

GENERAL BY-LAW

A by-law relating to the proceedings of

FUSION: The Ontario Clay and Glass Association

BE IT ENACTED as a by-law of **FUSION: The Ontario Clay and Glass Association** as follows:

I. GENERAL

Interpretation

1. In this By-law and in all other by-laws of the Association hereafter passed, unless the context otherwise requires:

- (1) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, in each case, as amended or re-enacted from time to time;
- (2) "articles" means the Letters Patent or the Articles of the Association, as the same may be amended or restated from time to time;
- (3) ~~(4)~~ **"Association"** means FUSION: The Ontario Clay and Glass Association, a corporation without share capital existing under the Act;
- (4) ~~(2)~~ **"Board"** means the Board of Directors of the Association;
- (5) "By-laws" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (6) ~~(3)~~ **"Director"** means ~~a Director~~ an individual occupying the position of director of the Association;
- (7) ~~(4)~~ **"Member"** means a ~~Member~~ member of the Association in any of the Membership classifications set out in the articles and section 14 of this ~~by-law~~ By-law;
- (8) ~~(5)~~ **"Meeting meeting of Members"** means ~~both the an~~ an annual general meeting and special meetings of Members or a special meeting of Members, as the case may be;
- (9) ~~(6)~~ **"Person person"** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the capacity of trustee, executor, administrator, or other legal representative; and₇

(10) ~~(7)~~ “~~Special~~special meeting” means a meeting of any class or classes of Members.

2. In this By-law and in all other ~~by-laws~~By-laws of the Association hereafter passed:
- (1) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neuter gender, as the case may be; and
 - (2) the headings used are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-law to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

~~Head~~Registered Office

3. The ~~head~~registered office of the Association shall be in the City of Toronto, in the Province of Ontario and at such ~~place~~address therein as the ~~Association~~Board may from time to time determine in accordance with the Act.

Corporate Seal

4. The Association may have a corporate seal, which shall be adopted and may be changed by the Board.

Execution of Instruments

5. Transfers, assignments, contracts, obligations, certificates and other documents and instruments in writing shall be signed on behalf of the Association by two (2) persons:
- (1) one of whom is the President, Vice-President, or Treasurer; and
 - (2) the other of whom is ~~another Director~~any one of the Directors.

In addition, the Board may from time to time by resolution, direct the manner in which and the person or persons by whom any particular document or instrument or class of documents or instruments may or shall be signed.

Any Director or officer of the Association may sign certificates and similar instruments on the Association’s behalf with respect to any factual matters relating to the Association’s operations, proceedings and affairs, including certificates verifying copies of the ~~by-laws~~By-laws, resolutions and minutes of meetings of the Association.

Execution in Counterpart

6. Any notice, resolution, requisition, statement or other document or instrument required or permitted to be executed by more than one (1) person on behalf of the Association:
 - (1) may be executed in any number of counterparts, and any such document or instrument, when duly executed by all persons required to do so, shall constitute one (1) and the same document or instrument; and
 - (2) will be validly executed, ~~whether~~ if written, stamped, typewritten, printed or by electronic signature and may be evidenced by ~~telegram, telex email,~~ facsimile or any other method of legibly transmitting written messages.

Banking Arrangements

7. The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the ~~Directors~~Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Association's behalf by such one (1) or more Directors or other persons as the ~~Directors~~Board may designate, direct or authorize from time to time by resolution and to the extent thereby provided.

Books and Records

8. The ~~Directors~~Board shall see that all necessary books and records of the Association required by the ~~by-laws~~By-laws of the Association or by any applicable statute or law are regularly and properly kept. The ~~Directors~~Board shall ensure that the Association's accounts and financial transactions are reviewed or audited annually, as may be required or permitted under the Act.
9. Any Member may inspect the books and records of the Association at any reasonable time at the office of the Association.

Financial Year

10. The financial year of the Association shall end on the 31st day of March in each year, or on such other date as the Board may from time to time by resolution determine.

Auditors~~Financial Review~~

11. The Members shall, at each annual meeting, appoint an auditor ~~to audit the accounts,~~ or a person to conduct a review engagement of the Association; ~~provided that the Directors may fill any casual vacancy in the office of the auditor~~

for the next fiscal year, in either case as required or permitted under the Act. If an appointment is not so made, the ~~auditor~~person in office shall continue until a successor is appointed.

