

# **CFRU 93.3FM BYLAWS**

## **UNIVERSITY OF GUELPH RADIO - RADIO GRYPHON**

### **BYLAW No. 1**

Be it enacted as a bylaw of University of Guelph Radio - Radio Gryphon (hereinafter referred to as the "Corporation") as follows:

#### **Definitions**

In this Bylaw, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an Officer of the Corporation.

#### **Head Office**

- 1. The head office of the Corporation shall be in the City of Guelph, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

#### **Seal**

- 2. The seal of the Corporation, if any, will be in the form determined by the Board.

#### **Membership**

- 3. Membership in the Corporation shall consist of 1 class(es) of Members, to be known as Voting Member Class.

As set out in the articles, each Member of the Voting Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Voting Member class will be entitled to one (1) vote at such meetings.

The membership in the Voting Member Class of the Corporation shall consist of:

- a) All students who have paid a levy to the Corporation by virtue of their student fees for at least one semester prior to or including the semester of the Annual General Meeting and registered their vote at the offices of the Corporation no less than thirty (30) days before a duly called meeting of Members;
- b) Anyone who has paid the Corporation's membership fee during the most recent annual funding drive or at any other time in the twelve-month period prior to an Annual General Meeting;
- c) Any staff member of the Corporation. Staff members include paid employees of the Corporation working ten (10) or more hours a week, employees on approved leave, and all other employees of CFRU unionized with CUPE 1281;
- d) Members of the Corporation's Board of Directors, in accordance with the provisions of Clause 11a) of this bylaw;
- e) Active volunteers, including both on-air and off-air non-paid volunteers. An individual is considered a volunteer after completing an approved orientation session and at least one (1) month of involvement with the station. Active on-air volunteers include those who have programmed on average at least two (2) hours of material per month. Active off-air volunteers include those who have volunteered on average for at least two (2) hours per month. Volunteers who are not active with the Corporation for three (3) months shall cease to be regarded as Members of the Corporation, although they may regain their membership upon reapplication to the station. Volunteers may request to the Board of Directors that they be granted leave on compassionate grounds (e.g., maternity leave); volunteers granted such leave will be considered as active.

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation. Membership in the Corporation is not transferable.

Membership in the Voting Member class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act.

4. Membership in the Corporation must be renewed on an annual basis. The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating the Corporation's Code of Conduct or other policies, violating the Corporation's bylaws, and any other reasons calling for discipline in the Discretion of Discipliner. The discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution. The notice will set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Any Member who is indebted to the Corporation in an amount greater than one thousand dollars (\$1000) and whose payment of that debt is more than sixty (60) days in arrears shall have their Membership suspended and shall not be eligible for election to the Board of Directors, until such time as the debt is paid in full.

### **Membership Fees**

5. The fee for Membership in the corporation to those not otherwise granted membership in Clause 3 is twenty-five dollars (\$25). This amount may not be changed except by a two-thirds (2/3) vote of the Board of Directors and a subsequent confirmation vote at a general meeting of the Members.

### **Annual and Other Meetings of the Members**

6. The Board will decide the date and place of the Annual Members' Meeting. The place of the Annual Members' Meeting must be within Ontario.

The Directors may call a Special Members' Meeting.

The Board will convene a Special Members' Meeting on written request of not less than 5% 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 21 days from the date of the deposit of the request.

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and Clause 49 of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- a) allow all participants to communicate adequately with each other during the meeting;
- b) allow the Corporation to verify the identity of anyone casting a vote; and
- c) prevent the Corporation from knowing how they voted.

The Chair shall be the chair of the Members' Meeting. In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the

adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

The only persons entitled to attend a Members' Meeting are:

- a) the Members;
- b) the Directors;
- c) the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any); and
- d) others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted as a guest. This does not give them the right to vote.

7. The business at the annual meeting will include the following:

- a) approve the agenda for the AGM;
- b) approve the minutes of the previous AGM and any special meetings;
- c) approve the financial statements for the previous year;
- d) a report from the auditor or the person appointed to review the nonprofit's finances;
- e) reappoint the auditor or appoint a new public accountant to do an audit or review engagement;
- f) elect directors; and
- g) any new or special business that was included in the notice of the meeting

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such items of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

### **Quorum at Members' Meetings**

8. A quorum for the transaction of business at a Members' Meeting is 30 Members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present

throughout the meeting in order for the Members to proceed with the business of the meeting.

### **Voting of Members**

9. Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws. Each voting Member will be entitled to one vote at any Members' Meeting. If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy. Any Member present may hold a maximum of two (2) proxy votes.

The chair of the meeting, if a voting Member, will have a vote. An abstention will not be considered a vote cast.

