

GENERAL OPERATING BY-LAW NO. 11

A By-law relating generally to the transaction of the affairs of

ORANGEVILLE TENNIS CLUB (a Ontario Corporation)

hereinafter referred to as the “Corporation”.

WHEREAS the Corporation was incorporated by Letters Patent granted by the Province of Ontario on the 6th day of October, 1977, dissolved on September 3, 1994, and subsequently revived by a Revival Order dated August 3, 1999;

AND WHEREAS the current General Operating By-law No. 10 was enacted on the 18th day of November, 1997;

AND WHEREAS it is determined necessary to replace General Operating By-law No. 10 with the General Operating By-law herein.

NOW THEREFORE BE IT ENACTED that the following By-law be adopted as the General Operating By-law of the **Orangeville Tennis Club** (the “Corporation”).

1. DEFINITIONS

1.01 In this General Operating By-law and in all other By-laws and Resolutions of the Corporation, unless the context otherwise requires, the following definitions shall apply, with the defined words and phrases being capitalized in this General Operating By-law for ease of reference:

- (a) "Act" means the Ontario *Corporations Act*, R.S.O. 1990, Ch. C.38, as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) “Adult Member” means an Adult Member of the Corporation as defined in this General Operating By-law
- (c) “Agent” means any Person who performs services on behalf of the Corporation and receives remuneration for such services;
- (d) “Auditor” means the Person, corporation, partnership, joint venture, unincorporated association or other form of business organization appointed by the Membership to audit the financial statements of the Corporation in accordance with the Act and this General Operating By-law;

- (e) "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation;
- (f) "By-law" or "By-laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect, including the General Operating By-law herein;
- (g) "Committee" means a Committee or Committees of the Corporation as defined in this General Operating By-law;
- (h) "Constitution" means the Letters Patent, General Operating By-law, By-laws, and any Policy Statements, Rules, Regulations or Guidelines adopted by the Corporation from time to time;
- (i) "Corporation" means the legal entity incorporated as a corporation without share capital under the Act under the name "Orangeville Tennis Club" by Letters Patent issued by the Province of Ontario on the 6th day of October, 1977, which was dissolved on the 3rd day of September, 1994, and subsequently revived on the 3rd day of August, 1999, or its successor corporation, through which its Members, Employees, Volunteers and Agents collectively pursue the Objects of the Corporation;
- (j) "Director" means a member of the Board of Directors;
- (k) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (l) "Employee", "Employees", or "Employees of the Corporation" means all full-time and part-time Employees of the Corporation and all contract for service providers who are deemed to be employees for purposes of the *Income Tax Act*, where applicable;
- (m) "Fiscal Year" means the Fiscal Year for the Corporation commencing on the 1st day of November and ending on the 31st day of October in the same calendar year;
- (n) "General Operating By-law" means this By-law and any other By-laws of the Corporation intended to amend or replace the General Operating By-law herein;
- (o) "Junior Member" means a Junior Member of the Corporation as defined in this General Operating By-law;
- (p) "Letters Patent" means the Letters Patent incorporating the Corporation, as amended and supplemented from time to time by Supplementary Letters Patent;
- (q) "Meeting of Members", "Membership Meeting" or "Members Meeting" includes any annual Meeting of Members or special Meeting of Members;

- (r) "Member" means either an Adult Member or Junior Member of the Corporation, but where this General Operating By-law contemplates Members exercising a right to vote, then such reference shall be deemed to be restricted to Adult Members and Junior Members eighteen years of age or older as of December 31st of the current fiscal year in which such a vote is taken;
- (s) "Members" or "Membership" means the collective Membership of the Corporation;
- (t) "Objects" means the Objects of the Corporation contained in the Letters Patent, as amended and supplemented from time to time by Supplementary Letters Patent;
- (u) "Officer" means an Officer of the Corporation as defined in this General Operating By-law;
- (v) "Person" means an individual Person, but does not include corporations, partnerships, trusts or unincorporated organizations;
- (w) "Policy Statements" means any Policy Statements adopted pursuant to this General Operating By-law as part of the Constitution from time to time in pursuance of the Objects of the Corporation;
- (x) "Resolution" means a motion or resolution passed by either the Directors, a Committee or the Members by a majority vote of fifty percent (50%) plus one (1) of those Directors, Committee Members or Members who are present or represented by proxy, unless the Act or this General Operating By-law otherwise require;
- (y) "Rules, Regulations and Guidelines" means any Rules, Regulations and Guidelines adopted pursuant to this General Operating By-law from time to time concerning the management and operations of the Corporation; and
- (z) "Volunteer" means any Person who performs services on behalf of the Corporation without receiving remuneration other than repayment of out of pocket expenses.