Rules and By-laws

12. The Board ~~of Directors~~ may from time to time prescribe such rules and regulations relating to the management and operation of the Association as ~~they deem~~the Board deems expedient, provided such rules and regulations are not inconsistent with ~~these by-laws and have force and effect only until the next annual meeting of Members of the Association when they shall be confirmed. In default of confirmation at the next annual general meeting, the said rules and regulations shall cease to have force and effect.~~the By-laws.
- ~~13. The by-laws of the Association may be amended or repealed by by-law enacted by a two-thirds majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of those Members present and entitled to vote at a meeting of Members duly called for the purposes of considering said by-law.~~

II. MEMBERS

Categories of Membership

13. ~~14.~~ Membership in the Association shall be open to all persons interested in furthering the objects of the Association and whose application for Membership has been approved by the Board further to the classifications set out in the articles, which as at the date of this By-Law consist of the following Membership classifications:
- (1) Regular Members are individuals admitted to the regular Membership. Regular Members are entitled to all the rights and privileges of Membership in the Association.
 - (2) Student Members are individuals who are under 18 years of age and provide valid proof of age, or who are registered in a full-time academic program at a recognized school, university, community college, or other recognized educational institution and provide valid proof of said registration. Student Members are entitled to all the rights and privileges of Membership in the Association.
 - (3) Senior Members are individuals who are 65 years of age and older and provide valid proof of age. Senior Members are entitled to all the rights and privileges of Membership in the Association.
 - (4) Members of an Affiliated Society (as described in paragraph 5) are individuals who are bona fide Members of an Affiliated Society of the

Association and provide valid proof thereof. Members of an Affiliated Society are entitled to all the rights and privileges of Membership in the Association.

- (5) Affiliated Societies are guilds, societies having an independent charter, groups of individuals with a mission or objects similar to those of the Association, or institutions such as a university, school, board of trade, welfare society, business, professional association or similar organization that signifies an intent to forward the objects of the Association, and who pay to the Association an annual fee fixed by the Board. An Affiliated Society shall have two votes at all meetings of Members.
- (6) Honourary Members are ~~persons~~individuals who have rendered outstanding service to the Association. Upon the recommendation of the Board, an ~~honorary~~Honourary Member shall be elected by an affirmative vote of at least two-thirds of those Members present and entitled to vote at a meeting of Members. Honourary Members are entitled to all the rights and privileges of Membership in the Association. ~~Honorary~~Honourary Members shall not be subject to ~~Members'~~Membership fees.
- (7) Outside of Canada Members are Members residing outside ~~the country of~~Canada. Outside of Canada Members are entitled to all the rights and privileges of Membership in the Association.

Interest in Membership

14. ~~15.~~ The interests of ~~all Members~~each Member in the Association are not transferable and lapse and cease to exist upon the resignation or death of ~~a~~such Member, the winding-up of the Association, or otherwise in accordance with ~~these by-laws~~the By-laws or the Act.

Removal

15. ~~16.~~ Any Member who fails to comply with the objects, purposes, By-laws, rules or regulations of the Association or who acts in a manner detrimental to the Association may be expelled ~~by a two-thirds majority vote of the Board, subject to a right of appeal to the Board and to the Membership~~as permitted by and in accordance with the Act.

Resignation

16. ~~17.~~ Any Member may resign in writing, and such resignation shall be effective upon the delivery of the resignation, or a copy thereof, to the Board.

Membership Fees

17. ~~18.~~ Fees shall be payable by all Members to the ~~association~~Association, except Honorary Members. Fees and the privileges of Membership associated with such fees shall be fixed, from time to time, by the Board ~~and approved by the Members~~. No person in arrears shall be entitled to any privileges of Membership in the Association.

III. DIRECTORS

Duties of Directors

18. ~~19.~~ The activities and affairs of the Association shall be managed by ~~at~~the Board ~~of Directors~~ who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the ~~by-laws~~Act, the By-laws or any resolution of the Association ~~or by statute~~not permitted or are expressly directed or required to be done by the Association at a meeting of Members.