10. By default, votes will take place by show of hand. If approved by 51% of attending members, vote may take place by secret ballot. among all voting Members present unless otherwise required by the Act.

A declaration by the Chair of the meeting that a resolution has been carried or not carried shall be recorded in the meeting minutes

### **The Board of Directors**

11.
  - a) The affairs of the Corporation shall be managed by a Board of twelve (12) voting Directors, at least eighty (80) percent of whom shall be Canadian citizens, at least seven-five (75) percent of whom must reside within the Corporation's broadcast area, not less than fifty (50) percent of whom shall be students at the University of Guelph, and not more than fifty (50) percent of whom shall be individuals identifying as men. There must be representation by Guelph and area community members and by University of Guelph staff/faculty. No voting Director may be a paid employee of the Corporation.
  - b) The Chief Executive Officer of University of Guelph Radio – Radio Gryphon must be a Canadian citizen.
  - c) Eighty per cent of actually serving Board members at any given time must be Canadian citizens.
  - d) The required percentages of Board members who are students, persons identifying as other than male, and persons residing in the station's broadcast area shall be considered as referring to reserved seats on the Board, and the percentages shall be determined in relation to the total number of Board positions (i.e., twelve). It is not required that all reserved seats actually be filled at any given moment in time. For instance, up to three Board members may reside outside the broadcast area, irrespective of whether or not all nine seats reserved for Board members who reside in the area are filled.

12. Elections for the Board of Directors shall be staggered such that regular elections may be contested for half of the seats each year. All Directors elected in regular elections at an Annual General Meeting shall serve for terms of two years. Any byelections as may be required in accordance with Clause 23 of this bylaw shall also be held at each Annual General Meeting. Directors may seek re-election at the conclusion of their terms.
13. A Director will cease holding office immediately if they die, become bankrupt, or are found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

All resigning Directors are encouraged to recommend a replacement for consideration by the Board.

Any Director may be removed by a two-thirds (2/3) majority vote of the Board before the expiration of their term of office.

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members.

If there are not enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

### **Nomination to the Board of Directors**

14. At its first meeting following the Annual General Meeting, the Board of Directors shall establish a Nominations Committee to be conducted by the Vice-Chair of the Board. The Nominations Committee shall consist of at least three (3) Directors, and quorum shall be fifty (50) percent of the members of the committee. The Nominations Committee shall:
  - a) Maintain a list of potential nominees to the Board, consisting of dedicated people who represent the constituency served by the Corporation or possess skills such as broadcasting, promotion, personnel and business management, or experience in non-profit corporations;
  - b) Recommend to the Board people who are qualified to fill vacancies that occur between Annual General Meetings;
  - c) In preparation for the Annual General Meeting:
    - Formally solicit nominations from Members at least forty-five (45) days prior to the meeting.

- Fully explain to potential candidates the role of the Board and the responsibilities of its Directors, and obtain their consent to stand as candidates.
- Deliver a list of nominees to the Secretary fifteen (15) days prior to the meeting, with the signed consent of each nominee and signed by the Chair of the Nominations Committee.
- Mail a list of the candidates to the Members of the Corporation fourteen (14) days prior to the meeting,

d) Maintain documentation indicating the roles and responsibilities of members of the Board of Directors to be presented to nominees upon request.

**15.** Nominations can be taken from the floor at the Annual General Meeting of Members.

**16.** Nominees shall give their consent to serve and shall formally agree to abide by the terms and duties of office as set out in this bylaw. The election of Directors, if there is an election, shall be by formal ballot on the basis of the nominees proposed by the Nominations Committee and nominations from the floor. The Nominations Committee shall ensure that all nominees are qualified per the applicable sections of this bylaw, including any conditions set out herein.

### **Consent to be a Director**

**17.** A person elected or appointed as a Director is not a Director unless:

- a) They were present at the meeting where they were elected or appointed and did not refuse to act as a Director;
- b) Where they were not present at the meeting at which they were elected or appointed, they consented to act as a Director in writing before their election or appointment or within ten (10) days thereafter.

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

**18.** The Directors of the Corporation may administer the affairs of the Corporation and make or cause to be made for the Corporation, and in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of investments 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. Staff members shall be consulted prior to major transactions.

## **Board Responsibilities**

**19.** The Board is responsible for the execution of the duties imposed on the Corporation by the Canadian Radio - Television and Telecommunications Commission (CRTC) and the Ontario Corporations Act and the regulations passed thereunder. In addition, the Board is responsible for the corporate structure and the affairs of the Corporation. The Corporation shall be structured to encourage cooperation and collaboration amongst the Board, Staff, and Members. In execution of this mandate, the Board shall:

- a) Approve policies and rules for the conduct of its business and the performance of its obligations, including, without limiting the generality of the foregoing, fiscal policies (including approval of the annual budget) and staffing and personnel policies. When possible, the Board will consult with the Policy Committee and with CFRU staff prior to approving any changes to policy; and
- b) Supervise the implementation of such policies and rules and keep itself informed of the Corporation's operation by regularly receiving reports from the Staff and from Board Committees. The Board remains the final authority on all such matters.

