

Ontario Native Education Counselling Association

By-Law No. 2

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ONTARIO NATIVE EDUCATION COUNSELLING ASSOCIATION

BY-LAW NO. 2

A by-law relating generally to the transactions of the affairs of the Ontario Native Education Counselling Association.

BE IT ENACTED as a by-law of the Ontario Native Education Counselling Association as follows:

1. INTERPRETATION

- 1.1 Name. The name of the corporation shall be the "Ontario Native Education Counselling Association" (the "Association")
- 1.2 Definitions. In this by-law, the following terms shall have the following meanings. In the event of a conflict between these meanings and any other provisions of these by-laws, the other provisions shall prevail:
- a) "Act" means the *Corporations Act*, RSO 1990, c C.38 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
 - b) "AGM" means the Annual General Meeting;
 - c) "Association" means the Ontario Native Education Counselling Association;
 - d) "Board" means the board of directors of the Corporation;
 - e) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
 - f) "Chair" means the chair of the Board;
 - g) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
 - h) "Director" means an individual occupying the position of Director of the Association;
 - i) "District" means the Northwest District; the Northeast District; or the Southern District;
 - j) "Executive Committee" means a committee of the Board of Directors which is comprised of the Association's Officers;
 - k) "Member" means the Class A, Class B, Class C, Class D, or Class E Members of the Association;
 - l) "Members" means the collective membership of the Corporation;
 - m) "Native" means the Aboriginal peoples of Canada which includes persons who are Indian (registered and non-status), Metis or Inuit;
 - n) "Northwest District" means the Territorial Districts of Kenora; Sioux Lookout; Nakina; Fort Frances; and Lakehead;
 - o) "Northeast District" means the Territorial Districts of Georgian Bay; Sudbury; and James Bay;
 - p) "Officer" means an officer of the Corporation;
 - q) "Southern District" means the Territorial Districts of Peterborough; London; and Brantford

- r) "Territorial Districts" means the collective Territorial Districts that comprise the Association as set out in Section 3.2 and
- s) "Voting Member" means a Class A, Class B, Class C, and Class D Member.

1.3 Interpretation. Other than as specified in Section 1.2, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.4 Severability and Precedence. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.5 Seal. The seal of the Corporation, if any, shall be in the form determined by the Board.

2. HEAD OFFICE

2.1 Location of Head Office. The head office of the Association shall be located at such place in the province of Ontario as the Board of Directors may determine from time to time.

3. MEMBERSHIP CLASSES

3.1 Classes of Membership. There shall be five (5) classes of Members in the Association. The Board of Directors of the Association may, by resolution, approve the admission of the Members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board of Directors. Employees of the Association shall not be entitled to be Voting Members in the Corporation. The following conditions of membership shall apply:

- a) Class A Membership shall be available to any persons employed as Native Student Counsellors or persons working in a supportive role in the field of education in the province of Ontario that are from the Northwest District.
- b) Class B Membership shall be available to any persons employed as Native Student Counsellors or persons working in a supportive role in the field of education in the province of Ontario that are from the Northeast District.
- c) Class C Membership shall be available to any persons employed as Native Student Counsellors or persons working in a supportive role in the field of education in the province of Ontario that are from the Southern District.
- d) Class D Membership shall be for Life Members, who shall be persons who are retired and were previously employed as Native Student Counsellors in the province of Ontario for a minimum of ten (10) years; who have been Members of the Association for a minimum of ten (10) years; who have performed some distinguished service in the furtherance of the goals of the Association; and

who are from either the Northwest District; the Northeast District; or the Southern District.

- e) Class E Membership shall be for Honourary Members, who shall be students enrolled in an educational program in the province of Ontario or other persons who wish to support the aims of the Association and/or have performed some distinguished service in the furtherance of the goals of the Association.

3.2 Assignment to Districts. In addition to the above membership classes, each member shall be assigned to one of the Districts below. Such assignment shall be made by the Board of Directors, or any employee of the Association charged with doing so by resolution of the Board of Directors. All such decisions shall be final. The Districts are:

- a) Northwest Region: Kenora; Sioux Lookout; Nakina; Fort Frances; Lakehead;
- b) Northeast Region: Georgian Bay; Sudbury; James Bay; and
- c) Southern Region: Peterborough; London; Brantford.