Number of Directors

19. ~~20.~~ The Board shall consist of ~~no fewer than five and no more than 21~~Directors. the number or minimum and maximum number of directors as may be specified in the articles from time to time, which at the date of these By-Laws is a minimum of five (5) and a maximum of fifteen (15) Directors. The number of Directors to be elected shall be as determined from time to time by the Board and confirmed by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting of Members duly called for the purpose of determining the number of Directors to be elected to the Board or, if a special resolution empowers the Board to determine the number, the number of Directors to be elected at each meeting shall be as determined by the Board.

Quorum

20. ~~21.~~ A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding vacancies on the Board, ~~a quorum of the remaining~~ Directors may exercise all the powers of the ~~Association~~Board so long as a quorum remains in office.

Election and Term

21. ~~22.~~ Directors shall be eligible for election at ~~the~~each annual general meeting of Members, including for staggered or rolling terms and to hold office for a period of two (2) years from the date of the meeting at which they are elected or appointed until the second annual general meeting at which time they may stand

for ~~re-election~~ re-election or retire. Directors may be elected for staggered or rolling terms of two (2) years from the date they are elected.

22. ~~23.~~ The election of a Director ~~shall be by a show of hands, Yay or Nay by electronic means or by~~ by the Members at a meeting shall be by a resolution of the Members approved by show of hands or by an expression of yay or nay, including expressed by electronic means, unless a ballot be demanded by any Member.

Qualifications

23. ~~24.~~ ~~No~~ In addition to the other qualifications required under the Act, no person shall be qualified as a Director unless he or she shall be eighteen or more years of age and a Member in good standing of the Association.

Vacation of Office

24. ~~25.~~ The office of a Director shall be vacated if ~~immediately:~~
- ~~(1) a receiving order is made against the Director or if the Director makes an assignment under the Bankruptcy Act;~~
 - ~~(2) the Director is found to be a mentally incompetent person or becomes of unsound mind and has been so found by a court in Canada or elsewhere;~~
 - (1) ~~(3)~~ if the Director ~~resigns office~~ resigns office by written notice ~~in writing~~ to the Association ~~resigns office~~, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later; ~~or~~
 - (2) if the Director dies or becomes bankrupt;
 - (3) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
 - (4) if the Director ~~dies~~ is removed pursuant to Section 26.

Removal

25. ~~26.~~ The Members may at a meeting of Members duly called for the purpose, by a resolution passed by an affirmative vote of at least ~~two-thirds~~ a majority of those Members present and entitled to vote at the meeting ~~of Members duly called for the purpose~~, remove any Director before the expiry date of his or her term of office ~~and may, by a majority vote, elect any Member in his stead for the remainder of his term, or the vacancy may be filled by resolution of the Board if the remaining Directors constitute a quorum.~~

Action by the Authority

~~27. The Association shall exercise its powers by or pursuant to by laws or resolutions either passed at a meeting of the Board at which a quorum is present or consented to by the signatures of all the Directors then in office if constituting a quorum.~~

Filling Vacancies

26. A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (1) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a resolution passed by an affirmative vote of at least a majority of those Members present and entitled to vote at the meeting;
- (2) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (3) a quorum of Directors may fill a vacancy among the Directors.

Action in Writing

27. ~~28.~~ A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board. Such resolution may be in counterparts, each signed by one or more Directors. **[NTD: email consent?]**

Meeting by Communication Facilities

28. ~~29.~~ Any if all of the Directors of the Association consent, a Director may participate in a meeting of the Board by means of such telephone or of a committee of Directors by telephonic, electronic, or other communication facilities as permit all persons participating in the meeting technological means that permits all participants to communicate adequately with each other, if all the Directors during the meeting. A Director participating by such means is deemed to be present at or participating in the that meeting consent or have consented to the holding of meetings in such manner. The Secretary of the Association shall ensure that each particular meeting is handled in a secure fashion. Each vote cast by a Director participating by electronic means shall be recorded in the

minutes by the Secretary of the Association. The Board may determine that the meeting be held entirely by telephonic, electronic, or other technological means.

