

PHYSICAL AND HEALTH EDUCATION CANADA (PHE Canada)

BY-LAW NO. 1

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A by-law relating generally to the conduct of the affairs of

**PHYSICAL AND HEALTH EDUCATION CANADA
(the “Corporation”)**

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BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
PHYSICAL AND HEALTH EDUCATION CANADA
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION I INTERPRETATION

I.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Board" means the Board of Directors of the Corporation;
- d) "By-laws" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e) "Connected Person" means a person connected to a Director of the Corporation as defined in O. Reg. 4/01: Approved Acts of Executors and Trustees under the *Charities Accounting Act*, R. S. O. 1990, c. C.10.
- f) "Director" means a member of the Board of Directors of the Corporation;
- g) "Officer" means a person designated to manage the day-to-day affairs of the of the Corporation;
- h) "Signatory" means a person authorized to sign on behalf of the Corporation;
- i) "Meeting of members" includes an annual meeting of Members or a special meeting of Members;
- j) "Ordinary resolution" means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on that resolution;
- k) "Policies and Procedures" means the rules and procedures approved in accordance with this by-law;
- l) "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder proposals) of the Act;
- m) "Provincial/Territorial Director" means an individual who is elected, or appointed, as a Director by the Members residing in the same province or territory as the Provincial/Territorial Director;
- n) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- o) "Special meeting of members" includes all Members entitled to vote at an annual meeting of Members; and

- p) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

I.02 Interpretations

In the interpretation of this by-law, unless the context otherwise requires:

- a) words in the singular include the plural and vice versa;
- b) the word "person" includes an individual, body corporate, partnership, trust, and unincorporated organization;
- c) any reference to communication "in writing" shall include documentation sent by post, courier, personal delivery, telephonic, facsimile, email, and any electronic or communication facility unless otherwise detailed within the specific by-law.

I.03 Language

This by-law may be reproduced and translated in both the English and French languages. In that event and in the event of any conflict or inconsistency between the two, the English version shall prevail.

SECTION II GENERAL

II.01 Registered Office

The registered office of the Corporation shall be in the Province of Ontario subject to change by special resolution at a special meeting of Members.

II.02 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

II.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signatory authorized to sign any document may affix the corporate seal (if any) to the document. Any signatory may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

II.04 Financial Year End

The financial year of the Corporation shall end on the thirtieth day of June in each year or as may be determined by resolution of the Board of Directors.

II.05 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board

of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

II.06 Borrowing Powers

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

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

II.07 Auditors

An auditor shall be appointed each year by ordinary resolution at the annual general meeting of Members of the Corporation.

II.08 Annual Financial Statements

The Corporation's annual financial statements and other documents referred to in subsection 172(1) (Annual financial statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents will be made available to Members through electronic and/or print means.

II.09 Policies and Procedures

The Board of Directors may, from time to time, set Policies and Procedures not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in this by-law, as they may deem expedient.

II.10 Dissolution

It is specifically provided that in the event of dissolution or winding-up of the Corporation, any property remaining on liquidation of the Corporation after discharge of liabilities, including and after returning any property given to the Corporation on the condition that it be returned when the Corporation is dissolved, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act (Canada).

SECTION III MEMBERS

III.01 Membership Conditions

Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

III.02 Application for Membership

The Board of Directors may establish Policies and Procedures for application for membership in the Corporation.

III.03 Term of Membership

All terms of membership shall be twelve (12) months from the date of becoming a Member which shall be considered the “membership year”, except for those Members designated with “membership for life” where membership continues until the Member dies.

III.04 Membership Transferability

A membership with the Corporation is non-transferable.

III.05 Code of Conduct

All Members of the Corporation shall comply with the Code of Conduct, which shall set out the conduct expected of Members. The Code of Conduct shall be established and may be amended by the Board of Directors.

III.06 Termination of Membership

A membership in the Corporation is terminated when:

- a) the Member dies;
- b) the Member resigns by delivering a written resignation to the President or Secretary of the Corporation. The resignation becomes effective when received or at the time specified in the resignation, whichever is later;
- c) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or by-laws;
- d) the Member’s term of membership expires (if any); or
- e) the Corporation is liquidated and dissolved under the Act.

