

## ONTARIO WEIGHTLIFTING ASSOCIATION BY-LAWS

### ARTICLE I: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Ontario Weightlifting Association.
- 1.2 Definitions - The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
  - b) *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting.
  - c) *Board* – the Board of Directors of the Corporation.
  - d) *CWFHC* – Canadian Weightlifting Federation Haltérophile Canadienne
  - e) *Corporation* – the Ontario Weightlifting Association.
  - f) *Days* – will mean days irrespective of weekends and holidays.
  - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - h) *Ex-Officio* – means membership or appointment by virtue of the office.
  - i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
  - j) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of Members.
  - k) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or meeting of the Members for which proper notice has been given.
- 1.3 Registered Office – The registered office of the Corporation will be located within Toronto, Ontario, unless amended in accordance with the Act.
- 1.4 Corporate Seal - The Corporation may have a corporate seal which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – All terms contained in these By-laws that are defined in the Act will have the meaning given to such terms in the Act. Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.9 Headings – The headings used in the By-laws are inserted for convenience of reference only.

### ARTICLE II: MEMBERSHIP

- 2.1 Categories – The Corporation has one class of Members being Regular Members.

2.2 Qualifications for Membership – A Regular Member is a person who is a weightlifting athlete, coach or official that is registered as a Member with the Corporation and has agreed to abide by the Corporations bylaws, policies, rules and regulations.

### **Admission of Members**

2.3 Admission of Members - No individual will be admitted as a Member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- c) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- d) The candidate member has paid dues as prescribed by the Board; and
- e) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Dues and Duration**

2.4 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be April 1<sup>st</sup> to March 31<sup>st</sup>.

2.5 Dues – Membership dues will be determined annually by the Board.

2.6 Duration – Membership duration is accorded on an annual basis and all Members will re-apply for membership annually.

### **Transfer, Withdrawal and Termination of Membership**

2.7 Transfer – Membership in the Corporation is non-transferable.

2.8 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws.
- b) Resignation by the Member by giving written notice to the Corporation.
- c) Dissolution of the Corporation.
- d) By Special Resolution of the Board or the Members at a duly called meeting, provided fifteen (15) days notice is provided with reasons and the Member is provided an opportunity to be heard.

2.9 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.10 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.11 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to the discipline of Members.

### **Good Standing**

2.12 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Constitution, By-laws, policies and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

f) Has paid all required membership dues.

2.13 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board, Discipline or Appeal Panels, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

### **ARTICLE III MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special General Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Location and Date of Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

3.4 Participation by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

3.5 Notice - Written or electronic notice of meetings of Members will be given to all Members at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, and reasonable information to permit Members to make informed decisions; and state the text of any resolutions or amendments to be decided.

3.6 Waiver of Notice – 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 to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

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

3.8 New Business - No other item of business will be included in the notice of the member's meeting unless notice in writing of such other item of business, or a Member's proposal has been submitted to the Board sixty (60) days prior to the Annual Meeting.

3.9 Quorum – Twenty-five (25) of the Members will constitute a quorum, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.11 Agenda – The agenda for the Annual Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Adoption of Minutes of the previous Annual Meeting
- e) Presentation and Approval of Reports
- f) Report of Auditors

- g) Appointment of Auditors
- h) Business as specified in the meeting notice
- i) Election of new Directors
- j) Adjournment

3.12 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

#### **Voting at Meetings of Members**

3.13 Voting Privileges – Regular Members in good standing will have one (1) vote each at all meetings of Members.

3.14 Written Resolution - A resolution in writing signed by all the Members is as valid as if it had been passed at a meeting of the Members.

3.15 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. A proxy must:

- a) Be signed by the Member
- b) Comply with the form as stipulated by the Corporation
- c) Be submitted to the Corporation at least two (2) days prior to the meeting of the Members

3.16 Proxy Limits – A Regular Member is not permitted to cast more than five (5) proxy votes in addition to his or her own vote.

3.17 Voting by Mail or Electronic Means – A Member may vote by mail, telephonic or electronic means, instead of proxy, if:

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Corporation is not able to identify how each Member voted.

3.18 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the motion is defeated.

#### **ARTICLE IV: GOVERNANCE**

##### **Composition of the Board**

4.1 Directors – The Board will consist of five (5) Directors, who shall be the Officers of the Corporation.

4.2 Composition of the Board - The Board of the Corporation will consist of the following:

- a) President
- b) Vice President Technical
- c) Vice President Administration
- d) Vice President Operations
- e) Vice President Finance

##### **Election of Directors**

4.3 Eligibility - Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who is a Regular Member of the Corporation in good standing, and who does not have the status of bankrupt, may be nominated for election as a Director.

4.4 Nomination - Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Nominations from the Floor – Nominations for elections of a Director will only be accepted from the floor if there is no candidate identified for a position.

- 4.6 Election – The election of Directors will take place as follows:
- a) The President and Vice President Technical will be elected in alternate meetings to those listed in subsection b;
  - b) The Vice President Administration, Vice President Operations and Vice President Finance will be elected in alternate meetings to those listed in subsection a.

- 4.7 Elections – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board by Ordinary Resolution.

4.8 Terms - Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

4.9 President Term - The President may only serve a maximum of three (3) consecutive terms, unless a special request is made to, and approved by, the Board to extend the number of years of the term or the number of maximum terms.

#### **Resignation and Removal of Directors**

4.10 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.11 Vacate Office - The office of any Director will be vacated automatically if:
- a) The Director resigns;
  - b) The Director is no longer a Member in good standing;
  - c) The Director is found by a court to be of unsound mind;
  - d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
  - e) The Director dies.