Regular Meetings

29. ~~30. Meetings~~ Regular meetings of the Board shall be held at least four times annually. The Directors may designate a day or days in any month or months for regular meetings of the ~~Directors~~ Board at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of regular meetings shall be sent to each Director immediately after being passed, but no other notice shall be required for any such meeting, provided that notice of any such resolution is received least fourteen days prior to any such meeting or meetings. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Place of Meetings

- ~~31. Meetings of the Board may be held at the head office of the Association, by electronic means or at any other place in the Province of Ontario that is consented to by the Directors.~~

Calling of Additional Meetings

30. ~~32.~~ Meetings of the Board in addition to regular meetings shall be held from time to time at such place, on such day and at such time as the President or any five (5) Directors may determine.

Notice of Meetings

31. ~~33.~~ Notice of the time and place of every additional meeting of the Board shall be given to each Director not less than fourteen (14) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice or otherwise signify their consent to such a meeting being held. Providing a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

Conduct of Meetings

32. ~~34.~~ The conduct of all meetings of the Board and all meetings of committees of the Board shall be governed by generally accepted practices as in Robert's Rules of Order Newly Revised.
33. ~~35.~~ The President, or in his or her absence the Vice-President, shall be chair at any meeting of the Board; and if no such officer is present the Directors present shall choose one of their number to be chair.

Votes to Govern

34. ~~36.~~ At all meetings of the Board at which a quorum is present, ~~any question~~ all questions shall be decided by the Directors present. Each Director is authorized to exercise one (1) vote. Any question arising at a meeting of the Board shall be decided by a majority vote, except for those designated in these ~~by laws and Robert's Rules of Order, on a~~ By-laws as requiring a greater vote, by a resolution of the Directors approved by show of hands or ~~Yay or Nay~~ expression of yay or nay, including expressed by electronic means, unless a ballot is requested by any Director. In the case of an equality of votes, the chair of the meeting shall be entitled to a second, or casting vote.

Ex-Officio Members of the Board

35. ~~37.~~ The Board may from time to time appoint ex-officio Members to the Board, but such Members shall have no vote nor shall they be counted for the purpose of a quorum. They will have all other rights and privileges of a Director.

Committees

36. ~~38.~~ The ~~Directors~~ Board may from time to time establish and appoint from the Directors and Members any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the ~~Directors~~ Board shall see fit except those powers set out in the Act that are not permitted to be delegated to a committee. Any such committee may fix its quorum, provided that such quorum shall not be less than a majority of its ~~Members~~ members, and, subject to section 33, may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may dissolve any committee of remove any committee Member at any time. The President shall be ex-officio Member of all committees.

Executive Committee

37. ~~39.~~ The Board may from time to time appoint from their number an executive committee to oversee the day-to-day business of the Association. The executive committee shall consist of the President, who will act as chair, the Vice-President, Treasurer, Secretary and such other Directors as the President sees fit to appoint.

Powers

38. ~~40.~~ The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association. The Board, from time to time, may delegate by resolution to a Director the right to employ and pay salaries to employees.

39. ~~41.~~ The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such employment.
40. ~~42.~~ The Board shall take such steps as it may deem ~~requisite~~necessary to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.
41. ~~43.~~ From time to time, the Board may vary, limit, or add to the powers and duties of any Director or officer.
42. ~~44.~~ The Board shall have the power, from time to time, to appoint agents or attorneys for the Association in or out of Canada with such powers of management or otherwise, including the power to sub-delegate, as may be thought fit.
43. ~~45.~~ The Board may require the officers, employees and agents of the Association, as it may deem advisable, to furnish bonds for the faithful discharge of their duties, in such form and with such surety as ~~it~~the Board may, from time to time, prescribe.

Validity of Acts

44. ~~46.~~ The acts of a Director or of an officer of the Association shall be valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

IV. REMUNERATION

45. ~~47.~~ The Directors shall receive no compensation either directly or indirectly for acting as such and shall not receive either directly or indirectly any profit from their office. ~~The~~ subject to the following:
- (1) Directors ~~shall be paid~~may be reimbursed for their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board, meetings of Members, or in the performance of the business of the Association previously authorized by the Board. ~~No~~Subject to the provisions of the Act, no confirmation by the Members of any such payment shall be required.;
 - (2) Subject to the provisions of the Act and the law applicable to charitable corporations, Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- (1) considered reasonable by the Board;
 - (2) approved by the Board for payment by resolution passed before such payment is made; and
 - (3) in compliance with the conflict of interest provisions of the Act.
- (3) For greater certainty, no Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Association if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

V. OFFICERS

46. The Board shall appoint from among the Directors a President and a Chair and may appoint the other officers set out below.