III.07 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

III.08 Discipline of Members

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

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

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by

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

III.09 Membership Dues and Assessments

The annual dues payable by the Members shall be those fixed from time to time by resolution of the Board of Directors, except in the case of those Members designated with "membership for life" who are not required to pay annual membership dues to the Corporation.

Members shall be notified in writing of the membership dues (if any) at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.

SECTION IV MEETING OF MEMBERS

IV.01 Annual Meeting

The annual meeting of the Corporation shall be held each year at such time and place within Canada as may be designated by the Board of Directors for the purpose of considering the financial statements, auditor's report, reports of the Corporation pursuant to the Act, election of Directors, appointment of the auditor and other such business as may properly be brought before the meeting.

IV.02 Special Meetings

Special meetings of the Corporation may be held upon the call of the Board of Directors at such time and place within Canada as it may designate.

The Board of Directors shall call a special meeting of Members in accordance with section 167 (Requisition of meeting) of the Act, on written requisition of Members carrying not less than five per cent (5%) of the voting rights within sixty (60) days after the filing of such request with the President or Secretary of the Corporation. The request will state the business to be transacted at the meeting and shall be sent to each Director and to the Registered Office.

The business to be transacted at the special meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

IV.03 Special Business

All business transacted at a special meeting or an annual meeting of Members constitutes special business, except consideration of the minutes of an earlier meeting, financial statements, auditor's report, reports of the Corporation pursuant to the Act, election of Directors, and appointment of the auditor.

IV.04 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility at least 21 days and no more than 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

IV.05 Waiving Notice

A person who is entitled to notice of a meeting of Members may waive notice, and attendance of the person at a 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 is not lawfully called.

IV.06 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, the Articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by ordinary resolution of the Members.

IV.07 Chair of the Meeting

The President of the Board of Directors will chair the meeting of Members. In the event that the President is absent, the President-Elect or Past-President will assume the duties of the Chair. In the event that the President-Elect or Past-President is absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

IV.08 Quorum

A quorum at any meeting of the Members shall be ten (10) Members present at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

IV.09 Participation by Electronic Means at Members' Meetings

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

IV.10 Adjournment

Subject to compliance with the Act, the Chair of any meeting of Members may with the consent of the Members adjourn the meeting to a fixed time and place and it is not necessary that any person be notified of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned.

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.

IV.11 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. The Chair of the meeting of Members shall not vote except to break a tie vote of the Members in case of an equality of votes either on a show of hands or on a ballot.

IV.12 Show of Hands

Subject to the Act and this by-law, except where a ballot is requested by a Member entitled to vote at the meeting, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the Chair of the meeting as to whether or not the question or motion has been carried or defeated and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

IV.13 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, the Chair of the meeting, or any Member may request a ballot, in which case the ballot shall be taken in such manner as the Chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

IV.14 E-Voting

For any question proposed for consideration either before or after a meeting of Members, rules for the conduct of Director elections by electronic means, including internet voting by Members entitled to vote may be established. These rules must provide for reasonable access to voting and to the confidentiality, necessity, and security of such a voting process.

SECTION V DIRECTORS

V.01 Duties and Responsibilities

The affairs of the Corporation shall be governed by a Board of Directors, which shall supervise, control and direct all its activities. The Board of Directors may delegate to the Executive Director & CEO, any committee or Officer any or all powers, duties and authority of the Board of Directors, which may lawfully be delegated. The Board of Directors may, from time to time, set Policies and Procedures as it sees fit.

V.02 Qualifications

A Director of the Corporation must:

- a) be an individual;
- b) be at least eighteen (18) years of age;
- c) not have been declared incapable by a court in Canada or in another country;
- d) not have the status of a bankrupt;
- e) be a resident of Canada;
- f) be and remain a Member of the Corporation during such person's term of office as a Director; and
- g) if elected in the capacity of a Provincial/Territorial Director, must reside in the province/territory for which the person was elected and remain in that province/territory throughout the person's term.

