THE OSHAWA KICKS SOCCER CLUB
(the "**Club**")
BY-LAW NO. 1

March 27, 2025

BE IT ENACTED as a by-law of the Club, which will repeal and replace all existing by-laws as of the Effective Date, as follows:

ARTICLE 1. INTERPRETATION

1.1 Definitions – In this By-Law No. 1 and all other by-laws and resolutions of the Club, unless the context otherwise requires:

"**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario), SO 2010, c15 and its regulations, and any statute or regulations that may be substituted thereto, as amended from time to time;

"**Annual Meeting of Members**" means a meeting of the Members convened in accordance with Section 4.2 and the Act;

"**Articles**" means the articles of incorporation, restated articles, amendment, amalgamation, arrangement, continuance, dissolution, reorganization, revival, letters patent, supplementary letters patent or a Special Act of the Club, or any other similar documents;

"**Board**" means the board of directors of the Club;

"**By-Laws**" means this By-Law No. 1 and all other by-laws of the Club as amended and which are in force and effect at a given time;

"**Chair**" means the individual appointed to this Officer position in accordance with Article 7;

"**Director**" means a member of the Board appointed or elected in accordance with Article 5;

"**Diversity**" encompasses acceptance and respect. It means understanding that each individual is unique. It means moving beyond simple tolerance and fully embracing the rich dimension of diversity contained within each individual. The Club values and recognizes the beneficial role that difference makes possible. These differences include, but are not limited to, dimensions of race, ethnicity, gender, sexual orientation, socio-economic status, age, physical ability, religious beliefs;

"**DRSA**" means the Durham Region Soccer Association;

"**Effective Dat**e" means the date that the Articles of Amendment of the Club filed to comply with the Act in conjunction with the passage of this By-Law No. 1 are processed by the Ontario Ministry of Public and Business Service Delivery;

"**Event of Default**" means any of the following events:

(a) the absence by a Director from three (3) consecutive Board meetings;

(b) violation by a Director of any provision of the Articles, By-Laws, or Policies and Procedures, as determined by the Board in its sole and absolute discretion;

(c) the carrying out, by a Director, of any conduct, whether in a public capacity (as a Member, Director, or Officer) or in a private capacity (for example, on social media), which may be detrimental to the Club, as determined by the Board in its sole and absolute discretion;

(d) the conviction of a Director for a criminal, civil, or regulatory offence; or

(e) the occurrence of any other event that the Board, in its sole and absolute discretion, considers to be reasonable justification for the removal of the Director from office, having regard to the purpose, mission, vision, and values of the Club;

"**Executive Director**" means the individual hired in accordance with Section 7.6;

"**Meeting of Members**" means either or both an Annual Meeting of Members or a Special Meeting of Members;

"**Member**" means a member of the Club as per the terms of Article 3 and the Articles;

"**Officer**" means an officer of the Club appointed by the Board pursuant to Article 7; this definition is not intended to include any employee of the Club who falls within the definition of "Officer" under the Act or any other statute or regulation;

"**Ordinary Resolution**" means a resolution that is:

(a) is submitted to a Meeting of Members and passed at the Meeting of Members, with or without amendment, by at least a majority of the votes cast; or

(b) is consented to in writing by each Member entitled to vote at a Meeting of Members of the Club;

"**OSA**" means the Ontario Soccer Association;

"**Policies and Procedures**" means such policies, rules, and regulations relating to the governance, management, and operations of the Club that are approved by the Board, in its sole discretion, from time to time, and that are automatically binding on the Club, the Members, the Directors, and the Officers. The Policies and Procedures shall include any rules and regulations of OSA and/or DRSA. Policies and Procedures may address: ends (i.e., the mission statement, operating philosophy, focus statements, and policy statements of the Club), executive limitations (i.e., the constraints on executive authority, being the prudent and ethical boundaries within which all executive activity and decisions must take place), governance process (i.e., how the Board conceives, carried out, and monitors its own role), and delegated authority (i.e., the Executive Director's role, authority, and accountability, including how and what power is delegated to the Executive Director to achieve the ends and how proper use of delegated authority is monitored by the Board);

"**Proposal**" means a proposal submitted by a Member that meets the requirements of Section 56 of the Act;

"**Record Date**" means the date and time, which shall be at least thirty (30) days prior to the relevant Meeting of Members, chosen by resolution of the Board. Any Member who is not a Member as of the Record Date shall not be entitled to receive notice of, or to vote at, the relevant Meeting of Members;

"Registered Office" means the registered address of the Club as set out in its Articles or in the most recent notice filed under the *Corporations Information Act* (Ontario), RSO 1990, c C.39 and its regulations, and any statute or regulations that may be substituted thereto, as amended from time to time;

"**Secretary**" means the individual appointed to this Officer position in accordance with Article 7;

"**Special Business**" has the meaning ascribed to that term in Section 4.2;

"**Special Meeting of Members**" means a meeting of the Members convened in accordance with Section 4.4 and the Act; and

"**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 of Members, with or without amendment, by at least two-thirds (2/3rds) of the votes cast; or

(b) consented to in writing by each Member entitled to vote at a Meeting of Members of the Club.