4. MEMBERS' RIGHTS

- 4.1
 - a) Class A, Class B, Class C Members. Each Class A, Class B and Class C Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation and each Class A, Class B and Class C Member shall be entitled to one (1) vote at such meetings. The term of membership of a Class A, Class B and Class C Member shall be annual, subject to renewal at the AGM. Persons who have been Class A, Class B or Class C Members for at least three (3) months shall be entitled to be Directors or Officers of the Association.
 - b) Class D Members. Each Class D Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Association and each Class D Member shall be entitled to one (1) vote at such meetings. Class D Members shall be exempt from annual membership dues. The term of membership of a Class D Member shall be for life, however, the Board of Directors can revoke any life membership from time to time conferred, provided that the voting in relation to such revocation shall be conducted in accordance with this by-law. Class D Members shall be entitled to fill one (1) seat on the Board of Directors and that Director shall be entitled to be an Officer for the Association.
 - c) Class E Members. Each Class E Member shall be entitled to receive notice of and attend all meetings of the Members of the Association but shall not be entitled to vote at such meetings. Class E Members shall be exempt from annual membership dues. The term of membership of a Class E Member shall be annual, however, the Board of Directors can revoke any honorary membership from time to time conferred, provided that the voting in relation to such revocation shall be conducted in accordance with this by-law. Class E Members shall not be entitled to be Directors or Officers of the Association.

4.2 Membership Not Transferable. Membership in the Association is not transferable or assignable.

5. ADMISSION TO MEMBERSHIP

5.1 Application for Membership. Applications for all classes of membership shall be submitted, together with any membership dues, to the Board of Directors at the Association's Head Office.

5.2 Admission to Membership. The Board of Directors shall consider all applications for membership that include sufficient information to allow the Board to determine whether the applicant is eligible to be a Member and if so, for what class of membership. Any membership form shall state that all information provided for consideration by the Board of Directors will be maintained as confidential with disclosure only in accordance with any applicable laws. All Members shall be admitted by resolution of the Board of Directors. Upon admission, each Member shall be promptly informed by the Secretary of:

- a) admission as a Member;
- b) the class of membership;
- c) the entitlements of that class of membership; and
- d) for voting classes only, the District to which membership pertains.

5.3 Membership List. The Secretary of the Board of Directors shall maintain an up-to-date membership list which shall be presented to the Board of Directors bi-annually for ratification. The membership list shall remain and be maintained at the Head Office of the Association.

6. TERMINATION AND RESIGNATION OF MEMBERSHIP

6.1 Removal. Any Member may be removed from membership for cause, after a hearing and a majority vote and resolution of the Board of Directors in favour of the removal. Such "cause" includes, but is not necessarily limited to, (i) failure to adhere to any codes of conduct, or similar guidelines, that may be applicable to the Association; and/or (iii) involvement in an activity or action that is intended to interfere with the operations, funding or program and service delivery of the Association. The Member will be given prior notice of any meeting in which their membership termination is being considered and will be provided the opportunity to address and respond to the Association's concerns prior to the Board of Directors making any decision on termination. All decisions regarding the termination of membership by the Board of Directors are final.

6.2 Resignation. Members may resign from the Association by sending an express written notice of resignation to the Secretary or Board of Directors at the Association's Head Office. The resignation is effective upon the date of the notice of resignation or upon acceptance by resolution of the Board of Directors, whichever is earlier.

6.3 Payment of dues. In case of resignation, the Member shall remain liable for payment of any membership dues or other sum levied which became payable by him or her to the Association prior to the effective date of his or her resignation.

7. MEMBERSHIP DUES

- 7.1 Annual Dues. Members' Annual dues and late fees, if any, shall be in an amount determined by the Voting Members at the AGM, on the recommendation of the Board of Directors.
- 7.2 Membership Year. The membership year shall be from April 1st to March 31st of the following year. Annual membership dues, if any, are to be paid by March 31st of each year.
- 7.3 Outstanding Annual Dues. The Secretary of the Board of Directors shall notify Members in writing of any outstanding annual dues payable to the Association. If such dues are not paid within thirty (30) days of the date of such notice, that Member's membership shall be automatically suspended until such time as the outstanding dues are paid in full. During the period of suspension, that Member shall cease to be a Member in good standing of the Association and shall not be entitled to any of the entitlements of membership. Upon payment of any outstanding dues, the period of suspension shall cease and the Member's status shall continue as if the suspension had never occurred.
- 7.4 Payment of Outstanding Annual Dues. All applicable membership dues must be paid in full prior to the commencement of any Members' meeting in order for that Member to be entitled to vote at that Members' meeting.

