



GENERAL OPERATING BY-LAW NUMBER 1

A By-Law relating generally to the conduct of the affairs of

'STRATFORD TOURISM ALLIANCE'

adopted on the 11th day of May, 2022.

Updates approved March 8, 2023.

WHEREAS Letters Patent were issued by the Province of Ontario pursuant to the provisions of the Corporations Act R.S.O. 1990, c. C 38, on the 22nd day of November, 2006, to a not-for-profit corporation under the name of '**STRATFORD TOURISM ALLIANCE**' (hereinafter also known as the 'Corporation');

AND WHEREAS the present General Operating By-Law No. 1 for the Corporation was enacted on the 18th day of May, 2016;

AND WHEREAS it is determined necessary for the efficient and effective governance of the Corporation to be in compliance with provisions of the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15, to repeal and replace General Operating By-Law No. 1 with a new general operating by-law;

NOW THEREFORE BE IT ENACTED that the aforesaid General Operating By-law No. 1 as enacted on the 18th day of May, 2016, is repealed and replaced with the following General Operating By-Law No. 1, which shall be the general governing by-law for the corporation known as '**STRATFORD TOURISM ALLIANCE**' as of the date first set out above.

SECTION 1 – GENERAL

1.1 Definitions In this By-law, unless the context otherwise specifies or requires:

- (a) "**Act**" means the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15, and any amended or successor legislation in place thereof. Any references in these By-laws to provisions of the 'Act' shall be read as references to any amended or successor legislation, and as the context requires, includes the regulations made under the prevailing Act, as amended or enacted from time to time, and the regulations made under any successor legislation;

- (b) "**Annual Meeting**" means the Annual General Meeting (AGM) of the Members of the Corporation;
- (c) "**Articles**" includes Letters Patent, Articles of Continuance, Articles of Incorporation, Articles of Amendment, or any other form of Articles provided for in the Act, as applicable;
- (d) "**Board**" means the Board of Directors of the Corporation;
- (e) "**By-laws**" means this By-Law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- (f) "**Chair**" when capitalized means the Chair of the Board of Directors of the Corporation, or the Vice-Chair if appointed and acting in the capacity of the Chair of a meeting;
- (g) "**Committee**" means any Committee established by the Board;
- (h) "**Constitution**" the Letters Patent, Articles of Continuance, Articles of Amendment, By-Laws, and policies of the Corporation as may be enacted, proclaimed, and/or amended from time to time;
- (i) "**Corporation**" means the not-for-profit corporation incorporated by Ontario Letters Patent issued on the 22nd day of November, 2006, as 'Stratford Tourism Alliance';
- (j) "**Director**" means an individual occupying the position of Director of the Corporation pursuant to the Act;
- (k) "**Letters Patent**" means the Letters Patent, Articles of Continuance, and Articles of Amendment of the Corporation;
- (l) "**Member**" means a Member of the Corporation as set out in Section 9 of these By-laws;
- (m) "**Officer**" means an Officer of the Corporation;
- (n) "**Proposal**" means a proposal submitted by a Member of the Corporation pursuant to Section 56 of the Act;
- (o) "**Proxy**" means an authorized representative of a Member who shall be authorized by a Member to vote on the Member's behalf and pursuant to the Member's instructions in accordance with the Act;
- (p) "**Regulations**" means Regulations made under the Act, as amended, restated or in effect from time to time;
- (q) "**Special Resolution**" means a resolution passed by a majority of not less than two-

thirds ($\frac{2}{3}$) of the votes cast on that resolution.

1.2 Interpretation

- (a) Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms as set out in the Act.
- (b) Words importing the singular include the plural and vice versa, the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated associations and any number or aggregate of persons.

1.3 Severability and Precedence

- (a) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Act, the provisions contained in the Act shall prevail.

1.4 Seal

- (a) The seal, if any, an impression whereof may be stamped in the margin hereof, shall be the corporate seal of the Corporation. In the absence of a corporate seal, the Corporation may be legally bound by the use of binding words of authorization such as, "I/We have the authority to bind the corporation" or as might otherwise be approved by the Board from time to time.