2. FUNDAMENTAL TERMS AND INTERPRETATIONS

- 2.01 Objects - This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent of the Corporation, which Objects for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.
- 2.02 Interpretation - In this General Operating By-law and all other By-laws and Resolutions of the Corporation, unless the context otherwise requires, the following interpretations shall apply:
 - (a) Words importing the singular number include the plural and vice versa;
 - (b) Words importing the masculine gender include the feminine and neuter genders; and

- (c) Words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

2.03 Headings - Headings used in this General Operating By-law of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

3. DEFINITION OF AND ADMISSION TO MEMBERSHIP

3.01 Definition of Membership - Membership in the Corporation shall consist only of those Persons recorded as Members of the Corporation as of the date of passing of this General Operating By-law. Thereafter, Membership in the Corporation shall consist of those Persons who are interested in and committed to furthering the Objects of the Corporation, as set out in the Letters Patent, and with the general provisions of the Corporation as set out in the Bylaws herein, as amended from time to time, and who have evidenced their interest in furthering the Objects of the Corporation by contributing, either directly or indirectly, an annual Membership fee to the Corporation.

3.02 Membership Classes – The Corporation shall have the following Membership classes:

- (a) Adult Members – consisting of those Members who are 18 years of age or older as of December 31st of the current Fiscal Year;
- (b) Junior Members – consisting of those Members who are under 18 years of age or who are full-time post-secondary students as of December 31st of the current Fiscal Year; and

3.03 Admission to Membership – A Membership application shall be signed and submitted to the Board by all applicants. All applicants for Membership shall consider their applications approved by the Board unless advised otherwise by registered mail. An application for Membership can be declined by a two-thirds (2/3rds) Resolution of the Board.

3.04 Honourary Membership – An Honourary Membership may be awarded to Persons in exceptional circumstances and on such terms as are determined by the Board of Directors from time to time.

3.05 Membership Record - A record of Members of the Corporation shall be kept by the Director appointed to perform such duty by a Resolution of the Board of Directors.

4. DUTIES AND RIGHTS OF MEMBERSHIP

4.01 Duties and Rights of Membership - Membership in the Corporation shall carry the following duties and rights:

- (a) the duty to further the Objects of the Corporation;
- (b) the duty to respect and submit to the procedures of the Corporation as expressed in its Constitution;
- (c) the right to receive notice of, attend, speak and participate at all Meetings of Members; and
- (d) the right to a single vote either in person or by proxy at all Meetings of Members,

provided such Member is at least 18 years of age as of December 31st of the current Fiscal Year.

4.02 Membership Non-Transferable - Membership in the Corporation is non-transferable.

5. **MEMBERSHIP FEE AND TERM**

5.01 Annual Membership Fee – The annual Membership fee required to be paid for a Person to become an Member shall be deemed to have been received by the Corporation upon the delivery, pre-paid post-marked mailing, or the sending of the facsimile transfer of cash, cheque, money order, certified cheque, credit card payment or electronic transfer of monies, if available, for the requisite amount of the applicable Membership fee, whether or not such Membership fee is a monetary donation or designated as an Membership fee (excluding gifts in kind) made payable to the Corporation.

5.02 Determination of Membership Fee – The Board shall set the annual Membership fees in its sole discretion prior to the 1st day of April in each calendar year. The determination of whether a Person contributes the requisite Membership fee to become a Member shall be made in the sole discretion of the Director appointed to perform such duty by a Resolution of the Board of Directors.

5.03 Term of Membership – Membership in the Corporation shall be in effect from the 1st day of April in any calendar year and shall continue until the 31st day of March in the next calendar year.

6. RESIGNATION AND TERMINATION OF MEMBERSHIP

6.01 Resignation of Membership - Members may resign at any time from Membership in the Corporation by delivering a written notification of their resignation to any Executive Committee Member of the Corporation, which resignation shall become effective immediately. The Corporation shall not be required to return any Membership fees paid by a Member who has resigned.

6.02 Termination of Membership - Membership in the Corporation shall automatically terminate upon occurrence of any of the following:

- (a) a Member resigns in writing;
- (b) a Member fails to maintain all of the requirements contained in the definition of Membership set out in Section 3.01 as determined in the sole discretion of the Board by a two-thirds (2/3rds) Resolution;
- (c) a Member conducts himself in an manner that is prejudicial to the best interests of the Corporation or evidences an unwillingness to either comply with, adhere to or submit to the authority set out in the Constitution as determined in the sole discretion of the Board by a two-thirds (2/3rds) Resolution, provided that such Member is first offered an opportunity to be heard;
- (d) at a Meeting of Members of the Corporation called for that purpose, a seventy-five percent (75%) Resolution is adopted by the Members that such Member be removed

- as a Member of the Corporation with or without cause, provided that such Member is first offered an opportunity to be heard; or
- (e) on the death of the Member.