8. MEMBERS' MEETINGS

- 8.1 Annual General Meeting. There shall be at least one (1) Members' meeting each year, designated as the AGM, which shall be held at a date, time and place as determined by the Members at the previous AGM of the Association. When for any reason a date, time and/or place of the next AGM cannot be decided upon by the Members at the AGM, or where changes to such date, time and/or place must subsequently be made for any reason whatsoever, the Board of Directors shall make the decisions regarding the date, time and/or place of the AGM.
- 8.2 Additional Meetings. Additional meetings of the Members may be called by the Board of Directors or the President or Vice-President at any time.
- 8.3 Petition for Members Meeting. On receipt of a petition requesting a meeting of Members which is signed by a minimum of ten percent (10%) of the Voting Members of the Association and which is deposited or delivered to the Association's Head Office, the Board of Directors shall call a special Members' meeting within thirty (30) days from the date of the deposit or delivery of the petition. Such petitions must state the nature of the business to be conducted at the Members' meeting.
- 8.4 Election of Directors. The Board of Directors shall be comprised of ten (10) Directors. Immediately prior to each AGM, the Class A, B and C Members shall hold a meeting of the Members of their Class for the purpose of electing three (3) Directors ("District Members' meeting"). No more than one (1) Director may be elected from a Territorial

District. Immediately prior to each AGM, the Class D Members shall hold a meeting of their Members for the purpose of electing one (1) Director from its Class. Notice of the District Members' Meetings shall be included in the notice to Members for each AGM.

- 8.5 Nomination and Election of Directors. Directors shall be nominated and elected by secret ballot at the District Members' meetings held immediately prior to the AGM in accordance with the rules and procedures that may be established by the Elections Committee. The Elections Committee shall be appointed by resolution of the Board of Directors and shall operate in accordance with any conditions or guidelines that may be established by the Board of Directors.
- 8.6 Notice of meetings. Written, email or facsimile notice of Members' meetings shall be given to Members not less than ninety (90) days prior to the AGM and not less than thirty (30) days prior to all other meetings of the Members. Notice of any Members' meeting shall include the date, time and place of the meeting.
- 8.7 Meetings without notice. Any meetings of Members may be held at any date, time and place without such notice if all the Voting Members of the Association are present. At such meetings, any business may be transacted which may otherwise be transacted at any such Members' meeting.
- 8.8 Statutory Declaration. The statutory declaration of the Secretary of the Board of Directors that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.
- 8.9 Quorum. A quorum for the transaction of business at a Members' meeting shall consist of not less than two-thirds (2/3's) of the total Voting Members present in person at the meeting. No business can be properly transacted unless this quorum requirement is fulfilled.
- 8.10 Voting. At all meetings of Members every question shall be decided by a majority of votes of the Voting Members present in person, unless otherwise required by statute or by-law of the Association. Every question shall be decided by a show of hands, unless a poll is demanded by any Voting Member. The demand for a poll may be withdrawn. If a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Voting Members present in person. All such polls shall be taken in the manner the chairperson of the Members meeting shall direct. The result of the poll shall be deemed the decision of the Members upon the matter in question.
- 8.11 Declaration. A declaration by the chairperson of the Members' meeting that a motion or resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes in favour of or against the motion or resolution.
- 8.12 Equality of Votes. In the case of an equality of votes at any Members' meeting, whether by a show of hands or by a poll, the chairperson shall be entitled to a second or casting vote.

8.13 Agenda. Agenda items to be presented at the AGM must be approved for distribution by the Board of Directors prior to the AGM.

9.0 NOTICES

9.1 Service. Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address is given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Members bear the responsibility of notifying the Secretary or the Association's Head Office of any changes to their contact information.

9.2 Computation of Time. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

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

9.4 Signatures to Notices. The signature to any notice may be written, stamped, typewritten or printed.

10. THE BOARD OF DIRECTORS

10.1 Number and Term. The property, affairs and business of the Association shall be managed by a Board of Directors comprised of a minimum of three (3) Directors and a maximum of ten (10) Directors, each of whom shall be elected as per the terms set out in Section 8.5. The term of office of a Director shall continue until the next meeting of the District Members that is held prior to the next AGM or until his or her successor is appointed or elected.