1.2 Interpretation – In the interpretation of this By-Law No. 1, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined in this By-Law No. 1, words, terms, and expressions appearing in this By-Law No. 1 shall have the meaning ascribed to them under the Act;

(b) words importing the singular number only shall include the plural and vice-versa;

(c) words importing one (1) gender only shall include all genders;

(d) the word "person" shall mean an individual, body corporate, a partnership, a trust, a joint venture, or an unincorporated association or organization;

(e) the headings used in this By-Law No. 1 are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law No. 1 or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions; and

(f) except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communication and references to "address" or similar terms shall include e-mail address. It is the intent of the Club to use electronic communication whenever possible.

ARTICLE 2. GENERAL

2.1 **Registered Office** – The Registered Office shall be situated in the City of Oshawa, Ontario or at such other place within Ontario as otherwise set by the Board or the Members in accordance with the Act.

2.2 **Corporate Seal** – The Club may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location as approved by the Board.

2.3 **Fiscal Year** – The fiscal year of the Club shall end on the last day of September of each year or as changed by resolution of the Board.

2.4 **Execution of Documents** –

(a) Deeds, contracts, and other written documents ("**Documents**") to be executed on behalf of the Club shall be executed by one (1) Officer and the Executive Director.

(b) In addition to the standard signing requirements set out in Section 2.4(a), the Board may, by resolution, direct the manner in which, and the person or persons by whom, Documents generally and/or a particular Document or type of Document shall be executed.

(c) Documents may be executed and delivered by hand or by electronic or telephonic transmission, and in counterparts, and such documents, when duly executed and delivered by all persons required, shall be deemed to constitute one (1) document. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 **Spokesperson.** Unless determined otherwise by policy of the Board, only the Chair, the Executive Director, or an individual appointed by resolution of the Board shall make statements or convey positions or opinions to the media or the public on behalf of the Club.

2.6 **Banking** – The banking business of the Club shall be transacted at such bank, trust company, or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Club and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

2.7 **Invalidity of any Provisions of this By-Law No. 1** – The invalidity or unenforceability of any provision of this By-Law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-Law No. 1.

2.8 **Decision Making Threshold** – A resolution presented to the Board at a Board meeting shall be passed by a majority of votes cast on that resolution. A resolution presented to the Members at a Meeting of Members shall be passed by either an Ordinary Resolution, a Special Resolution, or an Extraordinary Resolution, depending on the language set out herein, in the Articles, or in the Act.

2.9 **Dissolution –** Upon the dissolution of the Club, any property or funds shall be used to first settle all liabilities of the Club, and then any remaining property or funds shall be distributed as determined by the Board in accordance with applicable law.

2.10 **Affiliations** – The Club shall be a member of, and shall following the published rules of, DRSA and the OSA, in declining order of authority of the following bodies: OSA, then DRSA, then the Club.

ARTICLE 3. MEMBERS

3.1 **Member Classes and Rights** –

(a) Subject to the Articles, there shall be one (1) class of Members.

(b) Only an individual who is a Director shall be eligible to be a Member. An individual shall automatically become a Member as of the date of election or appointment of such individual as a Director, without the need for any additional action to be taken, and shall remain as a Member until one (1) of the events set out in Section 3.2 occurs.

(c) Each Member shall have the right to receive notice of, attend, and vote at each Meeting of Members. Each Member shall have one (1) vote.

3.2 **Transferability and Termination of Membership** –

(a) A Member's membership cannot be transferred.

(b) A Member's membership shall terminate for any of the following reasons:

(i) the Member dies;

(ii) the Members resigns in accordance with Section 3.3 below;

(iii) the Member's membership is terminated in accordance with Section 3.4 below;

(iv) the Member ceases to be a Director; or

(v) the Club is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon the cessation of a Member's membership, the rights of the Member, including any rights in the property of the Club, automatically cease to exist and any and all positions of the Member as a Director or Officer automatically terminate. No membership dues will be returned to a previous Member upon cessation of the Member's membership. Cessation of a Member's membership will not relieve the Member from the payment of any obligation due to the Club at the time of cessation.

3.3 **Resignation** – Any Member may resign as a Member by delivering a written resignation to the Chair, in which case such resignation shall be effective from the date specified in the resignation, or if no date is specified, as of the date of delivery of the resignation. Any resignation by an

individual as a Member shall be deemed to also be a resignation by such individual as a Director and Officer, if applicable.

3.4 Discipline of Members–

(a) Any disciplinary action or termination of a Member's membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one (1) or more of the following grounds:

(i) violating any provision of the Articles, By-Laws, or Policies and Procedures, as determined by the Board in its sole and absolute discretion;

(ii) carrying out any conduct, whether in an official capacity (e.g. at a Meeting of Members) or in a private capacity (e.g. on social media) which may be detrimental to the Club as determined by the Board in its sole and absolute discretion; or

(iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose, mission, vision, and values of the Club.

(b) In the event that the Board determines by resolution to propose that a Member's membership should be suspended or that a Member should be expelled, the following process shall apply:

(i) The Chair or such other Officer as the Board may determine shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion.