- 6.03 Notification of Removal – Where a Member is removed from Membership in the Corporation, the Secretary shall notify the Member in writing of such removal without further explanation.
- 6.04 Deemed Co-ordinated Resignations - If a Member resigns or is removed from Membership in the Corporation and holds a position as either a Director or Officer of the Corporation, that Member shall be deemed to have immediately resigned from his position as either or both a Director and Officer of the Corporation.

7. MEMBERSHIP MEETINGS

- 7.01 Annual Meeting - There shall be an annual Meeting of Members of the Corporation at such time and place in as determined by the Board of Directors, provided that the annual Meeting of Members shall be held within fifteen (15) months after the holding of the last annual Meeting of Members and no later than December 1st of each year.
- 7.02 Business of Annual Meeting - The annual Meeting of Members shall be held to transact such business as is required by the Act and as determined by the Board from time to time, but at a minimum shall be held to do the following:
- (a) to receive a report or reports from the Board;
 - (b) to receive a report from the Auditor on the financial statements for the Corporation in accordance with the Act;
 - (c) to elect Directors as required;
 - (d) to appoint an Auditor for the current Fiscal Year and to fix or authorize the Board to fix remuneration for the Auditor;
 - (e) to approve past actions of the Directors and Officers; and
 - (f) to transact any other business properly brought before the meeting.
- 7.03 Special Meetings - The Board may at any time call a special Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The Board shall be required to call a special Meeting of Members to approve by Resolution any expenditure by the Corporation over \$2,500. A special Meeting of Members may also be called by the written request of at least one-tenth (1/10) of the total number of Members entitled to vote. Notice of such special Meeting of Members shall be sent by the President within thirty (30) days of the receipt of such written request.
- 7.04 Notice of Meetings - Notice of any annual or special Meeting of Members shall be provided to Members by mail sent to each Member to the address shown on the books of the Corporation not less than fourteen (14) days before the Meeting of Members is to take place. Such Notice shall include the date, time, place and purpose of the Meeting of Members and shall contain sufficient information to permit the Members to make a reasonable judgment on the decision to be taken. Notice of each Meeting of Members must remind Members that

they have the right to vote by proxy.

- 7.05 Waiver of Notice - A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.
- 7.06 Omission of Notice - The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such Meeting of Members or the non-receipt of any notice by any Member or by the Auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects in writing to the President of such omission or irregularity within thirty (30) days after the date of such meeting.
- 7.07 Quorum - A quorum for any annual or special Meeting of Members shall be constituted by the presence of five percent (5%) of the Members of the Corporation. No business shall be transacted in any Membership Meeting unless the requisite quorum is present at the commencement of business. If a quorum is not present at the time appointed for a Meeting of Members within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place subject to the notice requirement in Section 7.04 and may not transact any other business, otherwise the Membership Meeting shall be at an end. Only those Members present in person shall be counted in determining whether or not a quorum is present.
- 7.08 Chair of Members Meetings - The Chair of Members Meetings shall be the President. If the President is absent or unable to act, then the Vice-President shall act as the President of Members Meetings and if the President and the Vice-President are absent or unable to act, then a Director appointed by the Board by Resolution shall act as Chair of Members Meetings.
- 7.09 Voting Rights of Members and Casting Vote of President - All Members shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. Unless otherwise required by the provisions of the Act or this General Operating By-law, all questions proposed for consideration at a Meeting of Members shall be determined by a Resolution of the Members. In the case of equality of votes, the President presiding at the meeting has a casting vote.
- 7.10 Voting Procedure - At all Meetings of Members, every question shall be decided by a show of hands, unless a secret ballot on the question is required by the President or requested by any Member. Whenever a vote by a show of hands has been taken upon a question, a declaration by the President that a Resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted.

- 7.11 Secret Ballot - If, at any meeting, a secret ballot is requested, it shall be taken in the manner as the President directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking.
- 7.12 Voting Rights and Proxies - Votes at Meetings of Members may be given either personally or by proxy, provided that the proxy appointed is a Member and represents no more than one other Member at such meeting. At every meeting at which a Member is entitled to vote, every Member and/or Person present and appointed by proxy to represent one Member shall have one vote for each Member present or represented by proxy. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

The undersigned Member of ORANGEVILLE TENNIS CLUB hereby appoints _____, or failing the Person appointed above, _____ as the proxy of the undersigned to attend and act at the Meeting of the Members of the said Club to be held on the _____ day of _____, [year], and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, [year]

Signature of Member

- 7.13 Procedural Code - The rules of procedures for Members Meetings, as well as Board meetings and all Committee meetings shall follow the *Sturgis - The Standard Code of Parliamentary Procedure*, by the most current edition, except where varied by the General Operating By-law.
- 7.14 Minutes - Minutes shall be kept at all meetings of the Members and signed by the Chair and the Secretary.
- 7.15 Adjournments - Subject to other provisions of this General Operating By-law, any Meeting of Members may be adjourned to any time and from time to time by the President with the consent of the meeting and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling the same, provided that no notice of such adjournment need to be given to the Members.