10.2 Vacation of Office. A Director shall be deemed to have automatically vacated his or her position if he or she:

- a) resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b) fails to attend three (3) consecutive meetings of the Board of Directors;
- c) ceases to be a Class A, Class B, Class C or Class D Member of the Association;
- d) dies or becomes bankrupt;

- e) if the Director is found incapable of managing property by a court or under Ontario law;
- f) if, at a meeting of the Class A, Class B, Class C or Class D Members, as the case may be, a resolution is passed by at least a majority of the votes cast by the Class A, Class B, Class C or Class D Members, as applicable, removing the Director before the expiration of the Director's term of office.

10.3 Filling Vacancies. A vacancy on the Board shall be filled as follows:

- a) if the vacancy occurs among the Directors elected by either the Class A, Class B or Class C Members, the remaining Directors of that Class may fill the vacancy;
- b) if the vacancy occurs among the Class D Members, the Class D Members shall fill the vacancy;
- c) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.

10.4 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Where there are vacancies on the Board of Directors, the remaining Directors may exercise all of the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office.

11. THE BOARD OF DIRECTORS: MEETINGS

11.1 Location of Meetings. Meetings of the Board of Directors may be held at any cost-effective location that it may from time to time determine.

11.2 Calling Meetings. Board of Directors meetings may be called by the President or Vice President, together with the Secretary; or in writing by any two other Directors. Notice of any meeting of the Board shall be given in the manner provided in Section 9 of this By-law to every Director not less than fourteen (14) days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.

11.3 Fixing Regular Meeting Date. The Board may fix the place and time of regular Board meetings and shall send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

11.4 Error in Notice. No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any Directors' meeting and may ratify and approve of any or all proceedings taken or had

thereat. Attendance at any Board of Directors' meeting without notice of said meeting constitutes a waiver of notice of that meeting.

- 11.5 Majority. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of those present in person or participating by teleconference. The chairperson of the Board of Directors meeting shall have a second or casting vote in the event of an equality of votes on any question.
- 11.6 Voting. All votes shall be by a show of hands unless a Director demands that a vote be taken by ballot. If a Director demands that a vote be taken by ballot, each Director will vote by secret ballot in writing. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.

12. THE BOARD OF DIRECTORS: POWERS AND DUTIES

- 12.1 Affairs of the Association. The Board of Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the Center is by its charter or otherwise authorized to exercise and do.
- 12.2 Property. Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they deem advisable.
- 12.3 Financial. The Board of Directors may from time to time borrow money on the credit of the Association; issue, sell or pledge securities of the Association; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.
- 12.4 Borrowing Money. From time to time the Board of Directors may authorize any Director, Officer or employee of the Association to make arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions of the loan, and as to the securities to be given, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.
- 12.5 Books and Records. The Board of Directors shall ensure that proper books, accounts, records and documents are maintained by the Association in accordance with all applicable statutes.

- 12.6 Exercise of Powers. The Board of Directors shall exercise all the powers of the Association that are not by statute or this by-law required to be exercised by the Members of the Association.
- 12.7 Rules, Policies and Regulations. The Board of Directors may prescribe any rules, policies or regulations in relation to the management and operation of the affairs of the Association as it deems necessary and expedient, provided that such roles or regulations are not in consistent with any by-law or statute.
- 12.8 Delegation of Duties. The Board of Directors may delegate to the Executive Committee, or any other committee, or any employee it may engage, any powers of the Board of Directors unless it is prohibited by statute or by-law from doing so. The Board of Directors may appoint any committee deemed necessary for the successful operation of the Association.
- 12.9 Communication and Information Sharing. In addition to their other powers and duties, the Directors of the Association shall (i) encourage on-going communication among the Members in his or her District; (ii) report any pertinent information from the Board of Directors back to the Members in his or her District; (iii) promote professional development in his or her District; and (iv) promote membership in the Association to persons performing the duties of Native student counsellor in his or her District.

13. THE EXECUTIVE COMMITTEE

- 13.1 Officers. The Officers of the Association shall collectively comprise the Executive Committee of the Board of Directors. The Board of Directors may delegate to the Executive Committee any powers of the Board of Directors, subject to any restrictions that may be required by law, these by-laws or imposed by the Board of Directors.
- 13.2 Policy. The Executive Committee shall take no action inconsistent with any policy established or approved by the Board of Directors.
- 13.3 Reporting. At each meeting of the Board of Directors, the Executive Committee shall report on all its actions since its previous report.
- 13.4 Exercise of Powers. Subject to any limitations and directions that the Directors may make and give from time to time, the Executive Committee may exercise all the powers of the Board of Directors when the Board of Directors is not in session.
- 13.5 Quorum. The Executive Committee shall have a quorum of three (3).
- 13.6 Minutes. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken and which shall be submitted as soon as possible to the Board of Directors.
- 13.7 Regulations. The Executive Committee may make its own regulations for the conduct of its affairs including the calling and holding of its meetings; but until such regulations are made, and in all respects not covered by such regulations, the provisions of these

by-laws relating to the calling and holding of meetings of the Board of Directors shall apply, provided that a quorum of the Executive Committee shall be three (3)