President and Chair

47. ~~48.~~ The President shall have the general direction and management, subject to the authority of the Board, of the business and affairs of the Association, and the power to appoint and remove all employees and agents of the Association not elected or appointed by the Board, and to settle the terms of their employment and remuneration. The President shall, unless otherwise determined by the Board, also be the Chair of the Association and shall chair and preside at all meetings of Members, meetings of the Board and executive meetings of the Association and shall be ex-officio Member of all committees. He or she shall have such other powers and duties as required under the Act, or as the Board may ~~prescribe~~ determine from time to time.

Past President

48. ~~49.~~ The Past President shall be a full member of the Board of Directors, able to vote and eligible to count towards quorum of directors, for the term of the President who succeeds him. ~~He~~ or her. The Past President shall perform such duties as the Board may prescribe.

Vice-President

49. ~~50.~~ During the absence or disability of the President, his or her duties shall be performed, and his or her powers exercised by the Vice-President or if there are more than one, by the Vice-Presidents in order of rank of position. A Vice-President shall have such other powers and duties as the Board may prescribe.

Treasurer

50. ~~51.~~ The Treasurer shall have custody of the Association's funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association and in such depositories as may be designed by the Board from time to time. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and to the Board at regular ~~meeting~~meetings of the Board, or whenever they may require it, an account of all transactions and an opinion of the financial position of the Association.

Secretary

51. ~~52.~~ The Secretary shall either attend and be the Secretary of all meetings of Members and the Board or shall ensure that a recorder, approved by the ~~Directors~~Board, is present at all such meetings, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings thereat. The Secretary shall give, as when instructed, all notices of meetings to Members and Directors. The Secretary shall be the custodian of the corporate records, documents and other instruments belonging to the Association except when some other officer or agent has been appointed for that purpose. The Secretary shall perform such other duties as the Board or President may prescribe.

Other Officers

52. The Directors may from time to time appoint such other officers as they shall deem necessary. The duties of all officers of the Association shall be such as the terms of their engagement call for or as may from time to time be prescribed by the Act, these By-laws or by the Board. All officers of the Association shall be subject to removal by resolution of the Directors at any time, with or without cause.

Chair of Standing Committees

53. The chair of each standing committee shall:
- (1) ~~Direct~~direct the work of his or her committee as prescribed by the Board.;
 - (2) ~~Submit~~submit plans of the committees' work to the Board or the Executive Committee for approval;
 - (3) ~~Not~~not undertake any work of the standing committee without the approval of the Board or Executive Committee. and
 - (4) ~~Report~~report to the Board on a regular basis.

Other Officers

~~54. The Directors may from time to time appoint such other officers as they shall deem necessary. The duties of all other officers of the Association shall be such as the terms of their engagement call for or as may from time to time be prescribed by the Directors. All officers shall be subject to removal by resolution of the Directors at any time, with or without cause.~~

VI. INDEMNIFICATION

Limitation of Liability

Protection of Directors and Officers

54. ~~55.~~ Every Director and officer of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance. ~~Subject to the foregoing and any duties, obligations or responsibilities imposed by statute, no Director or officer of the Association shall be liable for anything done or omitted in good faith in the exercise or the purported exercise of the powers conferred or duties imposed by the by-laws of the Association.~~ No Director, officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (1) complied with the Act and the articles and the By-laws; and
- (2) exercised their powers and discharged their duties in accordance with the Act.

Indemnification

55. ~~56.~~ Subject to the ~~Business Corporations~~ Act, the Association may enter into a contract with any Director or officer of the Association, pursuant to which the Association agrees to indemnify the Director or officer, as the case may be, in the circumstances, subject to the limitations and according to the terms of the

contract, in consideration for the Director's or officer's agreement to serve as a Director or officer of the Association.

Insurance

56. ~~57.~~ Subject to the ~~Business Corporations~~ Act, the Association may purchase and maintain such insurance for the benefit of any Director or officer of the Association as the Board may from time to time determine, save in respect of any liability for which the Act prohibits insurance to be maintained.