V.03 Number of Directors

There shall be a minimum of five (5) to a maximum of twenty (20) Directors, at least two (2) of whom are not Officers or employees of the Corporation or its affiliates. If the number of Directors is a fixed number, the fixed number of Directors shall be determined from time to time by the Members by ordinary resolution or if an ordinary resolution provides, empowers the Directors to determine the fixed number by resolution of the Board from time to time.

V.04 Composition of Directors

The Board of Directors shall comprise of:

- a) if elected or appointed pursuant to these by-laws, thirteen (13) Provincial/Territorial Directors representing:
 - i. British Columbia;
 - ii. Yukon;
 - iii. Alberta;
 - iv. Northwest Territories;
 - v. Saskatchewan;

- vi. Manitoba;
 - vii. Nunavut;
 - viii. Ontario;
 - ix. Quebec;
 - x. New Brunswick;
 - xi. Nova Scotia;
 - xii. Prince Edward Island;
 - xiii. Newfoundland and Labrador;
- b) if elected or appointed pursuant to these by-laws, the President-Elect, who is also an Officer, shall be a director-at-large; or
 - c) if elected or appointed pursuant to these by-laws, the immediate Past-President, who is also an Officer, who shall be a director-at-large; and
 - d) if elected or appointed pursuant to these by-laws, the President, who is also an Officer, who shall be a director-at-large; and
 - e) the Board of Directors may appoint by resolution up to five (5) additional Directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of the Members. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual general meeting of the Members.

V.05 Term of Office

- a) The Board of Directors will take office at the termination of the annual general meeting at which they were elected.
- b) Provincial/Territorial Directors serve a two (2) year term and may serve no more than two (2) consecutive terms. Provincial/Territorial Directors must stand for election when they move from one term to another. Provincial/Territorial Directors having served two (2) consecutive terms are not eligible for re-election as a Provincial/Territorial Director for a period of two (2) years following the end of the second term. Provincial/Territorial Directors serve their terms in the following two staggered sequences:
 - i. British Columbia; Yukon; Saskatchewan; Ontario; Nova Scotia; Prince Edward Island; and
 - ii. Alberta; Northwest Territories; Manitoba; Nunavut; Quebec; New Brunswick; Newfoundland and Labrador.
- c) Whether elected or appointed, the President-Elect and the immediate Past-President serves a one (1) year term. The President-Elect and the immediate Past-President shall not serve their terms at the same time.
- d) Whether elected or appointed, the President serves a two (2) year term.
- e) Additional Directors appointed by the Board of Directors serve a one (1) year term and may be re-appointed annually by the Board, or they may be elected by the Members. They may serve no more than four (4) consecutive years.

V.06 Board Vacancies

Vacancies on the Board of Directors, may be filled by the Board of Directors by appointment and the person so appointed will hold office for the remainder of the unexpired term of their predecessor.

A vacancy occurring from among the Provincial/Territorial Directors shall be filled by the Board of Directors by appointing an eligible Member residing in the province/territory for the remainder of the unexpired term of their predecessor.

The initial time in which an appointee holds office as a result of a vacancy shall be excluded from the Term of Office if they chose to stand for election immediately following the end of the appointment.

V.07 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any remuneration from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing their duties. Where the Corporation and the Board of Directors comply with O. Reg. 4/01: Approved Acts of Executors and Trustees under the Charities Accounting Act, R.S.O. 1990, c. C.10, a Director or a Connected Person may receive reasonable remuneration and expenses for services to the Corporation other than for services rendered by a Director to the Corporation in their capacity as a Director of the Corporation.

V.08 Vacancy

The office of a Director shall be automatically vacated:

- a) if the Director resigns the office by delivering a written resignation to the President or Secretary of the Corporation. The resignation becomes effective when received or at the time specified in the resignation, whichever is later;
- b) if the Director no longer meets the qualifications of a Director in accordance with section 126 (Qualifications of directors) of the Act and with section 5.02 (Qualifications) of this by-law;
- c) by ordinary resolution of the Members in accordance with section 130 (Removal of directors) of the Act; or
- d) on death of the Director.