8. ESTABLISHMENT OF THE BOARD OF DIRECTORS

- 8.01 Number of Directors - The affairs, business and property of the Corporation shall be managed by a Board of ten (10) Directors, which shall consist of nine (9) Members of the Corporation who fulfill all of the qualifications to be a Director set out in Section 7.02 and are elected by the Members at the annual Meeting of Members, and the Past President. The

number of Directors can be increased or decreased by a two thirds (2/3rds) Resolution of the Members at the annual Meeting of Members each year.

- 8.02 Qualifications for Directors - The qualifications to be a Director of the Corporation shall include all of the following:
- (a) the Person shall at the time of his election, or within 10 days thereafter, be an adult Member of the Corporation in good standing and have power under law to contract;
 - (b) the Person must not be an undischarged bankrupt or become one at any time during his term as a Director; and
 - (c) the Person must not be a mentally incompetent person or become a mentally incompetent person at any time during his term as a Director.

9. ELECTION, COMPOSITION AND TERM OF BOARD OF DIRECTORS

- 9.01 Election of Directors - The Board of Directors shall be elected at the annual Meeting of Members by the Members from Persons who are Members or who become Members of the Corporation within ten (10) days of the date of their election.
- 9.02 Areas of Responsibility – By virtue of being elected to the Board of Directors, each Director shall also be elected or appointed from amongst the Board of Directors to the one or more of the following functions
- (a) an Officer position in accordance with the terms of this General Operating By-law; and/or
 - (b) oversight of any one of the following areas within the Corporation: membership, social, tournaments, juniors or court maintenance, as determined by a Resolution of the Board of Directors from time to time, provided that the Director holding the Officer position of Treasurer may not also serve as the Director overseeing membership.
- 9.03 Term for Director - Each Director shall be elected for a term of one (1) year.
- 9.04 No Maximum Term for Director - There is no maximum term of office for a Director and as such, a Director will be eligible for re-election to the Board at the end of his term on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director in Section 8.02.

10. RESIGNATION AND REMOVAL OF DIRECTOR

- 10.01 Resignation of Director - If for any reason a Director chooses to resign, a letter of resignation shall be directed to the President of the Board, who in turn shall call it to the attention of the Board of Directors. The Board shall then have the power to accept such resignation between Meetings of Members.
- 10.02 Removal of a Director - The position of a Director shall be automatically vacated if any of the following occurs:

- (a) a Director resigns in accordance with Section 10.01;
- (b) a Director no longer fulfils all of the qualifications to be a Director in Section 8.02, as determined in the sole discretion of the Board by a two-thirds (2/3rds) Resolution;
- (c) if a Director becomes bankrupt;
- (d) if a Director is no longer a Member of the Corporation;
- (e) if at a Meeting of Members of the Corporation called for that purpose, the Members determine by a seventy-five percent (75%) Resolution that a Director be removed from office with or without cause, provided that such Director is first offered an opportunity to be heard;
- (f) a Director becomes prohibited from being a Director by reason of any order made under the Act; and
- (g) upon the death of a Director.

10.03 Written Notification of Removal of an Director - When a Director is deemed to have automatically resigned in accordance with Section 10.02, the Corporation shall not be required to take any further action other than the sending of written notification to the Director that he is no longer a Director effective as of a certain date as determined by the Board.

10.04 Deemed Co-ordinated Resignation - Where a Director Resigns or where a Director is removed as a Director pursuant to Section 10.02, then such Person shall be deemed to have also automatically resigned as an Officer and/or Committee member, as applicable.

11. FILLING VACANCIES OF DIRECTORS

11.01 Filling Vacancies - So long as a quorum of Directors remains in office, any vacancy occurring on the Board shall, as much as possible, be filled for its unexpired term within one hundred and eighty (180) days from the date on which the Board declares the seat vacant either:

- (a) by election if an annual Meeting of Members falls within the one hundred and eighty (180) day period; or
- (b) where no annual Meeting of Members falls within the one hundred and eighty (180) day period, by having those Directors remaining in office designate a suitable Person from among the Members to fill the vacancies for the unexpired term, provided that such Person fulfils all the qualifications to be a Director as set out in Section 7.02.

11.02 Continuation of Director's Powers - Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. If no quorum of Directors remains in office, the remaining Directors shall forthwith call a special Meeting of Members to fill the vacancies for the unexpired terms.

12. AUTHORITY OF THE BOARD OF DIRECTORS

12.01 The Board shall govern, administer, manage and control the affairs, activities, business and property of the Corporation.

13. BOARD REPORT

- 13.01 The Board shall, through the President of the Board, report to the Membership at the annual Membership Meeting. At the said meeting, the President of the Board shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board.

