

BY-LAW NO. 1

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

OTTAWA TENNIS AND LAWN BOWLING CLUB

As adopted 30 May 2023

Repealing and replacing

By-law No. 1 passed November 30, 2017, as amended August 20, 2020

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) “**Articles**” has the meaning given to that term in the Act;
- (c) “**Board**” means the board of Directors of the Corporation;
- (d) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- (e) “**Corporation**” means OTTAWA TENNIS AND LAWN BOWLING CLUB;
- (f) “**Director**” means any individual who, from time to time, has been elected or appointed to serve on the Board;
- (g) “**Executive Director**” means the executive director of the Corporation;
- (h) “**Member**” means any individual who, from time to time, has been admitted to membership in the Corporation as a Voting Member or a Non-Voting Member in accordance with the By-laws;
- (i) “**Non-Voting Members**” means the individuals described in section 3.1(b) (who are described as “Class B members” in the Articles);
- (j) “**Officer**” means any individual who, from time to time, has been appointed as an officer of the Corporation in accordance with the By-laws;
- (k) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (l) “**President**” means the chair of the Corporation;
- (m) “**Secretary**” means the secretary of the Corporation;
- (n) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (o) “**Treasurer**” means the treasurer of the Corporation;
- (p) “**Voting Members**” means the individuals described in section 3.1(a) (who are described as “Class A members” in the Articles); and

(q) “**Vice-President**” means the vice-president of the Corporation.

1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and *vice versa* and words importing a gender include all genders;
- (b) the words “includes” or “including” as used in the By-laws mean includes or including without limitation;
- (c) the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

2.2 Books and Records

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

2.3 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be November 30th.

2.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations or other instruments in writing requiring the execution by the Corporation may be signed by any two (2) Officers who have been designated as signing officers of the Corporation from time to time. The Board may from time to time appoint any individual who shall be empowered on behalf of the Corporation to sign a particular document or type of document. Any person authorized to sign any document may affix the corporate seal (if any) to the document. 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.

2.5 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.6 Borrowing Powers

The Board may:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board may, by resolution, delegate the powers referred to in this section 2.6 to a Director, a committee of Directors or an Officer.

2.7 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

ARTICLE 3 MEMBERSHIP

3.1 Membership

There shall be two (2) classes of Members in the Corporation, as follows:

- (a) Voting Members, consisting of those individuals who:
 - (i) were “1939 shareholders” of the Ottawa Tennis and Lawn Bowling Club Limited (as the Corporation was then known) immediately before it converted to a not-for-profit corporation on December 19, 2017 and who

were issued “Class A” voting memberships in the Corporation in connection such conversion; or

- (ii) have purchased “Tennis Memberships” or “Pool Memberships” in the Corporation in or for the current calendar year, and in or for each of the two (2) preceding calendar years (either individually or as a family); and
- (iii) are at least eighteen (18) years of age.

For greater certainty, with respect to the family “Tennis Memberships” or a family “Pool Memberships” described above, each parent or guardian will be a Voting Member and their dependents will not be “Members” for purposes of the Act, the Articles and the By-laws.

(b) Non-Voting Members, consisting of those individuals who:

- (i) are not Voting Members;
- (ii) have purchased “Tennis Memberships” or “Pool Memberships” in the Corporation in or for the current calendar year (either individually or as a family); and
- (iii) are at least eighteen (18) years of age.

For greater certainty, with respect to the family “Tennis Memberships” or a family “Pool Memberships” described above, each parent or guardian will be a Non-Voting Member and their dependents will not be “Members” for purposes of the Act, the Articles and the By-laws.

3.2 Rights of Members

- (a) The Voting Members are entitled to receive notice of, attend, and vote at meetings of the Members, and each Voting Member will have one (1) vote on each question at such meetings.
- (b) Except as otherwise provided by the Act, the Non-Voting Members are not entitled to receive notice of, attend, or vote at meetings of the Members.

3.3 Membership Term

- (a) A Member’s membership term expires on December 31st of each year, unless the Member has purchased a membership for the ensuing calendar year before December 31st. An individual or family whose membership has expired on December 31st may renew their membership at any time in the ensuing calendar year.
- (b) Notwithstanding the foregoing, the membership terms of those Voting Members described in section 3.1(a)(i) (i.e., “1939 shareholders”) will not expire until the Member dies or the Member advises the Corporation in writing that they wish to cancel their membership.

3.4 Membership Transferability

A membership may only be transferred to the Corporation.

3.5 Membership Fees and Special Assessments

All Members will pay the Corporation the membership fees and any special assessments determined by the Board from time to time.