1.5 Execution of Contracts

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the Officers and/or Directors authorized from time to time by Board Policy to have signing authority. Board Policy may allow for any number of Directors to have signing authority so long as there are never fewer than two (2) Officers and/or Directors so authorized.
- (b) In addition, the Board may, from time to time, direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document on behalf of the Corporation may affix the corporate seal to the document or, in the absence of the corporate seal, add binding words of authorization as set out in Section 1.4. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – REGISTERED OFFICE

The registered office of the Corporation shall be situated in the province specified in the Letters Patent, and the Directors may, as they deem necessary, change the registered office to another address within the province specified in the Letters Patent.

SECTION 3 – BOARD OF DIRECTORS

3.1 Board of Directors

- (a) A Board of Directors, known and referred to as ‘Directors’, shall manage the affairs of the Corporation. The Directors shall be the only Members of the Corporation.
- (b) The Board shall be comprised of the number of Directors as determined from time to time by resolution of the Board of Directors, providing the number of Directors shall never be fewer than five (5) Directors, or as might otherwise be required by the Act.
- (c) At all times, a minimum of one (1) of the Director positions will be reserved for a person who also serves as a Municipal Councillor for the City of Stratford. Similarly, one (1) of the Director positions will be reserved for a representative appointed by Stratford Festival. The minimum number of positions on the Board of Directors reserved to Municipal Councillors for the City of Stratford may be amended by Board resolution from time to time, when such an amendment is requested by the Municipality.

3.2 Duties of Directors and Officers

Every Director and Officer, in exercising such person’s powers and discharging such person’s duties, shall act honestly and in good faith, with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3.3 Election and Term

- (a) Directors shall be elected by the Board of Directors.
- (b) The term of office of the Directors who **are not** serving as Directors in a position that has been reserved for a Municipal Councillor of the City of Stratford or Stratford Festival, as set out in Section 3.1(c), shall be for a maximum of three (3) consecutive terms of two (2) years each term, comprising a maximum of six consecutive (6) years, with any one term expiring not later than the close of the third Annual Meeting after the Directors election or appointment. The term of office of the Director who is serving as Director in a position that has been reserved for a Municipal Councillor of the City of Stratford or for the representative appointed by Stratford Festival, as set out in Section 3.1(c), shall be for a maximum of two (2) consecutive terms of four (4) years each term, comprising a maximum of eight consecutive (8) years.

3.4 Vacancies

The office of a Director shall be vacated immediately if:

- (a) The Director resigns office by written notice to the Secretary-Treasurer, which resignation shall be effective at the time it is received by the Secretary-Treasurer or at the time specified in the notice, whichever is later;
- (b) The Director dies, becomes bankrupt, or is at any time in a state of undischarged bankruptcy;
- (c) The Director is found to be incapable of managing property by a court or under Ontario law; or
- (d) At a special meeting of the Directors, at which notice specifying the intention to pass such resolution has been given, a resolution is passed by at least a majority of the votes cast by the Directors removing the Director before the expiration of the Director's term of office.

3.5 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) A majority vote by a quorum of Directors may fill a vacancy among the Directors. The individual elected to fill the vacancy must meet the qualifications necessary to be a Director, and to fill the position of the Director that has been removed. In accordance with Section 24(7) of the Act, the Directors may elect one (1) or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Members, but the total number of Directors so elected may not exceed one-third of the number of Directors elected at the previous annual meeting of the members.
- (b) If there is not a quorum of Directors, as set out in Section 4.3 herein, or there has been a failure to elect the minimum number of Directors set out in these By-laws, the Directors in office shall, without delay, call a special meeting of the Nomination Committee to fill the vacancy;
- (c) If the vacancy occurs as a result of the Board removing a Director, the Board may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and,
- (d) The term of office of the Directors who **are not** serving as Directors in a position that has been reserved for Municipal Councillors of the City of Stratford as set out in Section 3.1(c), shall be for a maximum of three (3) consecutive terms of two (2) years each term, comprising a maximum of six consecutive (6) years, with any one term expiring not later than the close of the third Annual Meeting after the Directors election or appointment. The term of office of the Directors who **are** serving as

Directors in a position that has been reserved for Municipal Councillors of the City of Stratford as set out in Section 3.1(c), shall be for a maximum of two (2) consecutive terms of four (4) years each term, comprising a maximum of eight consecutive (8) years.