(ii) The Member may make written submissions in response to the notice to the Chair or such other Officer providing the notice within such fifteen (15) day period.

(iii) If no written submissions are received in accordance with this Section 3.4 within such fifteen (15) day period, the Chair or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect.

(iv) If written submissions are so received, the Chair or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to 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 the Board meeting.

(v) The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

ARTICLE 4. MEETINGS OF MEMBERS

4.1 Place of Meetings – In-person Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree,

outside Ontario. Meetings of Members may also be held entirely, or in part, by telephonic or electronic means in accordance with Section 4.10(a) below.

4.2 Annual Meetings – The Board shall call an Annual Meeting of Members not later than fifteen (15) months after the last preceding Annual Meeting of Members and not later than six (6) months after the end of the previous fiscal year. An Annual Meeting of Members shall be held for the purpose of:

(a) consideration of the financial statements that had been approved by the Board of Directors and evidenced by the signature of one (1) or more Directors;

(b) consideration of the audit report;

(d) election of Directors, if necessary; and

(e) reappointment of the incumbent auditor.

Any other business to be transacted at a Meeting of Members, such as the appointment of a new auditor, the presentation of a report of the Board, the approval of by-law amendments, and the presentation of such other information or reports relating to the Club's affairs as the Board may determine, shall be deemed to be "Special Business". Special Business may be transacted at an Annual Meeting of Members, along with the items (a) – (d) listed above so long as the appropriate notice, as set out in Section 4.5 below, is provided.

4.3 Proposals at Annual Meeting –

(a) If a Member who is entitled to vote at an upcoming Annual Meeting of Members wishes to discuss, and potentially vote on, a specific matter at the Annual Meeting of Members, the Member may submit a Proposal to the Club in accordance with the Act.

(b) Any matter to be voted on pursuant to a Proposal must be a matter that the Members already have the right, under the Act or the By-Laws, to vote on; in other words, a Proposal cannot give the Members the right to vote on a matter that they don't otherwise already have the right to vote on.

(c) The Club must include the Proposal in the notice of the relevant Annual Meeting of Members unless:

i. the Proposal is not submitted to the Club at least sixty (60) days before the date of the Annual Meeting of Members;

ii. it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Club or its Directors, Officers, Members, or debt obligation holders;

iii. it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Club;

iv. not more than two (2) years before the receipt of the Proposal, the Member failed to present in person or by proxy, if authorized by the By-Laws, at an

Annual Meeting of Members, a Proposal that had been included in a notice of an Annual Meeting of Members at the Member's request;

v. substantially the same Proposal was submitted to Members in a notice of an Annual Meeting of Members held not more than two (2) years before the receipt of the Proposal and the Proposal was defeated; or

vi. the rights of Members conferred by the Act relating to Proposals are being abused to secure publicity.

If the Club refuses to include a Proposal in a notice of an Annual Meeting of Members, it shall within ten (10) days after the day on which it receives the Proposal, notify the Member who submitted the Proposal of the Club's intention to omit it from the notice of the Annual Meeting of Members and of the Club's reasons for the refusal.

(d) If the Club decides to include a Proposal in a notice of an Annual Meeting of Members, the Club must also, upon the request of the Member who submitted the Proposal, include in the notice of the Annual Meeting of Members a statement in support of the Proposal written by the Member and the name and address of the Member. The statement and the Proposal must not together exceed five hundred (500) words and characters.

(e) The Member who submitted the Proposal must pay the cost incurred by the Club to include the Proposal and supporting statement (if any) in the notice of the Annual Meeting of Members, unless an Ordinary Resolution of the Members present at the Annual Meeting of Members exempts the Member from covering the cost.

4.4 **Special Meetings** – The Board may at any time call a Special Meeting of Members for the transaction of any business that may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a Special Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

4.5 **Notice of Meetings** – Notice of the time and, unless the Meeting of Members is being held entirely by one (1) or more telephonic or electronic means, place of a Meeting of Members, shall be sent to the following:

(a) to each Member as of the Record Date;

(b) to each Director; and

(c) to the auditor.

A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article 10 of this By-Law No. 1. Notice of a Meeting of Members at which Special Business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or any By-Laws to be submitted to the Meeting of Members. If a person may attend a Meeting of Members by

telephonic or electronic means, the notice of the Meeting of Members must include instructions for attending and participating in the Meeting of Members by such telephonic or electronic means, including instructions for voting by such means at the Meeting of Members.

4.6 **Waiving Notice** – A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members by sending a written waiver to the Secretary, and attendance of any such person at a Meeting of Members is a waiver of notice of the Meeting of Members, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

4.7 **Persons Entitled to be Present** – The only persons entitled to be present at a Meeting of Members shall be the Members entitled to vote at the Meeting, the Directors, and the auditor of the Club. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with the consent of the Members by Ordinary Resolution.

4.8 **Chair and Secretary of the Meeting** –

(a) In the event that the Chair and the Vice-Chair are absent or unable to chair a Meeting of Members, the Members who are present and entitled to vote shall choose another Officer or, failing the availability or interest of any remaining Officer, another Member to chair the Meeting of Members.