SECTION VI MEETINGS OF DIRECTORS

VI.01 Place of Meetings

Meetings of the Board of Directors may be held at any place within or outside of Canada as the Board may determine.

VI.02 Number of Meetings

The Board of Directors shall meet at least two (2) times in each year at such times as the Board may determine.

VI.03 Calling of Meetings

Meetings of the Board of Directors may be called by the President of the Board, President-Elect or Past-President of the Board, or any three (3) Directors at any time.

VI.04 Notice of Meetings

Written notice of a meeting by telephonic, an electronic or other communication facility of the Board shall be supplied at least two (2) days in advance and notice may be supplied by telephonic, email, an electronic or other communication facility.

Written notice of an in-person meeting of the Board shall be supplied at least fourteen (14) days in advance and notice may be supplied by telephonic, email, an electronic or other communication facility.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

VI.05 Quorum

At any meeting of the Board of Directors, a quorum shall consist of a majority (50% plus one) of those entitled to be present and vote, of which must include one of the President, President-Elect or Past-President. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

VI.06 Participation at Meetings

If a majority of the Board of Directors consent, they may participate in a meeting of the Directors or of a committee of Directors by means of telephonic, an electronic or other communication facility that permits all participating to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

VI.07 Voting Rights and Procedures

Only Directors in attendance at any meeting of the Board of Directors may vote. Proxies are not accepted at meetings of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The Chair of the meeting of the Board shall not vote except to break a tie vote of the Directors.

The Chair shall make every effort to ensure that voting takes place under conditions allowing for full and fruitful debate. If a secure electronic vote is held outside a meeting, instructions to Directors regarding the rules of debate and the methods of voting shall be communicated. The outcome shall be announced as soon as is possible after the conclusion of voting and the vote shall be recorded in a manner similar to that of an in-meeting vote. Any electronic vote will normally remain open for at least 24 hours. Electronic voting shall not take place on weekends.

VI.08 Disclosure of Interest

A Director or Officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have entered in the minutes of meetings of Directors or committees of Directors,

the nature and extent of any interest that the Director or Officer has in any material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- a) is a party to the contract or transaction;
- b) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c) has a material interest in a party to the contract or transaction.

Disclosure shall be made at the time and in the manner required by section 141 (Disclosure of interest) of the Act, and a Director or Officer so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

SECTION VII COMMITTEES OF THE BOARD OF DIRECTORS

VII.01 Executive Committee

The Board of Directors may establish an Executive Committee which shall be comprised of the President, President-Elect or Past-President and up to two additional Directors selected by the President. The Executive Committee shall exercise its duties within the scope of authority given by the Board of Directors. Reasonable notice of meetings of the Executive Committee shall be given in the manner provided in section 6.04 (Notice of meetings) of this by-law. Subject to the Act, the provisions of sections 6.01 (Place of meetings), 6.03 (Calling of meetings) and 6.06 (Participation at meetings) of this by-law hereof, shall apply to the Executive Committee. A quorum at any meeting of the Executive Committee shall be a majority of the committee members. Subject to any resolution of the Board of Directors, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Executive Committee members shall be subject to removal by resolution of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to be reimbursed for any reasonable expenses incurred in the exercise of their duty. Where the Corporation and the Executive Committee comply with O. Reg. 4/01: Approved Acts of Executors and Trustees under the Charities Accounting Act, R.S.O. 1990, c. C.10, a member of the Executive Committee may receive reasonable remuneration and expenses for services to the Corporation other than for services rendered by a Director to the Executive Committee of the Corporation in their capacity as a Director and member of the Executive Committee of the Corporation.