3.6 Remuneration of Directors

- (a) Other than Municipal Councillors for the City of Stratford, who will be entitled to be remunerated by the City of Stratford, in their capacity as Municipal Councillors, for serving on the Board of Directors of the Corporation, Directors shall receive no remuneration for acting as such but may be reimbursed for reasonable expenses incurred in the performance of their duties.
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) Considered reasonable by the Board;
 - (ii) Approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) In compliance with the 'Conflict of Interest' disclosure and approval provisions of Section 41 of the Act.

3.7 Committees

- (a) Subject to the limitations on delegation set out in Section 36 of the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
- (b) The Board shall determine the composition and terms of reference for any such committee.
- (c) The Board may remove any committee member, amend a committee's terms of reference, and dissolve any committee by resolution at any time.

SECTION 4 – BOARD MEETINGS

4.1 Calling of Meetings

- (a) The Chair or any two (2) Directors may call meetings of the Board at any time and at any place, by giving proper notice as required by this By-law.
- (b) The Board may fix the place and time of regular Board meetings and send a copy

of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.2 Notice

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director not less than seven (7) days before the date that the meeting is to be held.
- (b) 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. Notice of an adjourned Meeting is not required if the time and place of the adjourned Meeting is announced at the original Meeting. No notice of Meeting need specify the purpose or the business to be transacted at the Meeting, except that a notice must specify any matter to be dealt with at the Meeting that is specifically required by the Act to be set out in a notice of meeting.
- (c) If a quorum of Directors is present and the majority of those present agree to do so, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

4.3 Quorum

A majority of the voting Directors shall form a quorum for the transaction of business. For the purpose of determining quorum, a Director may be present in person or, as authorized under this By-law, by teleconference and/or by other electronic means. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

4.4 Chair

- (a) The Board of Directors shall elect annually a Director who shall preside at Board meetings.
- (b) In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

4.5 Voting

- (a) Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.
If there is a tie vote, the Chair of the meeting shall request a written ballot, and the Chair shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is not passed.

4.6 Participation by Telephone or Other Communications Facilities

- (a) If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.
- (b) A Director is entitled to vote at a Board meeting by means of telephonic, electronic or other communication facility and the Corporation will gather the votes in a manner that permits their subsequent verification.
- (c) A Director may not vote by proxy by telephonic, electronic or other communication facility. A Director not in attendance at a meeting of the Board may advise the Secretary-Treasurer in writing of their vote on any matter or matters put before the Board for a vote, up to twenty- four (24) hours prior to a meeting of the Board.

SECTION 5 – FINANCIAL

5.1 Banking

- (a) The Board shall by resolution, from time to time, designate the bank, trust company or other financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. 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.
- (b) The Board shall by resolution designate the Officers and any other persons authorized to transact the banking business of the Corporation, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
 - (i) Operate the Corporation's accounts with the banker;
 - (ii) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - (iii) Issue receipts for and orders relating to any property of the Corporation;
 - (iv) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

- (v) Authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

5.2 Financial Year

The financial year of the Corporation ends on December 31 in each year, or on such other date as the Board may, from time to time by resolution, determine.