14. NO REMUNERATION OF DIRECTORS

- 14.01 The Members of the Board shall serve as such without remuneration and no Member of the Board shall directly or indirectly receive any profit from his position as such.

15. CONFLICT OF INTEREST

- 15.01 Disclosure - Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation shall declare their interest therein at the first opportunity at a meeting of the Board.
- 15.02 Material Interest – Notwithstanding Section 15.01, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Corporation unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of directors as fiduciaries and the provisions of the *Corporations Act*, R.S.O. 1990, c. C.38, and in particular section 71 thereof, as amended from time to time.
- 15.03 Procedure Where Disclosure - The President of the Board shall request any Member of the Board who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Corporation to absent herself or himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

16. BOARD OF DIRECTORS MEETINGS

- 16.01 Regular Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the President of the Board or approved by the Board, but not less than three (3) times per year.
- 16.02 Special Meetings - Special meetings of the Board may be called by the President or the Vice-President, or by the Secretary on advice of the President or Vice-President, or upon written request of any two (2) Directors to the President or Secretary who shall then give

notice of a special meeting of the Board to each Director.

16.03 Notice of Meetings - Notice of any regular or special meetings of the Board shall be provided to Directors by any of the following means:

- (a) by mail sent to each Director not less than ten (10) days before the Board meeting is to take place;
- (b) by electronic notice including facsimile transfer or e-mail, sent to each Director not less than four (4) days before the Board meeting is to take place;
- (c) by personal service to each Director not less than two (2) days before the Board meeting is to take place; or
- (d) in the event of an emergency, as determined by the President, or in his absence by the Vice-President, by telephone notice to each Director not less than twenty-four (24) hours before the Board meeting is to take place.

The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named, and with regard to such meeting, no notice needs to be given. A Directors' meeting may be held without notice immediately following the annual Meeting of Members.

16.04 Waiver of Notice - Whenever any notice of the meetings of the Board of Directors is required to be given under the provisions of the Act, or by these By-laws, a waiver thereof in writing signed by the Person or Persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a Person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

16.05 Omission of Notice - The accidental omission to give notice of any meeting of the Board or any irregularity in the notice of any such meeting of the Board or the non-receipt of any notice by any Member or by the Auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any meeting of the Board, provided that no Director objects in writing to the President of such omission or irregularity within thirty (30) days of the relevant meeting.

16.06 Quorum - A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors. Any vacancies in the office of Director shall be included in the requisite number of Directors when determining whether a quorum exists. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

16.08 Chair of the Board - The Chair of Board Meetings shall be the President. If the Chair is absent or unable to act, then the Vice-President shall act as the Chair of Board Meetings and if the President and the Vice-President are absent or unable to act, then a Director appointed by the Board by Resolution shall act as Chair of Board Meetings.

- 16.09 Voting Rights - All Directors shall have one (1) vote on every question put to the meeting. All questions arising at any meeting of Directors shall be decided by a Resolution of the Directors present and voting, unless the Act or the By-laws otherwise provide. A Director shall be considered to be present at a meeting of Directors if such Director attends the meeting of Directors in person, by telephone conference call or by electronic means. In the case of an equality of votes, the President of the Board shall have the casting vote.
- 16.10 Voting Procedures - At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the President of the Board or requested by any Director. When a recorded vote on the question is required by the Chair of the Board or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the Chair of the Board that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution.
- 16.11 Minutes - Minutes shall be kept at all meetings of the Board and signed by the Chair of the Board and the Secretary.
- 16.12 Meetings by Telephone or Electronic Means - If a majority of the Directors consent, either at a Board meeting by Resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held by telephone conference call or by other electronic means that permits each Member to communicate adequately with each other, provided that:
- (a) the Board of Directors has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - (b) each Director has equal access to the specific means of communication to be used; and
 - (c) each Director has consented in advance to meeting by telephone or electronic means using the specific means of communication proposed for the meeting of Directors.
- 16.13 Confidentiality - Every Director, as well as every Officer, Committee Member, Employee or Volunteer shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such Person in the activities of the Corporation.

17. OFFICER POSITIONS

- 17.01 Mandatory Officers - The Officers of the Corporation shall include:
- (a) a President ;
 - (b) a Vice-President;

- (c) a Secretary;
- (d) a Treasurer;
- (e) the Past President.

17.02 Other Officers - The Board may appoint such other Officers as it determines appropriate, together with the duties of such Officers.

18. DEFINITION OF OFFICERS

18.01 President - The duties of the President shall be as follows:

- (a) to call meetings of the Board of Directors and Members;
- (b) to preside at all such meetings as Chair;
- (c) to prepare the agenda for all meetings of the Board of Directors and Members;
- (d) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
- (e) to have the second or casting vote in the event of an equality of votes on a matter being decided by either the Board of Directors or the Members.