VII. CONFLICT OF INTEREST

Directors and Officers

57. ~~58.~~ No Director shall be disqualified ~~by his office~~ from contracting with the Association, nor will any contract or arrangement entered into by or on behalf of the Association with any Director or in which any Director is in any way interested, be liable to be voided nor, subject to the provisions of any applicable law, shall any Director so contracting, or being so interested, be liable to account to the Association or any of its Members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established provided that, in each case, the Director or officer has complied with the provisions of the ~~Letters Patent, this By-law and any~~ Act, the articles, the By-laws and any other applicable laws.

~~59. It shall be the duty of every Director of the Association who is in any way, either directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association to declare such interest to the extent and in the manner and in the time required by any law and to refrain from voting in respect of the contract or arrangement or proposed arrangement or contract.~~

58. Each Director who is a party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

VIII. MEETINGS OF MEMBERS

Annual General Meeting

59. ~~60.~~ The annual general meeting of Members shall be held at the head office of the Association or elsewhere in Ontario, ~~or by electronic means~~ as the Board may determine, including by electronic means not later than September 30 in

each year, or such other date as may be specified by the Board. The annual general meeting shall be for the purpose of receiving reports and statements required to be placed before the annual general meeting by the Act or other applicable law, electing Directors, appointing ~~auditors~~the auditor or person appointed to conduct a review engagement of the Association, as applicable, and for the transaction of such business as may be properly brought before the meeting. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations under the Act before the annual general meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Act.

Calling of Special Meetings

60. ~~61.~~ The Board, the President, any five (5) Directors, or ~~any ten~~ Members who hold at least 10% of the votes that may be cast at the meeting sought to be held shall have the power to call a special meeting of Members at any time. ~~The solely to consider the~~ special meeting will be just for the business of the request proposed and the Members shall ~~have no less than seven days notice be~~ given in the manner hereinafter provided, subject to the Act, no less than ten (10) and not more than fifty (50) days written notice of the special meeting and the notice of such special meeting must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the special meeting. Any special meeting requested by the Members as above provided shall be held within twenty-one (21) days of the request unless the Act provides otherwise.

Notice of Meetings

61. ~~62.~~ Notice of the time and place of each meeting of Members shall be given to each Member in the manner hereinafter provided, subject to the Act, not less than ~~fifteen~~ ten (10) and not more than fifty (50) days before the day on which the meeting is to be held. ~~Notice of a special meeting of Members shall state the general nature of the business to be transacted thereat. The auditors of the association are~~ Each Director and the auditor or person appointed to conduct a review engagement of the Association is entitled to receive all notices and other communications relating to any meeting of Members that a Member is entitled to receive.
62. ~~63.~~ A meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present in person and waive notice of, or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association may transact at a meeting of Members.

Conduct of Meetings

63. ~~64.~~ The conduct of all meetings of Members shall be governed by Robert's Rules of Order, Newly Revised.
64. ~~65.~~ The President, or in his or her absence, the Vice-President, shall be the chair of ~~any~~each meeting of Members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, persons present entitled to vote shall choose one of their number to be chair. If the Secretary of the Association be absent, the chair shall appoint some person, who need not be a Member, to act as Secretary of the meeting.
65. ~~66.~~ The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the ~~auditors of the association~~Directors and the auditor or person appointed to conduct a review engagement of the Association, and other persons who, although not entitled to vote, are entitled or required under ~~provision of any Act or constitution or by law~~the provisions of the Act or of the articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
66. Subject to the provisions of the Act, a meeting of Members may be held entirely by telephonic, electronic or other technological means. Any person entitled to attend a meeting of Members may participate in the meeting by telephonic, electronic or other technological means and a person participating in such a meeting by such means is deemed for the purposes of the Act and these By-laws to be present at the meeting. A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic, electronic or other technological means.

Quorum

- ~~67. A quorum for the transaction of any business at any meeting of Members shall be twenty persons present in person or by proxy and each entitled to vote thereat.~~
67. A quorum for the transaction of any business at any meeting of Members shall be ~~twenty~~twelve (12) persons present in person; or by proxy; ~~or by electronic means~~ and each entitled to vote thereat.