3.6 Removal of Members

A membership in the Corporation is terminated:

- (a) upon the expiry of the Member's membership term (unless the Member has renewed their membership);
- (b) the Member dies, resigns, cancels their membership, or is expelled from the Corporation in accordance with these By-laws; or
- (c) the Corporation is liquidated or dissolved under the Act.

3.7 Discipline of Members

The Board may suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation that are made known to the membership; or
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

In the event that the Board, following receipt of a report by a designated individual or committee, determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide ten (10) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President or such other Officer, in response to the notice received within such ten (10) day period. In the event that no written submissions are received by the President or such other Officer, the President or such other Officer, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. The Board's decision shall be final and binding on the Member, without any further right of appeal. Notwithstanding the foregoing, where the Board determines that the conduct of a Member is so egregious as to warrant immediate suspension or expulsion, the Board may suspend or expel the Member with immediate effect. The foregoing grounds and process will apply, together with any necessary conforming changes, to the proposed discipline of any dependent of a Member except that the dependent will be represented by one of their parents or guardians who is Member.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect Directors in accordance with section 5.4;
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

4.2 Special Meetings and Requisition Meetings

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

4.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in the City of Ottawa as the Board may determine and on such day as the Board shall appoint.

4.4 Meeting by Electronic Means, etc.

- (a) Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.
- (b) Notwithstanding any provision of this By-law to the contrary, if the Directors or Members call a meeting of the Members, the Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.5 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- (a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

4.6 Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

4.7 Waiver of Notice

The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.8 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the Officers, and the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

4.9 Quorum

A quorum at any meeting of the Members shall be ten percent (10%) of the Members entitled to vote at the meeting. If a quorum is present that the opening of a meeting, the Members present may proceed with the business of the meeting even if a quorum is not sustained throughout the meeting.

4.10 Manner of Voting

- (a) At all meetings of Members, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by the By-laws or the Act.
- (b) If a meeting of Members is held by means of a telephonic, electronic or other communication facility, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by those means that the Corporation has made available for the meeting.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers of the Board

The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

5.2 Board

The Board will consist of nine (9) Directors. If the Corporation is a “soliciting corporation” for purposes of the Act, at least two (2) of Directors may not be Officers or employees of the Corporation.

5.3 Qualifications of Directors

Each Director shall:

- (a) be a Voting Member;
- (b) not have the status of a bankrupt; and
- (c) not be incapable (as the term “incapable” is defined in the Act).

5.4 Election of Directors and Term

- (a) Directors shall be elected by the Voting Members by Ordinary Resolution at annual meetings of the Members from a slate developed by the Governance and Nominations Committee under section 8.2. For greater certainty, there shall be no nominations from the floor of any meeting of the Members.
- (b) Directors shall be elected for terms of up to two (2) years or until their successors are elected. Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than eight (8) years unless otherwise determined by the Board in exceptional circumstances.

5.5 Removal of Directors

The Voting Members may, by Ordinary Resolution, at a special meeting remove any Director from office for any reason.

5.6 Resignations

The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.7 Vacancies

- (a) Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
 - (i) a failure to elect the number of Directors provided for in the Articles; or
 - (ii) an increase in the number of Directors provided for in the Articles.
- (b) Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in subsection 5.7(a), the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (c) A Director appointed under section 5.7 will only hold office for the unexpired term of their predecessor.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in section 13.1 to each Director not less than seven (7) days before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephonic, electronic or other communication facility no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

6.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within the City of Ottawa, as determined by the Board.

6.3 Meeting by Electronic Means, etc.

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

6.4 Calling of Meetings

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under section 6.8, the President, Vice-President or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

6.5 Quorum

A majority of the number of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

6.6 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

6.7 Remuneration and Expenses

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such.

6.8 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least four (4) times per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

6.9 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

6.10 Minutes

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

ARTICLE 7 COMMITTEES AND ADVISORY BODIES

7.1 Committees of the Board

The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

7.2 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

7.3 Procedure

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 8 GOVERNANCE AND NOMINATIONS COMMITTEE

8.1 Governance and Nominations Committee

On an annual basis, the Board will appoint a Governance and Nominations Committee composed of no more than five (5) Voting Members, including at least one (1) Director. The Board will appoint the chair of the Governance and Nominations Committee from among the members of the Committee. Members of the Governance and Nominations Committee shall be eligible for re-appointment, except that no member of the Committee shall serve as a such for more than four (4) terms.