(b) If the Secretary is absent from a Meeting of Members, the chair of the Meeting of Members shall appoint an individual, who need not be a Member, to act as secretary of the Meeting of Members.

(c) If necessary, one (1) or more scrutineers, who need not be Members, may be appointed by Ordinary Resolution or by the chair of the Meeting of Members.

4.9 **Quorum** –

(a) A quorum at any Meeting of Members shall be a majority of the Members as of the date of the Meeting of Members. A quorum must be maintained throughout the Meeting of Members. In the absence of a quorum, any business transacted, including, without limitation, any decisions taken (except a decision to adjourn) will be null and void.

(b) For the purpose of determining quorum at a Meeting of Members, a Member may be present in person or, if permitted by the Board, by telephonic or electronic means.

(c) If, within one (1) hour after the time appointed for a Meeting of Members, a quorum is not present, the Meeting of Members shall stand adjourned and the provisions of Section 4.11 shall apply.

4.10 **Telephonic/Electronic Meetings and Participation –**

(a) A Meeting of Members may, as determined by the Board, be held (i) entirely by in-person attendance; or (ii) entirely by one (1) or more telephonic or electronic means; or (iii) by

any combination of in-person attendance and by one (1) or more telephonic or electronic means.

(b) In addition, any person entitled to attend a Meeting of Members may, as determined by the Board, participate at the Meeting of Members in person or by using telephonic or electronic means. A person voting or attending a Meeting of Members through telephonic or electronic means, if permitted by the Board for such Meeting of Members, is deemed to be present at the Meeting of Members.

(c) The telephonic or electronic means utilized in Section 4.10(a) or (b) must enable all persons entitled to attend the Meeting of Members to reasonably participate.

4.11 Adjournment –

(a) The chair of the Meeting of Members may, with the consent of the Members by Ordinary Resolution, adjourn (postpone) the meeting to a fixed time and place.

(b) If an adjourned Meeting of Members is to be held within thirty (30) days of the original Meeting of Members, notice of an adjourned Meeting of Members will not be required. The following information must be announced at the time of the adjournment: (i) the time of the adjourned Meeting of Members; (ii) the place of the adjourned Meeting of Members, unless it is going to be held entirely by one (1) or more telephonic or electronic means; and (iii) if applicable, instructions for attending and participating in the continued Meeting of Members by the telephonic or electronic means that will be made available for the Meeting of Members, including, if applicable, instructions for voting by such means at the Meeting of Members.

(c) If the adjourned Meeting of Members is to be held more than thirty (30) days after the date of the original Meeting of Members, notice of the adjourned Meeting of Members will be required.

(d) Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Absentee Voting – A Member shall be entitled to vote at a Meeting of Members in person or by telephonic or electronic means. A Member shall not be entitled to cast a vote prior to a Meeting of Members or to send a proxyholder to vote in such Member's stead at a Meeting of Members. If a Member cannot attend a Meeting of Members in person or by telephonic or electronic means, such Member forfeits the right to vote at such Meeting of Members.

4.13 Votes to Govern –

(a) All questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members at a Meeting of Members, unless required otherwise by the Act or the By-Laws.

(b) Every Member, including the chair of a Meeting of Members (as a Member), shall have one (1) vote.

(c) A tied vote shall be deemed to have failed. An abstention shall not be considered to be a vote cast.

4.14 Voting Mechanisms – A ballot can be demanded by a Member in accordance with Section 4.15. If a ballot is not demanded, voting at a Meeting of Members shall be by show of hands or by oral declaration or by electronic means (if such electronic means are made available at the discretion of the Board). If the chair of a Meeting of Members declares that a motion has been passed or defeated, and the minutes of such Meeting of Members reflect such results, no proof of the number or proportion of the votes recorded in favour of or against the motion needs to be recorded.

4.15 Ballots – For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the Meeting of Members directs and the decision of the Members on the question shall be determined by the result of such ballot. Once a Meeting of Members has been closed, a ballot cannot be demanded.

4.16 Meeting Minutes and Resolutions in Writing –

(a) Minutes of each Meeting of Members shall be kept in the corporate records of the Club and may be accessed by the Members, the Board, and staff of the Club as appropriate. Any additional access shall only be with the pre-approval of the Board.

(b) 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 Members. A copy of every resolution referred to above shall be kept with the minutes of Meetings of Members. While a resolution in writing can be distributed by e-mail, the signature of every Member is required in order for a resolution in writing to be valid.

4.17 Annual Financial Statements – The Club shall, not less than five (5) business days before each Annual Meeting of Members, give a copy of the financial statements approved by the Board and the report of the auditor to all Members who had informed the Club that they wish to receive a copy of those documents.

4.18 Conduct of Meetings – If a procedural matter arises during a Meeting of Members that is not addressed by the Act, the By-Laws, or the Policies and Procedures, the matter shall be handled in accordance with the procedures contained in the then most current edition of Roberts Rules of Order available in Canada, provided that the failure to follow such procedures shall not: (a) affect the validity of any resolution passed, or any other decision, action or step taken at any such meeting; nor (b) give rise to any right or claim against or in favour of any person.