18.02 Vice-President - The duties of the Vice-President shall be as follows:

- (a) if the President is not able to function in such position, then the President shall be replaced by the Vice-President of the Board, who shall exercise all the authority and comply with all the obligations of the President; and
- (b) to perform such other duties as may from time to time be determined by the Board or the Membership.

18.03 Secretary - The duties of the Secretary shall be to carry out the affairs of the Corporation generally under the supervision of the officers of the Corporation and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors by Resolution from time to time. He shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by Resolution of the Board of Directors to do so and to such Person or Persons as may be named in the said Resolution. In his absence, the duties of the Secretary shall be performed by such other Director who is temporarily acceptable to the Board of Directors upon a Resolution of the Board.

18.04 Treasurer - The duties of the Treasurer are to oversee and be responsible for the custody of the funds and securities of the Corporation and shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the

funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Board of Directors at regular meetings of the Board of Directors, or whenever they require it, an accounting of all transactions and a statement of financial position of the Corporation. The Treasurer shall not be an Auditor, the Chairperson of the Finance Committee, the Director overseeing Membership, or the spouse of any of the same. He shall carry out such other duties as directed from time to time by the Board of Directors. In his absence, the duties of the Treasurer shall be performed by such Member who is temporarily acceptable to the Board of Directors upon a Resolution of the Board of Directors.

- 18.05 Past President – The duties of the Past President shall be to provide advice to the President on matters affecting the Corporation.

19. QUALIFICATIONS FOR OFFICERS

- 19.01 Qualifications - A Person may be considered for election as an Officer of the Corporation if such Person fulfils all of the following qualifications:

- (a) the Person must be at least eighteen (18) years of age; and
- (b) the Person has subscribed in writing to the Constitution of the Corporation;
- (c) the Person shall be a Director and Member of the Corporation in good standing; and
- (d) the Person shall have served as a Director of the Corporation for at least one (1) year prior to being elected as an Officer;

- 19.02 Multiple Officer Positions - A Person may not hold more than one Officer position at the same time.

20. ELECTION OF OFFICERS AND APPOINTMENT OF PAST PRESIDENT

- 20.01 With the exception of the Past President, the Directors shall elect the Officers amongst themselves at the first meeting of the Board of Directors following the annual Meeting of Members.
- 20.02 Unless otherwise determined by a Resolution of the Board of Directors, the office of Past President shall be automatically filled immediately after the election of a new President by the Person who held the office of President immediately preceding such election. The terms of such office shall be until the next President is elected.

21. DELEGATION OF DUTIES OF OFFICERS

- 21.01 Unless otherwise provided for by the Board of Directors, the Officers of the Corporation shall be responsible for the duties set forth in this By-law but are not necessarily required to perform such duties personally, and as such may delegate to other Persons the performance of any or all of such duties, provided that such Officer remains accountable to the Board in relation to the duties that have been so delegated.

22. TERM AND MAXIMUM TERM OF ELECTED AND APPOINTED OFFICERS

- 22.01 Term of Board Officers - The term of office for all elected Officers is one (1) year and expires at the first Board meeting after the annual Meeting of Members every year.
- 22.02 Maximum Term - No Director may serve as President, Vice-President, Treasurer or Secretary of the Board for more than ten (10) consecutive years in the same Officer position, provided however, that following an absence of at least one (1) year from the same Officer position, the same Director may be re-elected or re-appointed to the same Officer position.
- 22.03 Other Officer Positions – The maximum term of ten (10) years in Section 22.02 shall not preclude a Director from holding another Officer position after the expiry of the maximum term of the first Officer position, provided however that a Director shall not hold more than one Officer position at the same time.

23. RESIGNATION AND REMOVAL OF OFFICERS

- 23.01 Resignation of Officers - If for any reason any Officer chooses to resign from his position, a letter of resignation shall be directed to the President, who in turn shall call it to the attention of the Board of Directors, which resignation shall be deemed to have been accepted as of the effective date stated in the resignation.
- 23.02 Removal of Officers - An Officer shall be deemed to have been automatically removed from his Officer position if any of the following occur:
- (a) the Officer resigns in accordance with Section 23.01;
 - (b) the Officer is no longer a Member of the Corporation;
 - (c) the Officer is no longer a Director of the Corporation;
 - (d) the Officer no longer fills all the qualification requirements to be an Officer in Section 19.01 as determined in the sole discretion of the Board by at least a two third (2/3rds) Resolution;
 - (e) the Board of Directors adopts a Resolution approved by a two third (2/3rds) Resolution to remove a Officer for any reason at a Board meeting duly called for that purpose, provided that such Officer is first offered an opportunity to be heard;
 - (f) if an Officer becomes prohibited from being an Officer by reason of any order made under the Act; or
 - (g) upon the death of an Officer.
- 23.03 Notification of Removal - When an Officer is deemed to have been automatically removed in accordance with the preceding Section 23.02, the Corporation shall not be required to take any further action other than the sending of written notification to the Officer that he is no longer an Officer effective as of a certain date as determined by the Board.

