8.9 Chair of Members' Meetings

In the Chair's absence, the Members present at any meeting of the Members shall choose another Director as chair of the meeting. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

## 8.10 Voting by Members

- (1) Business arising at any meeting of the Members will be decided by Ordinary Resolution unless otherwise required by the Act or the Bylaws.
- (2) Each Member will be entitled to one (1) vote on each question raised at any meeting of the Members.
- (3) Votes will be taken by a show of hands among all voting Members present, whether present in person or present by telephonic or electronic means, unless a ballot is required by the Act or demanded by a Member or proxyholder entitled to vote.



- (4) The chair shall not have a casting vote. If a vote results in a tie, the motion does not pass.
- (5) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### 8.11 Proxies

- (1) Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one (1) or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- (2) A proxyholder need not be a Member of the Corporation.
- (3) A proxy shall be executed by the Member entitled to vote or the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (4) A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (5) Every proxy must be in a form that complies with the regulations under the Act.
- (6) The Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.

### 8.12 Meetings by Telephonic or Electronic Means

- (1) A meeting of the Members may be held entirely by one (1) or more telephonic or electronic means or by any combination of in-person attendance and by one (1) or more telephonic or electronic means provided that all persons entitled to attend the meeting are able to reasonably participate.
- (2) A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present in person at the meeting.

### 8.13 Written Resolution

A resolution, signed by all the Members entitled to vote on that resolution at a meeting of the Members, is as valid as if it had been passed at a meeting of Members except with respect to the following matters:

- a. where a Director gives a statement giving reasons for resigning or for opposing his/her/their removal as a Director if a meeting is called for the purpose of removing him/her/them; and
- b. where an auditor gives a statement giving reasons for resigning or for opposing the auditor's removal if a meeting of the Members is called for the purpose of removing the auditor.

## 9 Committees

### 9.1 Committees

- (1) The Board shall appoint an Executive Committee, members of which shall be the Officers of the Corporation who are not employees.
- (2) The Board shall appoint a Management Committee, which shall consist of Members of the Corporation.
- (3) The Board may appoint such other committees of the Board or committees of the Corporation for such purposes as the Board may determine from time to time by resolution.
- (4) The Board shall prescribe terms of reference for any committee established under this section.
- (5) The Board may by resolution dissolve any committee established under this section at any time.
- (6) Directors shall chair all committees of the Board.
- (7) A quorum for any meeting of any committee shall be a majority of the voting members of the committee.
- (8) Minutes shall be kept for all meetings of any committee.

### 9.2 Attendees at Meetings of Committees

- (1) Unless otherwise determined by the Board, only members of a committee or subcommittee of the Board, the Chair and the Secretary, may attend meetings of such committees or subcommittees.
- (2) A member of a committee or subcommittee is required to attend at least seventy-five per cent (75%) of the meetings annually and may be removed by the Board for failing to do so.

### 9.3 Committee Meetings

Unless otherwise ordered by the Board, each committee shall have the power to regulate its procedure, including notice of meetings to its members, maintaining records of its meetings and reporting to the Board.

### 9.4 Authority of Committees

No committee or subcommittee has the authority to:

- a. submit to the Members any question or matter requiring the approval of the Members;
- b. fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- c. appoint additional Directors;
- d. issue debt obligations except as authorized by the Directors;

- e. approve any financial statements;
- f. adopt, amend or repeal a Bylaw; or
- g. establish contributions to be made, or dues to be paid, by Members.

## 10 Finances and Signing Authority

### 10.1 Financial Year End

The financial year of the Corporation ends on the last day of August in each year.

### 10.2 Signing Authority

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) Directors, or any one (1) Officer together with one (1) Director. The Board may from time to time appoint any Officer or any person on behalf of the Corporation, to either sign documents generally or sign specific documents.

## 11 Auditor

### 11.1 Appointment of Auditor or Person Appointed to Conduct a Review Engagement

Subject to the Act, at each annual meeting, the Members shall by Ordinary Resolution appoint an auditor or person to conduct a review engagement to hold office until the close of the next annual meeting, or subject to the Act, pass an Extraordinary Resolution to: (1) have a review engagement instead of an audit; or (2) to not appoint an auditor and to not have an audit or a review engagement.

### 11.2 Removal of Auditor or Person Appointed to Conduct a Review Engagement

Subject to the Act, the Members may remove an auditor or person appointed to conduct a review engagement from their position by Ordinary Resolution.

### 11.3 Remuneration of Auditor or Person Appointed to Conduct a Review Engagement

The remuneration of the auditor or person appointed to conduct a review engagement shall be approved by the Directors.

## 12 Board Policies

### 12.1 Board Policies

The Board may make policies regarding any matter not inconsistent with the Act and the Bylaws.

## 13 Notice

### 13.1 Method of Notice

A notice given under this Bylaw may be given by telephone, email, other electronic means, or as otherwise determined by the Board to:

- a. a Member at the Member's latest address as shown in the records of the Corporation;
- b. a Director at the Director's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and
- c. the auditor or person appointed to conduct a review engagement at his/her/their latest address as shown in the records of the Corporation.

### 13.2 Date of Notice

A notice given under this Bylaw is deemed to have been given to its recipient:

- a. on the day it was e-mailed or otherwise electronically transmitted to the recipient; or
- b. on the day it was delivered personally to the recipient.

### 13.3 Waiver of Notice

Notice may be waived at any time with the consent in writing of the person entitled to the notice.

### 13.4 Error or Omission in Notice

No error or accidental omission in giving notice of any Board meeting or any meeting of the Members will invalidate the meeting or make void anything that occurs at the meeting.

## 14 Borrowing

### 14.1 Borrowing Powers

The Directors of the Corporation may, without authorization of the Members:

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

## 15 Expenditures

### 15.1 Board Approval of Expenditures

The Board shall approve expenditures of the Corporation in accordance with the financial policies of the Corporation, as amended from time to time.

## 16 Adoption and Amendment of Bylaws

### 16.1 Amendment of Bylaw

- (1) The Members may from time to time amend this Bylaw in accordance with the Act.
- (2) The Board may from time to time amend this Bylaw in accordance with the Act.
- (3) If the Members amend the Articles by Special Resolution, this Bylaw shall be deemed to be amended as necessary to conform to the Articles.

### 16.2 Prior Bylaws


All other Bylaws of the Corporation are repealed as of the coming into force of this Bylaw. The repeal shall not affect the previous operation of such Bylaw 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 such Bylaw 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 such repealed Bylaw shall continue to be good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

ENACTED by the Directors as a Bylaw of the Corporation on December 5, 2024.

CONFIRMED by the Members as a Bylaw of the Corporation on February 1, 2025.

A handwritten signature in black ink, appearing to read "Gardner".

Chair of the Board

A handwritten signature in black ink, appearing to read "Clayton Ellis".

Director