ARTICLE 5. DIRECTORS

5.1 Board of Directors –

(a) The affairs of the Club shall be managed or supervised by a Board of Directors through the implementation, monitoring of adherence to, and enforcement of the Policies and

Procedures, and by resolution, all in accordance with the Articles, the By-Laws, the Act, and applicable law.

(b) The Articles shall provide for a minimum of four (4) and a maximum of fifteen (15) Directors.

(c) The Board of Directors will consist of the specific number of Directors, within the range set out in Section 5.1(b) above, determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by a resolution of the Directors.

5.2 Qualifications – The Club welcomes Diversity on the Board. The following persons are disqualified from becoming, or remaining as, a Director:

(a) anyone who is not an individual (i.e. a human being);

(b) anyone who is under eighteen (18) years of age;

(c) anyone who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(d) anyone who has been found to be incapable by any court in Canada or elsewhere;

(e) anyone who has the status of bankrupt; and

(f) anyone who has previously been removed as a Member pursuant to Section 3.4 or as a Director pursuant to Section 5.6.

5.3 Election and Term –

(a) There are three (3) ways in which an individual may become a Director under the Act:

(i) by election by an Ordinary Resolution of the Members at an Annual Meeting of Members in accordance with Section 5.3(c);

(ii) by appointment by the Board (s. 5.3(h)) for a limited term and in limited circumstances; or

(iii) by appointment by the Members (s. 5.6(c)) or the Board (s. 5.7) to fill a vacancy.

(b) The individuals up for election at an Annual Meeting of Members must be nominated, vetted, and presented to the Members as part of a slate of candidates in accordance with any nominations policy approved by the Board. No nominations can be made during a Meeting of Members.

(c) Each Director elected at an Annual Meeting of Members shall be elected for a term that will expire at the second (2nd) Annual Meeting of Members held after the election, unless the Members decide at the time of election by Ordinary Resolution to make an exception to this standard term length.

(d) A Director who is not elected for an expressly stated term shall cease to hold office at the close of the next Annual Meeting of Members. If the Club fails to hold an Annual Meeting of Members or fails at an Annual Meeting of Members to elect Directors, the incumbent Directors shall continue in office until their successors are elected.

(e) Unless an exception is agreed to by an Ordinary Resolution of the Members, no individual may serve for more than four (4) consecutive terms (for approximately eight (8) consecutive years) as a Director; provided, however, that:

(i) An individual who was originally appointed as a Director under Section 5.6 or Section 5.7 to fill a vacancy will not have the time served as the replacement Director count towards the maximum number of consecutive years that an individual may serve as a Director before being required to retire.

(ii) An individual who was originally appointed as a Director under Section 5.3(h) below will not have the time served between the date of appointment and the following Annual Meeting of Members count towards the maximum number of consecutive years that an individual may serve as a Director before being required to retire.

(f) An individual who has served for the maximum number of consecutive years as a Director shall be eligible for re-election as a Director after the passage of twelve (12) months following retirement as a Director.

(g) A Director must consent in writing to hold office before or within ten (10) days of the election or appointment, unless such Director has been re-elected or re-appointed with no break in term of office.

(h) The Board has the authority, under the Act, to fill a new position on the Board in between Annual Meetings of Members if two (2) factors are met: First, the current number of Directors must be less than the maximum number of Directors available in the range of Directors set out in the Articles. Second, at least three (3) Directors must have been elected at the previous Annual Meeting of Members. If these factors are met, the Board has the authority to appoint up to one-third (1/3rd) of the total number of Directors elected by the Members at the previous Annual Meeting of Members.

5.4 Automatic Vacation of Office – The office of a Director shall automatically be vacated if the Director:

(a) dies;

(b) resigns in accordance with Section 5.5;

(c) is removed by the Members in accordance with Section 5.6; or

(d) becomes disqualified to serve as a Director by failing to meet all of the qualifications set out in Section 5.2.

At the Board meeting held after the occurrence of one (1) of the above-listed events, the Board shall acknowledge the event and shall, other than in the case of a death, send written notice to the Director in question confirming the effective date on which the individual ceased to be a Director.

5.5 **Resignation** – A Director may resign from office by giving a written resignation to the Secretary (or the Chair, if the individual resigning is also the Secretary), in which case such resignation shall be effective at the time the resignation is received, or at the time specified in the resignation, whichever is later.

5.6 **Removal** –

(a) The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term, for any reason.

(b) Upon the occurrence of an Event of Default, the Director in question shall be notified by the Chair and given the opportunity to resign. If the Director in question refuses to resign, the Board shall call a Special Meeting of the Members. On the agenda of such Special Meeting of Members shall be the removal of the Director in question due to the Event of Default.

(c) The Members may, at the Meeting of Members at which they removed an individual as a Director, elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed with a qualified individual who is approved in accordance with any nominations policy of the Board; if no election occurs, such vacancy may be filled by the Board in accordance with Section 5.7.

5.7 **Vacancies** – Subject to Section 5.6, a vacancy on the Board may be filled by the Board with a qualified individual approved in accordance with any nominations policy of the Board, for the remainder of the term of the vacating Director.