VII.02 Other Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

SECTION VIII NOMINATIONS AND ELECTIONS

VIII.01 Appointment and Composition of the Nominating Committee

The Board of Directors shall annually appoint a Nominating Committee consisting of at least three (3) committee members including the President-Elect or Past-President who will serve as committee Chair, a current or former Director of the Corporation and one other Member of the Corporation appointed by the chair of the committee. In the event that the President-Elect or Past-President is unable or unwilling to act as Chair of the Nominating Committee, the Board of Directors shall select an alternative Director to act as Chair. Nominating Committee members may be removed by resolution of the Board of Directors.

The Nominating Committee shall report to the Members at the annual general meeting. Nominating Committee members shall not be entitled to receive remuneration for serving as such but shall be entitled to be reimbursed for any reasonable expenses incurred by them in the exercise of their duty. Where the Corporation and the Board of Directors comply with O. Reg. 4/01: Approved Acts of Executors and Trustees under the Charities Accounting Act, R.S.O. 1990, c. C.10, a member of the Nominating Committee who is also a Director may receive reasonable remuneration and expenses for services to the Corporation other than for services rendered in their capacity as a Director and Member of the Nominating Committee of the Corporation.

The duties of the Nominating Committee shall be set forth in terms of reference which shall be established from time to time by the Board of Directors.

VIII.02 Nominating Procedure

The Nomination Committee shall seek in writing to all Members, the names of eligible Members to consider for possible nomination as Directors for the available positions. This notice will consist of a nomination form or process for potential Directors.

Should a Member wish to stand for nomination for an available position in the proposed slate, they shall obtain a nomination form from the Corporation. The nomination form, signed by at least two (2) Members, may be submitted to the Nominating Committee.

VIII.03 Election of Directors

- a) In the event more than one (1) nomination is received for a position on the proposed slate by the Nominating Committee, the Chair of the Nominating Committee shall circulate electronic or paper ballots to those Members who are eligible to vote. The ballot shall clearly identify, in alphabetical order, the names of candidates for the available position in accordance with section 5.04 (Composition of directors) and section 9.01 (Election and appointment of officers) of this by-law and:
 - i. Provided that Provincial/Territorial Directors shall only be elected by the Members residing in the respective province/territory of the provincial/territorial delegate; and
 - ii. All Members of the Corporation may vote to elect the President-Elect.

- b) The Chair of the Nominating Committee shall appoint two (2) scrutineers who shall be neither Directors nor candidates for election to the Board of Directors.
- c) Each Member who is eligible to vote shall have one vote for each of the available Board of Directors positions. Directors will be declared elected on the basis of a plurality of votes cast, as verified by the scrutineers.
- d) The Nominating Committee shall present the results following the ballot verification.
- e) The Nominating Committee shall present the proposed slate of Directors that will be circulated to all Members, at least 21 days prior to the Corporation's annual general meeting.
- f) Members shall then, by ordinary resolution at each annual general meeting elect the new Directors and Directors moving from a term to another term.

SECTION IX OFFICERS

IX.01 Election and Appointment of Officers

The Members of the Corporation shall elect the President-Elect every other year in accordance with the nominations process referred to in section 8 (Nominations and elections) of this by-law. The President-Elect, shall serve a four (4) year term, progressing through the offices of President-Elect to President to Past-President in accordance with section 9.02 (Term of office), unless otherwise determined by the Board.

The Board of Directors may designate the remaining offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this by-law otherwise provides. Two or more offices may be held by the same person.

IX.02 Term of Office

- a) Whether elected or appointed, the President-Elect serves a one (1) year term.
- b) Whether elected or appointed, the President serves a two (2) year term.
- c) Whether elected or appointed, the immediate Past-President serves a one (1) year term.
- d) The President-Elect and the immediate Past-President shall not serve their terms at the same time.
- e) Additional Officers shall remain in office until their successors shall be appointed, with the exception of the Executive Director & CEO whose term, by resolution of the Board of Directors, shall be subject to terms and conditions of employment.

IX.03 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President-Elect** - The President-Elect shall be a Director. The President-Elect shall have such duties and powers as determined by the Board. If the President of the Board is absent or is unable or refuses to act, the President-Elect shall, when present, preside at

all meetings of the Board of Directors, committees of Directors, if any, and the Members. The President-Elect shall automatically succeed to the position of President of the Board.