SECTION 6 – OFFICERS

6.1 Officers

- (a) The Board shall appoint from among the Directors a Chair who shall preside at Board meetings, ensure the integrity of the Board's process and represent the Board to outside parties.
- (b) The Board may appoint from among the Directors a Vice-Chair. If appointed, the Vice-Chair shall be exercising the duties of the Chair during the Chair's absence or incapacity.
- (c) The Board shall appoint from among the Directors a Secretary-Treasurer or, in the discretion of the Board, a Secretary and a Treasurer.
- (d) The Executive Director as chief staff officer of the Corporation shall be appointed President of the Corporation and shall serve as a non-voting ex-officio member of the Board.
- (e) The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- (f) Any Officer shall cease to hold office upon resolution of the Board.

6.2 Duties

- (a) Officers shall be responsible for the duties assigned to them and such other duties as may be required by law or as the Board may determine from time to time.
- (b) Officers may delegate to others the performance of any or all of such duties reserved to the position of such Officer, but shall not delegate any duties of a Director.

SECTION 7 - PROTECTION OF DIRECTORS AND OTHERS

7.1 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

7.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

7.3 Indemnity of Directors and Officers

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who

acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.4 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 7.3 herein, or purchasing insurance provided in section 7.5 herein, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property of the Corporation to give the indemnity or purchase the insurance.

7.5 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 7.3 as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or,

(b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request; provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

7.6 Co-operation

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

7.7 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By- law, the Corporation may with Board approval advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION 8 – CONFLICT OF INTEREST

8.1 Conflict of Interest – Directors and Officers

(a) A Director or Officer who is in any way directly or indirectly interested in or has a material interest in a contract or transaction, or proposed contract or transaction with the Corporation shall disclose to the Corporation or request to have entered in the minutes of Meetings of the directors the nature and extent of his or her interest. No Director or Officer shall attend any part of a meeting of Directors or vote on any resolution to approve any contract or transaction wherein they have a conflict of interest as herein set out and/or as may be further defined by Board Policy from time to time.

(b) The disclosure required by subsection (a) must be made:

- (i) At the meeting at which a proposed contract or transaction is first considered;
- (ii) If the Director or Officer was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;

- (iii) If the Director or Officer becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
- (iv) If a person who is interested in a contract or transaction later becomes a Director or Officer, at the first meeting after he or she becomes a Director or Officer.

SECTION 9 – MEMBERS

9.1 Membership

Membership in the Corporation shall consist of the Directors of the Corporation at the time of enactment of these By-laws, and those individuals who have been accepted as a Director by the Board of Members.

9.2 Members

- (a) A Member shall be a Director of the Corporation.
- (b) Membership in the Corporation is not transferable to any other person or legal entity.

9.3 Disciplinary Act or Termination of Membership for Cause

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

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

SECTION 10 – ANNUAL MEETING OF MEMBERS

10.1 Annual Meeting

- (a) The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.
- (b) The business transacted at the Annual Meeting shall include:

- (i) Receipt of the agenda;
 - (ii) Receipt of the minutes of the previous Annual Meeting and any subsequent special meetings;
 - (iii) Consideration of the financial statements and report of the Corporation's auditor;
 - (iv) Reappointment or new appointment of the auditor for the coming year;
 - (v) Election of Directors; and
 - (vi) Such other or special business as may be set out in the notice of meeting.
- (c) No other item of business shall be included on the agenda for Annual Meeting unless a Member's proposal has been given to the Secretary-Treasurer prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting. A Member entitled to vote at an Annual Meeting may submit to the Corporation at least sixty (60) days prior to the meeting, a notice of any matter that the Member proposes to raise at that Annual Meeting and, except as provided for in the Act, that proposal and any supporting statement shall be included in the Notice of the Meeting. A proposal that includes nominations for the election of Directors must be signed by at least five (5%) per cent or such other minimum percentage as may be prescribed by the Regulations from time to time of the Directors entitled to vote at that Meeting. The Member who submitted the proposal shall pay the cost of including the proposal and any supporting statement in the notice of Meeting at which the proposal is to be presented, unless otherwise provided for by majority vote on a resolution of the Members present at the Meeting.