5.8 **Remuneration and Expenses** – The Directors and Officers may not receive remuneration for their duties as such. Any Director or Officer may receive reimbursement for their expenses incurred on behalf of the Club. Unless otherwise prohibited by the Club or the Articles, a Director and Officer may be compensated for services provided to the Club other than as a Director or Officer.

5.9 **Borrowing Powers** – The Directors may, without further authorization of the Members, approve the following actions of the Club:

(a) the borrowing by the Club of money;

(b) the issuance, reissuance, sale, or pledge by the Club of debt obligations;

(c) the provision by the Club of a guarantee to secure performance of an obligation of any person; and

(d) the mortgage of, pledge of, or creation of a security interest in the assets of the Club to secure any debt obligation of the Club.

The Board may, by resolution, delegate the powers referred to in this Section 5.9 to a Director, a committee of Directors, or an Officer.

5.10 **Voting Shares and Securities** – If the Club owns shares or other securities with voting rights in other Clubs, the Board shall have the right to determine how the Club will vote as the shareholder of such Clubs. The Officers may, from time to time, execute and deliver, on behalf of the Club, proxies, in accordance with instructions provided by the Board. All shares and securities owned by the Club shall be lodged, in the name of the Club, with a chartered bank or trust company, or in a safe-deposit box or, if so authorized by the Board, in another manner and location.

ARTICLE 6. MEETINGS OF DIRECTORS

6.1 **Place of Meetings** – Meetings of the Board may be held in person at the Registered Office of the Club or at any other place within or outside of Canada as the Board may determine or may be held entirely by telephonic or electronic means.

6.2 **Calling of Meetings** –Meetings of the Board may be called by resolution of the Board, the Chair, the Vice-Chair, or any two (2) Directors. At least four (4) meetings of the Board shall be held each calendar year, unless determined otherwise by the Board.

6.3 **Notice of Meeting** –

(a) Notice of the time and place for the holding of a Board meeting shall be given in the manner provided in Article 10 of this By-Law No. 1 to every Director not less than ten (10) days before the day when the Board meeting is to be held; provided, however, that less notice shall be acceptable if:

i. the Executive Director, the Chair, or any two (2) Directors determine, in good faith, that a matter must be addressed at a Board meeting urgently (an "**Urgent Matter**") and the Executive Director, the Chair, or the two (2) Directors, as applicable, send a notice to the Board of the Urgent Matter and the need for a Board meeting;

ii. the notice period for the Board meeting where the Urgent Matter shall be discussed is not less than twenty-four (24) hours; and

iii. the Club has not received, prior to the commencement of the Board meeting where the Urgent Matter shall be discussed, a written objection by a Director to the length of the notice period.

(b) Notice of a Board meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the Board meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such Board meeting.

(c) Notice of an adjourned Board meeting is not required if (i) the time and place of the adjourned Board meeting is announced at the original Board meeting are provided; and (ii) instructions for attending and participating in the continued Board meeting by the telephonic or electronic means that will be made available for the Board meeting (including instructions for voting by such means at the Board meeting) are provided.

(d) A notice of a Board meeting need not specify the purpose or the business to be transacted at the Board meeting.

(e) The Board may appoint, by resolution, a day or days in any month or months for regular Board meetings at a place and hour to be named; such resolution shall be provided to the Directors after being passed and no other notice shall be required for any such regular Board meeting.

6.4 Quorum –

(a) A majority of the Directors currently in office constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or in accordance with Section 6.6, by telephonic or electronic means.

(b) If, within one-half (1/2) hour after the time appointed for a Board meeting, a quorum is not present, the Board meeting shall stand adjourned.

(c) A quorum must be maintained throughout any meeting of the Board. In the absence of a quorum, any business transacted, including, without limitation, any decisions taken (except a decision to adjourn) will be null and void.

6.5 Meeting Minutes and Resolutions in Writing –

(a) Minutes of each Board meeting shall be kept in the corporate records of the Club and may be accessed only by the Directors. Any additional access, including but not limited to, by staff, shall only be with the pre-approval of the Board.

(b) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors. While a resolution in writing can be distributed by e-mail, the signature of every Director is required in order for a resolution in writing to be valid.

6.6 Participation at Meeting by Telephonic or Electronic Means –

(a) A Director may participate in a Board or a meeting of a committee of Directors using telephonic or electronic means that enable all persons attending the meeting to communicate with each other simultaneously and instantaneously. A Director participating in a Board meeting or committee meeting by such means shall be deemed for the purposes of the Act to be present at that meeting.

(b) Notice of a Board meeting at which a Director may attend by telephonic or electronic means must include instructions for attending and participating by the telephonic or electronic means, including instructions for voting by such means at the meeting.

6.7 Attendance at Board Meetings - Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be

removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead.

6.8 Chair and Secretary of the Meeting –

(a) In the event that both the Chair and the Vice-Chair are absent or unable to act at a Board meeting, the Directors who are present shall choose one (1) of their number to chair the meeting.

(b) In the event that the Secretary is absent or unable to act at a Board meeting, the Directors who are present at the Board meeting shall choose someone, who need not be a Director, to be the secretary of the meeting.