8.2 Duties

The duties of the Committee will include:

- (a) to periodically review these By-laws as well as the Corporation's governance practices and policies, and to advise the Board on areas of concern, best practices, and recommended changes;

- (b) to develop and maintain a Board:
 - (i) that reflects the qualifications, skills, experience and diversity considerations that may be prescribed in these By-laws or in any resolution of the Board; and
 - (ii) whose terms of office as Directors are staggered so that no more than half of the terms of office will expire in any particular year;
- (c) to identify candidates for Director in respect of any vacancy or anticipated vacancy;
- (d) to review candidates with regard to subsection 8.1(b), and to recommend a candidate in respect of each vacancy or anticipated vacancy on the Board, and to present that recommendation or those recommendations in the form of a slate to the Board to fill a vacancy under section 5.7, or to include in the notice of the annual meeting of the Members to be put forward for election at that meeting.

ARTICLE 9 OFFICERS

9.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 9 on an annual or less frequent basis, as well any other officers as the Board may determine. Any two (2) offices may be held by the same individual, except the offices of President and Vice-President. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles, the By-laws and any applicable employment contract.

9.2 President

The Board shall appoint from among the Directors a President. The President shall preside at all meetings of the Members and of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as are incidental to the office.

9.3 Vice-President

The Board shall appoint from among the Directors a Vice-President. The Vice-President will exercise any powers and perform any duties that the Board may specify. During the absence or disability of the President, the President's duties will be performed by the Vice-President or by any other Officer who is designated by the Board to exercise those powers.

9.4 Executive Director

Subject to any employment contract between the Executive Director and the Corporation, the Executive Director shall be responsible for implementing the strategic plans and policies of the Corporation, have general supervision of the affairs of the Corporation, and have such other powers and perform such other duties as may from time to time be assigned to the Executive

Director by resolution of the Board. For greater certainty, the Executive Director is not a Director, but they will be entitled to receive notice of every meeting of the Board and every committee of the Corporation, and to attend and be heard thereat (except where there may be a conflict of interest), but will not be entitled to vote at any such meeting.

9.5 Secretary

The Board shall appoint from among the Directors a Secretary. Unless otherwise determined by the Board, the Secretary will attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, members of committees of the Board and any other persons or person designated by the Board; the Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Corporation, except when some other Officer has been appointed for that purpose; and the Secretary will have any other powers and duties as the Board may specify.

9.6 Treasurer

The Board shall appoint from among the Directors a Treasurer. Unless otherwise determined by the Board, the Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Corporation, and will have any other powers and duties as the Board may specify.

9.7 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

9.8 Term of Office

- (a) In the absence of a written employment contract to the contrary, each Officer shall continue in office until:
 - (i) their term of appointment expires;
 - (ii) the election or appointment of a successor;
 - (iii) the Officer's resignation by delivery of a written resignation to the Secretary of the Corporation;
 - (iv) the Officer ceasing to be a Director (if a necessary condition of office);
 - (v) the Officer's removal by resolution of the Board; or
 - (vi) the Officer's death.

- (b) If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

9.9 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation.

ARTICLE 10 PUBLIC ACCOUNTANT

10.1 Public Accountant

At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLE 11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Limitation of Liability

Subject to the provisions of the Act and to section 11.4, the Corporation shall 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 an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

11.2 Advance of Costs

Subject to section 11.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in section 11.1. The individual shall repay the moneys if the individual does not fulfil the conditions of section 11.3.

11.3 Limitation

the Corporation may not indemnify an individual under section 11.1 unless the individual:

- (a) 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.

11.4 Derivative Actions

the Corporation shall, with the approval of a court, indemnify an individual referred to in section 11.1, or advance moneys under section 11.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in section 11.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 11.3.

11.5 No Restriction

the Corporation will also indemnify the individuals referred to in section 11.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

11.6 Insurance

The Corporation shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

ARTICLE 12 AMENDMENT OF BY-LAW

12.1 Amendments

Except for amendments requiring approval by a Special Resolution of the Members under section 197(1) of the Act or a separate class vote of the Members under section 199(1) of the Act, the Board may by resolution amend this By-law, and any such amendment shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members. If the amendment is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The amendment ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

ARTICLE 13 MISCELLANEOUS

13.1 Method of Giving Notice

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this section 13.1 to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- (b) The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.
- (c) In computing the date when notice must be given under any provision of this By-law requiring a specified number of days notice of any meeting or other event, the date of giving the notice is not included.

13.2 Repeal

All previous by-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All Directors, Officers and persons acting under any by-laws so repealed shall continue to act as if elected or appointed under the provisions of these By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.