- b) **President of the Board** - The President shall be a Director. The President will call and chair the meetings of the Board of Directors and, if any, shall, when present, preside at all meetings of the Board of Directors, committees of Directors, if any, and the Members. The President shall have such duties and powers as determined by the Board. The President shall automatically succeed to the position of Past-President of the Board.
- c) **Past-President** – The Past-President shall be the immediate Past-President of the Corporation. The Past-President shall be a Director of the Corporation. The Past-President shall have such duties and powers as determined by the Board. If the President of the Board is absent or is unable or refuses to act, the Past-President shall, when present, preside at all meetings of the Board of Directors, committees of Directors, if any, and the Members.
- d) **Secretary** - The Secretary, if appointed and when in attendance, shall be the Secretary of all meetings of the Board, Members and committees of the Board and, whether or not the Secretary attends, the Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Secretary shall be the custodian of the corporate seal, books, papers, records, documents and other instruments belonging to the Corporation. The Executive Director & CEO may be appointed as Secretary of the Corporation.
- e) **Treasurer** - The Treasurer, if appointed, shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation. The Executive Director & CEO may be appointed as Treasurer of the Corporation.
- f) **Executive Director & CEO** - The Executive Director & CEO shall be responsible for implementing the strategic plan and policies of the Corporation and be responsible for the day to day operations and administration of the Corporation in accordance with the Board of Director policies. The Board may delegate to the Executive Director & CEO full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director & CEO shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

IX.04 Vacancy

Should the office of the President become vacant, it shall be filled by the President-Elect or the Past-President. In the event the President-Elect or the Past-President position is vacant, it shall be filled from amongst Directors by resolution of the Board of Directors until the next regular election of Officers.

If the office of any other Officer of the Corporation becomes vacant, the Board of Directors may, by resolution, appoint a replacement to fill such vacancy.

IX.05 Remuneration of Officers

The remuneration of all Officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties. Where the Corporation and the Board of Directors comply with O. Reg. 4/01: Approved Acts of Executors and Trustees under the Charities Accounting Act, R.S.O. 1990, c. C.10, an Officer who is also a Director may receive reasonable remuneration and expenses for services to the Corporation other than for services rendered by an Officer to the Corporation in their capacity as an Officer of the Corporation.

IX.06 Removal of Officers

In the absence of a written agreement to the contrary the Board of Directors may remove by resolution, whether for cause or without cause, any Officer of the Corporation appointed by the Board of Directors. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed or elected;
- b) the Officer's resignation;
- c) such Officer ceasing to be a Director, if a necessary qualification of the office; or
- d) such Officer's death;

whichever shall occur first.

IX.07 Agents and Attorneys

Subject to the by-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

IX.08 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the by-laws.

SECTION X PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

X.01 Indemnity of Directors and Officers

The Corporation shall indemnify its present and former Directors and Officers to the full extent permitted by the Act.

X.02 Insurance

The Corporation may purchase and maintain insurance for the benefit of any present or past Director or Officer or any other person acting on the Corporation's behalf against liability incurred by such person:

- a) in their capacity as a Director, Officer or agent of the Corporation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation; or
- b) in their capacity as a Director or Officer of another body corporate where they act or acted in that capacity at the Corporation's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

SECTION XI NOTICES

XI.01 Method of Giving Notices

Any notice (which term includes communication or document) required to be given (which term includes sent, delivered or served), other than a notice of a meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the by-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary mail or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility to such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board 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 shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

XI.02 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board of Directors or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws 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.

XI.03 Waiver of Notice

Any Member, Director, Officer, auditor or member of a committee of the Board of Directors 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, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XII BY-LAWS

XII.01 Invalidity of any Provisions of the By-law

The invalidity or unenforceability of any provisions of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

XII.02 By-laws and Effective Date

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (Fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.

CERTIFIED to be By-Law No. 1 of the Corporation, as approved by special resolution of the Members of the Corporation on the 6 th day of December, 20 22.

President: Douglas Gleddie

Director/Officer: Melanie Davis