6.9 Votes to Govern –

(a) At all Board meetings, every question shall be decided by a majority of the votes cast on the question. Only Directors shall be entitled to vote. Each Director (including the chair of a meeting, as a Director) shall have one (1) vote. In case of an equality of votes, the chair of the Board meeting shall have the authority, but not the obligation, to cast a second (2nd) vote to break the tie.

(b) Abstentions are not permitted by the Act (other than in situations of conflicts of interest, which shall be handled in accordance with the Act and any conflict of interest policy approved by the Board). A Director who is present at a Board meeting, but doesn't vote, or is not present at a Board meeting, will be deemed to have consented to any resolution passed or action taken at the meeting unless the Director causes the Director's dissent to be entered into or placed with the minutes of the meeting, or submits the dissent to the Club, within the time period required by the Act.

6.10 Conduct of Meetings – If a procedural matter arises during a Board meeting that is not addressed by the Act, the By-Laws, or the Policies and Procedures, the matter shall be handled in accordance with the procedures contained in the then most current edition of Roberts Rules of Order available in Canada, provided that the failure to follow such procedures shall not: (a) affect the validity of any resolution passed, or any other decision, action or step taken at any such meeting; nor (b) give rise to any right or claim against or in favour of any person.

ARTICLE 7. OFFICERS AND THE EXECUTIVE DIRECTOR

7.1 Appointment –

(a) The Board shall, whenever necessary, appoint Officers at the first Board meeting held after an Annual Meeting of Members. The position of Past Chair shall automatically be filled by the individual retiring as Chair, without the need for any further action to be taken by the Board; an individual who becomes the Past Chair who shall remain as Past Chair until the next Chair retires.

(b) The following Officer positions shall be mandatory: Chair, Vice-Chair, Secretary, Treasurer, and Past Chair. Each of such positions shall be filled by Directors.

(c) The Board shall have the authority to designate other Officer positions and appoint such Officers, specify the duties of all Officers, and delegate powers to any Officer (except such powers that cannot be delegated, as per the terms of the Act). Such additional Officer positions may, but need not be, held by Directors.

(d) An individual may hold two (2) or more positions at the same time (other than the Chair, Vice-Chair, and Past Chair positions).

7.2 Term of Office –

(a) The term of office of any Officer shall be approximately two (2) years, expiring at the second (2nd) Annual Meeting of Members held after the appointment.

(b) An individual may hold the same Officer position for up to two (2) consecutive terms (for approximately four (4) years), before being required to retire from such Officer position for twelve (12) months.

7.3 Responsibilities - The Officers of the Club shall have the following duties and powers associated with their positions:

(a) Chair – The Chair, who must be a Director, shall, when present, preside at all meetings of the Board, of the executive committee (if any), and of the Members. The Chair shall have such other duties and powers as specified by the Board in the Policies and Procedures and/or by resolution.

(b) Vice-Chair – The Vice-Chair, who must be a Director, shall, when present at meetings of the Board, of the executive committee (if any), or of the Members at which the Chair is absent or unable to act, preside at such meetings, and shall have such other duties and powers as specified by the Board in the Policies and Procedures and/or by resolution. If more than one Vice-Chair exists, the Vice-Chairs shall have authority in order of seniority by date and time of appointment.

(c) Secretary – The Secretary, who must be a Director, shall attend and be the secretary of all Board meetings, Board committee meetings, and Meetings of Members, or shall delegate such responsibility and oversee the fulfillment of such responsibility. The Secretary shall enter or cause to be entered in the Club's minute book, minutes of all proceedings at such Board meetings, Board committee meetings, and Meetings of Members. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be, or shall oversee the employee or contractor of the Club appointed to be, the custodian of all books, papers, records, documents and other instruments belonging to the Club. The Secretary shall have such other duties and powers as specified by the Board in the Policies and Procedures and/or by resolution.

(d) Treasurer - The Treasurer, who must be a Director, shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets,

liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

(e) Past Chair and Other Officers - The powers and duties of the Past Chair all other Officers shall be as specified by the Board in the Policies and Procedures and/or by resolution. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

7.4 Vacancy in Office –

(a) An Officer shall hold office until the earlier of:

(i) the Officer's successor being appointed;

(ii) the Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Chair, or at the time specified in the resignation, whichever is later;

(iii) the removal of the Officer by the Board;

(iv) such Officer ceasing to be a Director, if applicable; or

(v) such Officer's death.

(b) If the office of any Officer becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

7.5 Remuneration of Officers – The remuneration of Officers shall be limited in accordance with Section 5.8.

7.6 Executive Director –

(a) The Board shall have the authority to hire, discipline, and remove a Executive Director. The Executive Director shall not be a Director or a member of the Executive Committee. The Board shall determine the terms of employment, remuneration, and duties of the Executive Director.

(b) The Executive Director shall exercise the authority delegated by the Board through the Policies and Procedures and Board resolution over the general management, supervision, and direction of the affairs and operations of the Club and its staff. The Executive Director shall be accountable to the Board for the accomplishment of ends, measurables, and

strategic goals set by the Board from time to time in the Policies and Procedures and Board resolution, and such other matters as the Board may determine, while operating within the boundaries of prudence and ethics established in executive limitations set out in the Policies and Procedures and Board resolution.