14. OFFICERS

- 14.1 Appointment of Officers. There shall be a President, Vice-President, Secretary, Treasurer and such other Officers that the Board of Directors may determine from time to time by resolution and who shall have such authority and shall perform such duties as the Board may prescribe from time to time (referred to collectively as the “Executive Committee”). Immediately following the AGM, the Directors shall appoint all Officers except the President. The Officers shall hold office until their successors are appointed. Officers may hold successive terms. One person may not hold more than one office at a time. Officers must also be Directors.
- 14.2 Election of President. The President shall be elected by the Voting Members entitled to vote at the AGM. The President may hold successive terms.
- 14.3 Removal of Officer. Any Officer may be removed from their office by resolution of the Board of Directors, at a meeting of Directors where notice of the potential removal has been provided to all Directors. The Board of Directors may pass such resolution where it determines that an Officer has failed to adhere to any codes of conduct that may apply to the Association or has caused harm to the reputation or affairs of the Association. The Secretary shall immediately notify the Officer of his or her removal by letter.

15. OFFICERS’ DUTIES

- 15.1 President. The President shall, when present, preside over all Members’, Board of Directors, and Executive Committee meetings of the Association. The President shall monitor the general management and supervision of the affairs and operations of the Association; with the Secretary, or other Officer appointed by the Board of Directors for that purpose, sign all by-laws and certificates; call meetings of the Executive Committee, as circumstances warrant; act as the spokesperson and representative for the Association in public relations, as necessary; act as a signing Officer; serve as an *ex-officio* Member of all Board of Directors’ committees except the Elections Committee; and perform such other duties as may from time to time be assigned to him or her by the Board of Directors.
- 15.2 Vice-President. During the absence or inability of the President to perform his or her duties and powers, the President’s duties and powers shall be exercised by the Vice-President. If the Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference to such absence or inability. The Vice-President shall also act as a signing Officer; and perform such other duties as may from time to time be assigned to him or her by the Board of Directors.
- 15.3 Secretary. The Secretary shall record all facts and minutes of all proceedings of meetings of the Members, Board of Directors and Executive Committee in the books kept for that purpose; ensure that all notices required to be given to the Members and to Directors are given in accordance with the provisions of the Association’s by-laws; be the custodian of all books, papers, records, correspondence, contracts and other

documents belonging to the Association which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in that resolution; and perform such other duties as may from time to time be determined by the Board of Directors.

- 15.4 Treasurer. The Treasurer shall be responsible for the management of the finances of the Association and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such financial institution(s) as may be approved by resolution of the Board of Directors; disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers thereof keep full and accurate accounts of all receipts and expenditures of the Association; ensure that all accounts of the Association are paid as per the Association's Finance Policy; ensure the Association's annual audit is completed at least 120 days prior to the end of the Association's fiscal year for presentation at the AGM; act as a signing Officer; report to the Board of Directors at the regular meeting or whenever required of him or her, an account of all transactions as Treasurer and of the financial position of the Association; and perform such other duties as may from time to time be determined by the Board of Directors. The outgoing Treasurer shall assist the new Treasurer and the Board of Directors, in an advisory and non-voting capacity, for an additional six (6) weeks after the election of a new Treasurer to facilitate the transfer of all financial records and to facilitate the completion of any financial audit.

16. EXECUTION OF DOCUMENTS

- 16.1 Signing Authorities. Deeds, transfers, licenses, contracts, documents or instruments in writing requiring the signature of the Association shall be signed by either the President or Vice-President together with any one of the Secretary or Treasurer of the Association or by any two Officers of the Association authorized by the Board of Directors by resolution. All contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- 16.2 Contracts. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Secretary, Treasurer or any person authorized by resolution of the Board of Directors.
- 16.3 Transfers of shares, securities etc. The President, Vice-President, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors by resolution may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Association.
- 16.4 Execution of documents. Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may at any time, by resolution,

direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

17. BOOKS AND RECORDS

17.1 Books and Records. The Board of Directors shall ensure that all necessary books and records of the Association required by the Association's by-laws or by any applicable statutes are regularly and properly kept.