Voting

68. At any meeting of Members, every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Association as a Member of the association entitled to vote. A Member may appoint, using a proxy form provided

by the Association, any other Member to vote on their behalf at any annual or special meeting of Members.

~~69. Members may vote by mail ballot or by electronic means to decide any issue in respect of which they are entitled to vote.~~

69. ~~70.~~ At any meeting of Members, every question shall, unless otherwise required by the ~~constitution or by laws of the association~~ Act, the articles or By-laws of the Association or by law, be determined by the majority of votes duly cast on the question and ~~shall include votes~~ may as hereinafter provided, be carried out by mail ballot ~~or by~~, telephonic, electronic ~~means if such question is to be put to the meeting~~ or other technological means, provided that any requirements under the Act are met.

70. ~~71.~~ Any question at a meeting of Members shall be decided by a resolution of the Members approved by show of hands, ~~Yay or Nay~~ or by an expression of yay or nay, including expressed by electronic means and ~~with the inclusion of~~ including such mail ballots as have been received, unless ~~after a show of hands a poll~~ following such vote by such means, a ballot thereon is required or demanded. Wherever a vote by such means has been taken upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried, or carried by a particular majority or not carried; and entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of number or proportion of the vote recorded in favour or against any resolution or proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon said question.

71. ~~72.~~ In case of an equality of votes at any meeting of Members either upon a show of hands or by an expression of yay or nay, or upon a ~~poll~~ ballot, the chair of the meeting shall be entitled to an additional or casting vote.

Adjournments

72. The chair may, with the majority consent of the Members present at any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

IX. NOTICE

Method of Giving Notice

73. Any ~~written, transmitted or recorded notice, communication or document ("notice") to be given, delivered, served, emailed~~ or sent pursuant to the law or

~~the by-laws of the Association or otherwise to or on a Director, officer or auditor~~ notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be ~~sufficiently given or sent if given or~~ delivered personally, or sent by prepaid mail, ~~prepaid transmission, email or recorded communication, or delivered personally to such persons'~~ facsimile, email or other electronic means to any such Member at the Member's latest address as shown ~~on~~ in the records of the Association; and to such Director at his or her latest address as shown in the records of the Association or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto. A notice shall be deemed to have been received on the date when it is delivered personally or on the fifth day after mailing, or on the date of dispatch ~~of a transmitted or recorded communication~~ by facsimile, email or other electronic means. The Secretary may change or cause to be changed the recorded address of any Director, officer or auditor or the person who has been appointed to conduct a review engagement of the Association in accordance with any information believed by the Secretary to be reliable.

Computation of Time

74. In computing the date when notice must be given under any provision requiring a specified period of days' notice of any meeting or other event, the period of days shall commence on the day following the giving of such notice and shall terminate on the day preceding the date of the meeting or other event.

Omissions and Errors

75. The accidental omission to give or send any notice to any Member, Director, officer or auditor or the person who has been appointed to conduct a review engagement of the Association or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any resolution passed or action taken at any meeting held pursuant to such notice or otherwise based thereon.

Waiver of Notice

76. Any Director, officer or auditor or the person who has been appointed to conduct a review engagement of the Association may at any time waive the giving or sending of any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the law or the ~~by-laws~~ By-laws or otherwise and such waiver or abridgement shall cure any default in the giving or sending or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing. Attendance of a Director at a meeting of the Board

or committee of the Board, or attendance of a Member at a meeting of Members or any other person entitled to attend a meeting is a waiver of notice of the meeting except where such Director, Member or other person, as the case may be, attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Adoption and Amendment of By-laws

- 77. The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

- 78. Upon passing of this amended By-law, the existing **By-law and any and all** previous forms of By-laws of the Association, are superseded and are of no further effect.

The undersigned being the President and Secretary **of the Association, by their** signatures below, evidence that the Board approved and the **Members of the Association** confirmed this amended By-law and it is hereby made a By-law of the Association.

Enacted _____, 2024

President

Secretary

Summary report:	
Litera Compare for Word 11.3.1.3 Document comparison done on 9/9/2024 2:34:37 PM	
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Changes:	
Add	358
Delete	249
Move From	61
Move To	61
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
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