(c) The Executive Director may delegate responsibilities to employees of the Club as appropriate or necessary. In the case of absence or inability to act of the Executive Director, or for any other reason that the Board may deem sufficient, the Board shall delegate, for a definite period of time, all or any of the powers of the Executive Director to one or more member(s) of the Club's administration, a Director, or a third party appointed by the Board.

ARTICLE 8. COMMITTEES

8.1 **Committees** - The Board may, but need not, appoint any committee or other advisory body as it deems necessary or appropriate from time to time, and may delegate such powers as the Board shall see fit, with the exception of such powers that the Act prohibits from being delegated namely:

1. The power to submit to the Members any question or matter requiring the approval of the Members.
2. The power to fill a vacancy among the Directors or in the position of auditor of the Club.
3. The power to appoint additional Directors.
4. The power to issue debt obligations except as authorized by the Board.
5. The power to approve any financial statements.
6. The power to adopt, amend or repeal By-Laws.
7. The power to establish contributions to be made, or dues to be paid, by Members.

8.2 **Audit Committee** – The Board may, but need not, appoint an Audit Committee. If an Audit Committee is struck, it must consist of at least one (1) or more Directors, but the majority of the persons comprising the Audit Committee must not be Officers or employees of the Club. The auditor or any member of the Audit Committee, may call an Audit Committee meeting. The Audit Committee shall review the financial statements prior to them being approved by the Directors.

8.3 **Governance of Committees and Advisory Bodies.** Every committee or advisory body shall be governed by the Policies and Procedures. Any committee member may be removed by resolution of the Board. The chair of a committee shall be appointed by the Board. Any committee that includes one (1) or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

ARTICLE 9. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 **Standard of Care** – Every Director and Officer of the Club, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Club and shall meet the standard of care required by the common law and the

Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Club, by accepting such office, agrees to comply with the Act, the Articles, and the By-Laws.

9.2 **Limitation of Liability** – Provided that the standard of care required of the Directors under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Club presented by an Officer, reports of the auditor, financial reports of the Club presented by an Officer, a report or advice of an Officer or employee of the Club, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Club contrary to the Act.

9.3 **Indemnification of Directors and Officers** –

(a) The Club shall indemnify each former and present Director and Officer of the Club, and each other individual who acts or acted at the Club's request as a Director or Officer or 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 such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that Club with the Club or other entity if:

i. the person acted honestly and in good faith with a view to the best interests of the Club or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Club's request; and

ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful;

provided, however, that an individual shall not be entitled to indemnity from the Club in respect of costs, charges, and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative, or other action or proceeding to which the individual is subject because of the individual's association with the Club or other entity as described above if the individual is judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

(b) The Club may, at the discretion of the Board, indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

(c) Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

9.4 **Insurance** – Subject to the Act, the Club shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Club pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer; or in the

individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Club's request.

9.5 **Advances** – With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Club is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Club to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

ARTICLE 10. NOTICES

10.1 **Method of Giving Notices** –

(a) Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

(b) A notice that is delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice that is mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice that is sent by any means of electronic or similar communication shall be deemed to have been given when sent by the sender's electronic server or equivalent facility.

(c) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, or the auditor in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law No. 1 shall be sufficient and conclusive evidence of the giving of such notice.

(d) The signature of any Director or Officer of the Club to any notice or other document to be given by the Club may be written, stamped, typewritten, electronically signed, or printed, or partly written, stamped, typewritten, electronically signed, or printed.

10.2 **Omissions and Errors** – The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or the auditor, or the nonreceipt of any notice by any such person where the Club has provided notice in accordance with this By-Law No. 1, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.3 **Waiver of Notice** – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice. Any such waiver or abridgement shall be in writing.

ARTICLE 11. AUDIT

11.1 **Remuneration** – The Board shall fix the remuneration of the auditor.

11.2 **Qualifications** – The auditor shall be duly licensed under the laws of Ontario. Such individual, and such individual's business partners, shall not (i) be a business partner, Director, an Officer, or an employee of the Club or any of its affiliates, or a business partner of any Director, Officer, or employee of the Club or any of its affiliates; (ii) beneficially own or control a material interest in the debt obligations of the Club or any of its affiliates; or (iii) have been a receiver, receiver-manager, liquidator, or trustee in bankruptcy of the Club or any of its affiliates within two years before the person is proposed to be appointed as the auditor of the Club.

11.3 **Removal** – The auditor shall cease to hold such position when such person dies or resigns, is declared disqualified by a court, or is removed by the Members in accordance with the Act.

11.4 **Vacancy** – The Board shall immediately fill a vacancy in the position of auditor, if such appointment is permitted by the Act.

ARTICLES 12. BY-LAW AND EFFECTIVE DATE

12.1 **By-Law and Effective Date** –

(a) Subject to the Articles, the Board may make, amend or repeal any By-Laws that regulate the activities or affairs of the Club. Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it must be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Laws, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed or confirmed as amended. The By-Laws, 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.

(b) Section 12.1(a) does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.

(c) Notwithstanding Section 12.1(a), this By-Law No. 1 shall be effective, and all previous By-Laws of the Club shall be repealed, as of the Effective Date. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.