18. BANK ACCOUNTS AND CHEQUES

18.1 Banking. The Association's securities and bank accounts shall be deposited for safekeeping in such chartered bank, trust company, or other firm or corporation carrying on a banking business as the Board of Directors by resolution may determine.

18.2 Payments. Cheques on the bank accounts, drafts drawn, or accepted by the Association, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn accepted or endorsed, as the case may be, by such Officer or Officers or agent or agents of the Association as the Board of Directors may name in a resolution for that purpose.

18.3 Deposits. Cheques and other negotiable paper may be endorsed for deposit to the credit of the Association's bank account by such Officer or Officers or agent or agents of the Association as the Board of Directors may name in a resolution for that purpose or they may be endorsed for such deposit by means of a stamp bearing the Association's name.

19. BORROWING

19.1 Borrowing and Indebtedness. The Board of Directors may from time to time:

- a) borrow money on the credit of the Association; or
- b) charge, mortgage or pledge all or any of the real or personal property of the Association, including all book debts, rights, powers and undertakings, to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Association.

19.2 Securities. The word "securities" in this paragraph means bonds, debentures, debenture stock or other like liabilities of the corporation whether constituting a charge on the property of the Association or not.

19.3 Authorize Officers to Deal with Financial Affairs. The Board of Directors may from time to time authorize any Officer of the Association to manage, transact or settle the borrowing of money by the Association. The Board of Directors may authorize any Officer of the Association to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes of borrowing money and to draw, make, accept, endorse, execute and issue cheques and

other negotiable or transferable instrument and the same and all renewals or substitutions so signed shall be binding upon the Association.

20. FINANCIAL YEAR

20.1 Financial Year. The financial year of the Association shall end on the 31st day of March in each year, unless and until otherwise ordered by resolution of the Board of Directors.

21. AUDITORS

21.1 Auditor. The Voting Members shall, at each AGM, appoint an auditor(s) of the Association to audit the accounts of the Association and to hold office until the next AGM. If not so appointed, the auditor in office continues to hold office until the next AGM or until a successor or successors are appointed.

22. INDEMNITIES OF DIRECTORS AND OFFICERS

22.1 Indemnities. Every Director and Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association, and their heirs, executors and administrators, and estate, and effects respectively, shall from time to time and at all times be indemnified and be saved harmless out of the funds of the Association from and against:

- a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustained or incurred or about any action, lawsuit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) all costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

23. REMUNERATION OF DIRECTORS AND OFFICERS

23.1 Remuneration. Directors and Officers shall receive no remuneration for acting as such; provided that a Director or Officer may be paid reasonable expenses incurred by him or her in the performance of duties.

24. CONFLICT OF INTEREST

24.1 Conflict of Interest. No Director or Officer shall be incapacitated from holding office, nor shall he or she vacate his or her office by reason of being concerned, interested in or participating in the profits of any contract entered into, or work done for the Association, provided that the Director or Officer who is any way directly or indirectly interested in a proposed contract with the Association shall declare his or her interest at a meeting of the Directors and/or Officers of the Association and such Director or Officer shall not participate or vote as a Director or Officer in respect of any meeting considering such contract or agreement in which he or she is interested directly or indirectly.

25. ADJOURNMENTS

25.1 Adjournments. Any meetings of Members or the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

26. DISSOLUTION OF THE ASSOCIATION

26.1 Dissolution. Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed to a recognized registered charitable organization.

27. AMENDMENT OF BY-LAWS

27.1 Amendments. This by-law may be amended by resolution of the Board of Directors and affirmed by resolution of the Voting Members of the Association at a Members meeting called for the purpose of amending the by-laws. A Members' resolution to affirm the by-law amendment must be passed by at least two-thirds of the votes of the Voting Members cast in person at the Members' meeting. By-laws amended by resolution of the Board of Directors shall, unless affirmed at a meeting of the Members, have force only until the next AGM, and in default of confirmation at such AGM shall at that time cease to exist.

28. EFFECTIVE DATE

ENACTED AS BY-LAW 2, by the Directors of the Association at a meeting duly called and regularly held and at which a quorum was present on the _____day of May 2016.

SECRETARY

PRESIDENT

THE FOREGOING BY-LAW 2, as enacted by the Directors, is hereby confirmed without variation by a 2/3's majority of the Members entitled to vote at a meeting of Members at which a quorum was present, duly called and regularly held on the 31st day of May, 2016.