

**NORTHWEST TERRITORIES AMATEUR SPEED SKATING ASSOCIATION
CONSTITUTION**

ARTICLE I NAME

1.1 The name of the Society is "NORTHWEST TERRITORIES AMATEUR SPEED SKATING ASSOCIATION".

ARTICLE II OBJECTS

2.1 The objects of the Northwest Territories Amateur Speed Skating Association are to promote, develop, foster, and regulate the sport of speed skating in the Northwest Territories.

ARTICLE III LOCATION OF OPERATIONS

3.1 The operations of the Association are to be chiefly carried out in the Northwest Territories.

**NORTHWEST TERRITORIES AMATEUR SPEED SKATING ASSOCIATION
BY-LAWS**

ARTICLE I GENERAL

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

- a) *Act* – the Northwest Territories *Societies Act*.
- b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Society.
- d) *Days* – days including weekends and holidays.
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- f) *Extraordinary Resolution* – a resolution passed by not less than three-fourths of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- i) *Registrar* – the Registrar of Societies
- j) *Society* – the Northwest Territories Amateur Speed Skating Association.

1.3 Registered Office – The registered office of the Society will be located within the Northwest Territories.

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

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

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

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Seal – The Society may have a seal, which shall consist of the word "Seal" within a circle formed by the words "Northwest Territories Amateur Speed Skating Association". The seal shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except by authority of a resolution of the Board and in the presence of the Secretary and at least one other Director. The Secretary and at least one other Director shall have the authority to sign instruments or documents issued under seal on behalf of the Association.

1.9 Affiliations – The Society will be a member in good standing with Speed Skating Canada and will comply with the conditions prescribed for the maintenance of such membership.

ARTICLE II MEMBERSHIP

2.2 Categories – The Society has the following categories of Member:

- a) Club Member – A local or regional organization that offers athletics programs for minor athletes.
- b) Director Member – Any individual who is elected or appointed as a Director of the Society in accordance with the By-laws
- c) Individual Member – Any individual, who is an athlete, coach, official, or volunteer who is registered with a Club Member or directly with the Society.

2.3 Registration – Each category of Member must register with the Society and agree to abide by the Society's By-laws, policies, procedures, rules, and regulations (or, if the individual is under the age of 19, who has had a parent or guardian agree to abide by the Society's By-laws, policies, procedures, rules, and regulations on behalf of the individual).

Authority of Members

2.4 Membership Authority – The Members of the Society will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

Directors as Members

2.5 Directors – All Directors will be considered Directors Members as long as they are a Director in good standing with the Society.

Admission and Renewal of Members

2.6 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) For Director Members, the candidate member is not an employee or contractor receiving \$500 or more in compensation from the Society;
- e) The candidate member agrees to uphold and comply with the Society's governing documents;
- f) The candidate member meets any other condition of membership determined by the Board;
- g) The candidate member has met the applicable definition listed in Section 2.1; and
- h) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.7 Duration – Unless otherwise determined by the Board, membership with the Society begins as described below and ends as described below or when the member resigns or is terminated from membership:

- a) Club Member – begins on the date the Board accepts the member’s registration and ends on a date determined by the Board at the time of the Club Member’s registration
- b) Individual Member – begins on the date the Board accepts the member’s registration and ends on a date determined by the Board common to all Individual Members
- c) Director Member – begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director

2.8 Dues – Membership dues will be determined by the Board.

2.9 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Transfer, Suspension, and Termination of Membership

2.10 Transfer – Membership in the Society is non-transferable.

2.11 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Extraordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.12 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.

2.13 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society’s policies;
- f) The Member’s death or dissolution, as applicable; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.14 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.15 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.16 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members.

Good Standing

- 2.17 Definition – A Member will be in good standing provided that the Member:
- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - b) Has completed and remitted all documents as required by the Society;
 - c) Has complied with the By-laws, policies, and rules of the Society;
 - d) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - e) Has paid all required membership dues.
- 2.18 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:
- a) To serve as a Director or Officer of the Society;
 - b) To be a member of a Committee of the Society;
 - c) To attend, participate, and vote at meetings of the Members;
 - d) To participate in the Society's activities; and
 - e) To participate in other events associated with the Society.
- 2.19 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.2 Annual General Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Northwest Territories. The Annual General Meeting will be held at least thirty (30) days after the Society's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the Society's approved financial statements or review engagement report (if any).