- 23.04 Filling Vacancy of Officers - If the office of any Officer of the Corporation shall be or become vacant by reason of death, resignation, removal, or otherwise, the Board by Resolution may appoint a Person to fill such vacancy for the unexpired term of such Officer position.

24. REMUNERATION OF EMPLOYEES AND AGENTS

- 24.01 The reasonable remuneration and/or allowances of all Employees or Agents of the Corporation shall be determined or fixed by the Board by Resolution, or by a Committee thereof with the approval of the Board by Resolution.

25. EXECUTIVE COMMITTEE AND OTHER COMMITTEES

- 25.01 Establishment of Executive Committee - If deemed necessary, the Board may establish an Executive Committee from time to time composed of the President, the Vice-President(s), Treasurer, and Secretary or Secretary/Treasurer that the Board may elect from time to time.
- 25.02 Duties for the Executive Committee - The Executive Committee shall have the following duties:
- (a) to exercise the full powers of the Board in respect of the management and affairs of the Corporation in between meetings of the Board (save and except only such acts which by law must be performed by the Directors themselves) in all cases in which specific direction has not been given by the Board of Directors;
 - (b) to report all actions and expenditures authorized by the Executive Committee to the Board of Directors at the next meeting of the Board, but such actions and expenditures shall not require the approval or ratification of the Board of Directors;
 - (c) to study, advise and make recommendations to the Board on any matter directed by the Board;
 - (d) to require that membership on such Executive Committee shall be served without remuneration, provided that a Executive Committee member may be paid Reasonable Expenses incurred in the performance of the duties as an Executive Committee Member; and
 - (e) to perform such other duties as may be determined by the Board from time to time.
- 25.03 Term of Membership on Executive Committee - The term of office for members of the Executive Committee shall be the same as their respective terms as Officers.
- 25.04 Other Committees – The Board of Directors may from time to time create and appoint Committees whose members will hold their offices at the discretion of the Board of Directors. The Board of Directors shall determine the purpose, duties and guidelines of such Committees and may fix by resolution any remuneration to be paid. Each Committee will be responsible and accountable to the Board of Directors.

26. PROTECTION AND INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

- 26.01 Protection of Directors, Officers and Others - Except as otherwise provided in the Act, no Director, Officer, Member, Committee Member or Employee shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member or Employee of the Corporation or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's or Committee Member's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.
- 26.02 Indemnity to Directors, Officers and Others - Every Director, Officer, Member, Committee Member, Employee, Volunteer or other Person (with "Person in this Part to include Corporation, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) of the Corporation, and his heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against the following:
- (a) all costs, charges and expenses whatsoever that such Director, Officer, Member, Committee Member, Employee, Volunteer or other Person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer, Member, Committee Member, Employee, Volunteer or other Persons for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
 - (b) all other costs, charges and expenses that the Director, Officer, Member, Committee Member, Employee, Volunteer or other Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.
- 26.03 Indemnity to Others - The Corporation may also indemnify such other Persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this General Operating By-law to the extent permitted by the Act or the law.

PART VII - POLICY STATEMENTS

27. POLICY STATEMENTS

- 27.01 Establishing Policy Statements - In consideration of the ongoing need for the Corporation to provide policies, guidelines and directions to its Directors, Officers, Members, Committee Members, Employees and Volunteers in pursuing the Objects of the Corporation, the Corporation may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board and such Policy Statements upon adoption as set out below shall be deemed to be part of this General Operating By-law and the Constitution.
- 27.02 Adoption of Policy Statements - A Policy Statement may be proposed or amended by the Board or a Committee so charged, but shall not become operative until first approved by a two-thirds (2/3rds) Resolution of the Board and ratified by a two-thirds (2/3rds) Resolution of the Members present at a Meeting of Members duly called for that purpose.

28. RULES, REGULATIONS AND GUIDELINES

- 28.01 The Board of Directors or the Membership may adopt, amend, or repeal by Resolution, Rules, Regulations or Guidelines not inconsistent with this General Operating By-law or the Constitution relating to the management and operation of the Corporation as the Board of Directors or the Membership may deem appropriate from time to time.
- 28.02 Any Rule, Regulation or Guideline adopted by the Board of Directors shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution of the Board of Directors or the Membership, which Membership Resolution, if applicable, shall take priority over any conflicting Resolution of the Board of Directors.