10.2 Notice

- (a) Written notice of the Annual Meeting shall be given not less than ten (10) and not more than fifty (50) days to each Director and to the auditor.
- (b) Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting on the grounds that the meeting was not lawfully called.

10.3 Quorum

- (a) A quorum for the transaction of business at an Annual Meeting is the same as a regular meeting of Members, whether the Member is present in person or by proxy. If a quorum is present at the opening of an Annual Meeting, the

Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

10.4 Chair of the Meeting

The Chair shall be the Chair of the Annual Meeting. In the Chair's absence, the Vice-Chair may act as chair at the Annual Meeting. If a Vice-Chair isn't appointed, or isn't present, or declines to act as chair, the meeting will be set for a future date.

10.5 Voting

(a) Business arising at any Annual Meeting of Members shall be decided by a majority of votes provided that:

- (i) Each Member shall be entitled to one (1) vote at any meeting. Proxy voting by Members shall be permitted if the form of proxy to be used is in compliance with Section 64(3) of the Act, and the proxy form to be used has been approved by Board resolution.
- (ii) Votes shall be taken by a show of hands among all Members present and the Chair of the meeting shall have a vote. An abstention shall not be considered a vote cast;
- (iii) Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A request for a written ballot may be withdrawn at any time by the Member who made the request;
- (iv) If there is a tie vote, the Chair of the meeting shall request a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is not passed; and
- (v) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact.

10.6 Participation at Meetings by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during an Annual Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by Section 53(4) of the Act. A person participating in a Meeting by such means is deemed to be present at the

Meeting.

10.7 Adjournments

(a) In accordance with Section 55(5) and (6) of the Act, the Chair may, with the majority consent at any Annual Meeting of Members, adjourn the meeting from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.8 Persons Entitled to be Present

The only persons entitled to attend an Annual Meeting of Members are the Members, Directors and Officers, the auditors of the Corporation and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair of the Board or with the majority consent of the Directors present at the meeting.

SECTION 11 - NOTICES

11.1 Service

(a) Any notice required to be sent to any Member or to the auditor, shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at their latest address as shown in the records of the Corporation and to the auditor at its business address or, if no address be given, then to the last address of such Member known to the Corporation. Any Member, Director, Officer, or the auditor may in writing waive or abridge the time for any notice required to be given to them, and such waiver or abridgement, whether given before or after the Meeting of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be.

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

11.2 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Annual Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 12 – WHERE DOCUMENTS CREATED IN WRITING

Where the Act or the By-laws expressly require that a notice, document or other information be either provided or created in writing, such requirement shall be satisfied by the provision or creation of an electronic document provided that, the information in the electronic document is accessible by the addressee and capable of being retained by the addressee so as to be usable for subsequent reference, and complies with any other requirement of the Regulations. However, any requirement under the Act or the Regulations for the provision of a document only by registered mail cannot be satisfied by an electronic document.

SECTION 13 - ADOPTION AND AMENDMENT OF BY-LAWS

13.1 Amendments to By-laws

- (a) The Directors may from time to time amend this By-law by a two-thirds (2/3) majority of the votes cast.
- (b) The Board may from time to time, in accordance with the Act, pass or amend this By-law other than to change a provision in the By-law to one that is not in compliance with the Act.

SECTION 14 - CONTINUATION OF ONTARIO CORPORATIONS ACT CORPORATIONS

14.1 Repeal

Subject to the provisions of Section 14.2 hereof, all prior By-Laws, resolutions and other enactments of the Corporation heretofore enacted or made which are inconsistent in either form or content with the provisions of this By-Law, are repealed.

14.2 Exception

The provisions of Section 14.1 shall not extend to any By-Law or Board resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

14.3 Proviso

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or other enactment.

Enacted by the Directors as By-laws of the Corporation this 11th day of May, 2022, at the City of Stratford, Ontario.



Chair of the Board



Secretary

Confirmed by the Members as By-laws of the Corporation this 11th day of May, 2022, at the City of Stratford, Ontario.



Chair of the Board



Secretary