4.12 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

#### **Filling a Vacancy on the Board**

4.13 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

#### **Meetings of the Board**

4.14 Call of Meeting – The meetings of the Board will be held at any time and place as determined by the Board.

4.15 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.16 Number of Meetings – The Board will hold at least nine (9) meetings per year.

- 4.17 Quorum – At any meeting of the Board, quorum will be three (3) Directors.
- 4.18 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the President shall vote to decide the issue.
- 4.19 Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.20 In Camera Meetings – *In Camera* meetings may be called by the President or by two (2) Directors to cover information which will not be recorded in the minutes of the meeting or divulged to the membership or public.
- 4.21 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.22 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Directors**

- 4.23 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
  - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Board**

- 4.24 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 4.25 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these By-laws in all things and make or cause to be made for the Corporation and in its name any kind of contract which may lawfully enter into and generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do.
- 4.26 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.27 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 4.28 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- 4.29 Borrowing Powers – The Board may borrow money upon the credit of the Corporation as it deems necessary.
- 4.30 Donations – The Board may take such steps as they deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation.
- 4.31 Expenditures – The Board may make expenditures for the purpose of furthering the objects and purposes of the Corporation.
- 4.32 Investments – The Board may purchase, lease or otherwise acquire, alienate sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property,

moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

4.33 Trusts – The Board may enter into a trust agreement or agreements with a trust company or other trustees as they may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available for the furtherance of all or any of the purposes and objects of the Corporation in accordance with such terms and conditions as they may prescribe.

4.34 Committees – The Board may appoint at their discretion such committee or committees to be designated by such name or names as they may decide, the members of which need not be Directors.

4.35 Patrons – The Board may appoint such persons as they see fit as Patrons of the Corporation as to solicit from such persons such support or assistance to the Corporation as the Directors may determine.

4.36 Priorities – The Board will set priorities for actions of the paid personnel not less than every twelve (12) months at which time the paid personnel should be assessed a performance evaluation.

4.37 Strategic Plan - The Board will create and annually update a three (3) year plan of activity designed to accomplish the goals and objectives of the Corporation.

#### **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be comprised of the Directors.

5.2 Duties - The duties of Officers are as follows:

- a) President - The President directly oversees the management and operation of the business and affairs of the Corporation. The President presides as chair at all meetings of the Board and the Members and acts as the Corporation's contact with the CWFHC and government agencies. The President reviews Committee reports, chairs disciplinary meetings, and serves in a leadership and co-ordination role. The President also oversees fundraising, grants and sponsorships.
- b) Vice-President Technical - The Vice President Technical directly oversees the Corporation's Technical Committees (Coach Development, Officials Development & Athlete Development Committees) reviews technical manuals, and manages teams and officials selection processes. The Vice President Technical assists with organizing officials and coaches clinics and handles competition standards. The Vice President Technical must be a registered carded technical official or be a certified coach.
- c) Vice President Administration – The Vice President Administration handles correspondence, maintains an updated system of the Corporation's documents and records, and takes minutes at all meetings. The Vice President Administration shall issue notice for meetings, be responsible for internal and external communications and will assist the President as required.
- d) Vice President Operations – The Vice President Operations receives and reviews all membership requests, handles incoming funds from Members, issues registration applications and cards, and provides membership data to the Board as required. Additional responsibilities include human resources, policy development, bylaws, Quest for Gold and appeal management.
- e) Vice President Finance - The Vice President Finance shall manage the financial operation of the Corporation by keeping full and accurate books of account of the Corporation, preparing annual statements of the finances of the Corporation for the Annual Meeting, and issuing cheques on behalf of the Board.

#### **ARTICLE V COMMITTEES**

##### **Committees**

5.3 Standing Committees – The Standing Committees of the Corporation are as follows:

- a) Coach Development Committee

- b) Officials Development Committee
- c) Athlete Development Committee

5.4 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any Committee any of its powers, duties, and functions.

5.5 Quorum - A quorum for any committee will be the majority of its voting members.

5.6 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.7 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.8 Ex-officio Committee Members - The President will be *ex-officio* (non-voting) members of all Committees of the Corporation.

5.9 Removal - The Board may remove any member of any Committee or any Committee.

## **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year - Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1<sup>st</sup> to March 31<sup>st</sup>.

6.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

6.4 Annual Financial Statements - The Directors will approve financial statements of the Corporation of the last fiscal year of the corporation but not more than six months before the Annual Meeting and present the approved financial statements before the members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any voting member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting.

6.5 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept.

6.6 Signing Authority - All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of Corporation, are signed by the signing authority as determined by the Board.

6.7 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.8 Borrowing - The Board may from time to time:

- a) Borrow money on the credit of the Corporation;
  - b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
  - c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- and



- d) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

### **Remuneration**

6.9 No Remuneration - All Directors and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

6.10 Executive Director - The remuneration of the Executive Director and other full-time employees of the Corporation will be established from time to time by a Human Resources Committee, as appointed by the Board.

### **Conflict of Interest**

6.11 Conflict of Interest – A Director or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VII AMENDMENT OF BY-LAWS**

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.2 Notice in Writing – Notice in writing is to be delivered to the voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

## **ARTICLE VIII NOTICE**

8.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **ARTICLE IX DISSOLUTION**

9.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

9.2 Assets - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting Olympic Weightlifting.

## **ARTICLE X INDEMNIFICATION**

10.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an

amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

10.2 Will Not Indemnify - The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him/her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

10.3 Insurance - The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

## **ARTICLE XII ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These By-laws are ratified by a Special Resolution vote of the Members of the Corporation present and entitled to vote at a meeting of Members duly called and held on March 23, 2013.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.