29. WAIVER

- 29.01 Notwithstanding anything else contained herein, Membership, Directorship, Committee Membership, Employment or Volunteerism in the Corporation is given upon the strict understanding that removal of such Person as a Member, Director, Officer, Committee Member or Volunteer in accordance with the Constitution, or any other proceedings contained therein, shall not give such Person any cause for legal action against either the Corporation, the Board of Directors, any Officer, any Member, or Committee Member, Employee or Volunteer and the acceptance of Membership, Directorship, Committee Membership or Volunteerism shall constitute conclusive evidence of a waiver by the Member, Director, Committee Member or Volunteer of all rights of action, causes of action, and all claims and demands against the Corporation, its Members, the Board of Directors, Officers, Committee Members, Employees or Volunteer of the Corporation in relation to any of the actions or proceedings or matters arising out of the Constitution or involving the Constitution in any manner whatsoever, and this provision may be pleaded as a complete estoppel in the event that such action is commenced in violation thereof.

30. FINANCIAL YEAR END

30.01 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be the 31st day of October, in each year.

31. FINANCIAL STATEMENTS

31.01 The Treasurer shall prior to the annual Meeting of Members each year financial statements for the preceding Fiscal Year. The financial statements shall be forwarded to the Board for approval by Resolution prior to the annual Meeting of Members.

31.02 The financial statements should be presented at the annual Meeting of Members for approval by the Members by Resolution.

32. AUDITOR

32.01 The Members of the Corporation shall at its annual meeting appoint an Auditor who shall not be a Member of the Board, an Officer or Employee of the Corporation, or a partner or employee of any such Person and where financially possible, is to be duly licensed under the provisions of the applicable provincial legislation, to hold office as an Auditor until the next annual Meeting of Members of the Corporation.

32.02 The Auditor shall have all the rights and privileges and be subject to the provisions set out in the Act and shall perform the audit function as prescribed for therein.

32.03 In addition to making a report at the annual Meeting of Members of the Corporation, the Auditor shall from time to time report, enter verbally or in writing to the Board of Directors on the audit work with any necessary recommendations.

33. BORROWING

33.01 Borrowing Authority - Subject to the limitations set out in the Act and this By-law, the Board may:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

- 33.02 Authorization - From time to time, the Board may authorize any Director or Officer or other Persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

34. CORPORATE SEAL

- 34.01 The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board from time to time, shall be the seal of the Corporation.

35. EXECUTION OF DOCUMENTS AND CHEQUES

- 35.01 Documents - Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) Officers, Directors or other Persons designated by Resolution of the Board, whether or not a Director or Officer of the Corporation, and all contracts, Documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by Resolution to appoint any two (2) Directors, Officers or other Persons on behalf of the Corporation to specifically sign contracts, Documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid whereby any officer or officers appointed.
- 35.02 Cheques - All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by two (2) Officers or Directors, or other designated Persons, whether or not an Officer or Director of the Corporation, and in such manner as the Board may from time to time determine by Resolution.

36. SECURITIES FOR SAFEKEEPING

- 36.01 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by Resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

37. HEAD OFFICE

37.01 The head office of the Corporation shall be in the Town of Orangeville, in the County of Dufferin, in the Province of Ontario.

38. BOOKS AND RECORDS

38.01 The Board shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

39. NOTICE

39.01 For purpose of sending notice to any Member, Director or Committee Member, the address of the Director, Member or Committee member shall be his last address recorded in the books of the Corporation, or if no address has been given therein, then to the last address as such Director, Member or Committee Member known to the Secretary.

39.02 The signature of any Director or Officer of the Corporation to any notice or Document to be given by the Corporation may be written, stamped, typed written or printed or partly written, stamped, typed written or printed.

39.03 Where a given number of days notice is required to be given under the By-laws and the Act, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days, but shall include the date from which the notice is given.

39.04 The declaration of the Secretary or the President that notice has been given pursuant to this General Operating By-law shall be sufficient and conclusive evidence of the giving of such notice.

40. AMENDMENT OF LETTERS PATENT AND BY-LAWS

40.01 Notwithstanding the Act, the Letters Patent of the Corporation may only be amended by a two-thirds (2/3rds) Resolution of the Board at a meeting called for that purpose and sanctioned by an affirmative two-thirds (2/3rds) Resolution of the Members at a Meeting of Members duly called for the purpose of considering the said amendment.

40.02 The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two thirds (2/3rds) Resolution of the Board at a meeting called for that purpose and sanctioned by an affirmative two thirds (2/3rds) Resolution of the Members at a Meeting of Members duly called for the purpose of considering the said By-law.

41. REPEAL OF GENERAL OPERATING BY-LAW NO. 10

41.01 General Operating By-law No. 10 enacted on the 18th day of November, 1997 is hereby repealed and replaced by General Operating By-law No. 11 herein effectively immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation.

41.02 The said repeal of By-law No.10 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Officers and Persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members Resolutions, with continuing effect, passed under such repealed By-laws, shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED this 1st day of November, 2003 under the seal of the Corporation.

Per: _____
President –

Per: _____
Secretary –

CONFIRMED by a two-thirds (2/3rds) vote of Members of the Corporation this 1st day of November, 2003.

Per: _____
Secretary –