3.3 Special Meeting – A Special General Meeting of the Members may be called at any time by the President or by Ordinary Resolution of the Board.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the

meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual General Meeting.

3.9 Quorum – Three (3) voting Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual General Meeting
- f) Presentation of reports
- g) Report of Auditors (if any)
- h) Appointment of Auditors (if any)
- i) Business as specified in the meeting notice
- j) Election of Directors
- k) Adjournment

3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

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

3.13 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of an Individual Member if the Individual Member is younger than 19 years old, delegates representing Club Members, the Directors, the auditors of the Society (or the person who has been appointed to conduct a review engagement, if any), others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.14 Voting Rights – Members in good standing have the following voting rights at all meetings of the Members:

- a) Club Members have one vote each.
- b) Individual Members do not have a vote.

c) Director Members have one vote each.

3.15 Voting Powers – Each voting Member votes on every issue. For clarity, Director Members vote during elections (which includes a sitting Director Member voting on the issue of his or her re-election, if applicable).

3.16 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

3.17 Delegates – Club Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Club Member. Delegates must be at least nineteen years of age, of sound mind, and be acting as the Club Member's representative.

3.18 Proxy Voting – Proxy voting is not permitted.

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

- a) The Society has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Society is not able to identify how each Member voted.

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

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

3.22 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 the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of five (5) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Coordinator of Coaches and Officials

4.3 Club Representatives – At its discretion, the Board may permit a Delegate from a Club to attend meetings of the Board. These individuals are not Directors and do not vote at meetings of the Board.

Eligibility of Directors

4.4 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- c) Have the power under law to contract;

- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

Election of Directors

4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

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

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Society seven (7) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election seven (7) days prior to the Annual General Meeting.

4.8 Nominations from the Floor – An individual may be nominated from the floor of the meeting for a position that has no nominations.

4.9 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.

4.10 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.11 Elections – Elections for each position will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.13 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court;
- d) The Director is found by a court to be of unsound mind;

- e) The Director charged and/or convicted of any criminal offence related to the position;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

4.15 **Removal** – An elected Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.16 **Vacancy** – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term.

Meetings of the Board

4.17 **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors.

4.18 **Chair** – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.19 **Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.20 **Board Meeting With New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.21 **Number of Meetings** – The Board will hold at least two (2) meetings per year.

4.22 **Quorum** – At any meeting of the Board, quorum will be three (3) Directors.

4.23 **Voting** – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.24 **No Alternate Directors** – No person shall act for an absent Director at a meeting of the Board.

4.25 **Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

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

4.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.28 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

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

4.30 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- h) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Society.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer.

5.2 Term – The term of the Officers will be two (2) years or until they or their successors are elected or appointed.

5.3 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special General Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

- c) The Secretary will be responsible for the documentation of all amendments to the Society's By-laws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.4 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.5 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.6 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.7 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

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

6.3 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Society.

6.4 Removal – The Board may remove any member of any Committee.

6.5 Debts – No Committee will have the authority to incur debts in the name of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be April 1st to March 31st.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual General Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Society in accordance with the Act. If appointed, the auditor will hold office until the next Annual General Meeting. The auditor will not be an employee, Officer, or Director of the Society. However, a formal audit of accounts is not required. At each Annual General Meeting, unaudited financial statements containing the assets and liabilities of the Society in the form of a balance sheet and receipts and disbursements of the Society since the date of the previous financial statement, signed by two (2) Directors, shall be presented for inspection by the Members.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of two or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Society.

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

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

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

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

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

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

Remuneration

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

Conflict of Interest

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

ARTICLE VIII AMENDMENTS

8.1 Constitution – The Constitution may only be amended, revised, repealed, or added to by Extraordinary Resolution of the Members at a meeting of the Members.

8.2 By-laws – These By-laws may only be amended, revised, repealed, or added to by Ordinary Resolution of the Members at an Annual General Meeting, or by Extraordinary Resolution of the Members at any other meeting of the Members.

8.3 Effective Date – Amendments are effective from the date they are registered with the Registrar.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

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

ARTICLE X DISSOLUTION

10.1 Dissolution – The Society may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION

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

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

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

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

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by an Extraordinary Resolution of the Members of the Society at a meeting of Members duly called and held on **August 21, 2021**.

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