## **Accountability of the Board of Directors to the Corporation and its Membership**

**20.** The Board is responsible for making its role within the Corporation's operations clear to the Corporation's Members. Meetings of the Board of Directors must be open to all Members, who must be regularly informed by the Chair of the Board of the times and places of all Board meetings and by the Secretary of access to the minutes of past Board meetings. Minutes of each Board of Directors meeting must be made available to the Members within ten (10) days of approval at the next Board meeting. Although Board meetings are open to Members of the Corporation, the Board may pass a resolution to have sensitive items on a meeting agenda closed to only Board members (i.e. session in camera). Any carried motions made during an in camera session must be noted in the minutes, as per corporate rule.

**21.** In order to better understand the affairs of the Corporation, every Board member must be a volunteer of the Corporation or serve on one (1) of the Corporation Committees following their election or appointment to the Board.

## **Anti-Oppression Training for Directors**

**22.** The Board of Directors shall schedule an Anti-Oppression Training session, to be overseen by a qualified facilitator, within three months of each Annual General Meeting. Attendance at a session shall be mandatory for all Directors, and every reasonable effort shall be made to schedule the session for a time when all Directors are able to attend. All Directors unable to attend must advise the Chair and, in order to continue serving as Directors, must attend a separate session overseen by a qualified facilitator within the following three months.

Directors who fill vacant board mandates between Annual General Meetings must attend Anti-Oppression training overseen by a qualified facilitator within three months of joining the board in order to continue serving as Directors. This requirement may be waived for any Directors who join the board in the three-month period prior to an Annual General Meeting.

The Board of Directors shall be responsible for ensuring that all Directors who are unable to attend the group meeting, and all Directors who join the board between Annual General Meetings, have the opportunity to attend a session overseen by a qualified facilitator within the requisite time.

The Board of Directors shall have the discretion to waive the attendance requirement for any Director unable to attend a group training session who has separately attended Anti-Oppression Training overseen by a qualified facilitator in the six months prior to the most recent Annual General Meeting (or, for Directors chosen to fill vacant mandates between Annual General Meetings, in the six months prior to the beginning of their term as a Director).

In any instances of disagreement, the Board of Directors shall have the final discretion to determine whether or not a facilitator is qualified. Any attendance fees for Directors at Anti-Oppression Training sessions shall be paid by the Corporation; no individual Director shall be required to pay an attendance fee.

### **Vacancies in the Board of Directors**

- 23.** A quorum of Directors may fill a vacancy among the Directors by a majority vote. The total number of directors so appointed per six month term after the AGM may not exceed one-third of the total number of positions on the Board of Directors, except that this restriction shall not apply in the following circumstances:
- a. the appointment of one or more Directors is required to ensure compliance with Section 11 (c) of this Bylaw (re: Canadian citizenship);
  - b. there are only five Directors on the Board (in which case the Board may appoint one further Director);
  - c. there are only four Directors on the Board (in which case the Board may appoint one or two further Directors);
  - d. a former Director who stepped down from the current Board earlier is seeking to return to the Board.

If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

### **Voting by the Board of Directors**

- 24.** In questions arising at any meeting of Directors, each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act. In case of an equality of votes, the Chair will not have a second or casting vote.

All votes at any such meeting shall be taken by secret ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent, dissent, or abstention. Entry into the minutes of a resolution as carried or not carried shall be taken as proof of the fact.

### **Quorum and Meetings of the Board of Directors**

- 25.** The greater of fifty (50) percent of the current voting Directors or four (4) Directors shall form a quorum for the transaction of business.

The Chair may call meetings of directors at any time and any place on notice as required by Section 49 of this Bylaw.

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation. Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held. Notice must be given according to requirements set out in Section 49 of this Bylaw.

Notice of a meeting is not necessary if,

- a)** All of the Directors are present, and none objects to the holding of the meeting,
- b)** Those absent have waived notice of have otherwise signified their consent to the holding of such meeting,
- c)** A quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Any meetings of the Directors may be adjourned to any time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that quorum is not met.

- 26.** If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

## **Officers of the Corporation**

- 27.** The Board will appoint from among the Directors a Chair and may appoint any other director to be Vice-Chair, Staff Liaison, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

All offices may be held by more than one person with the exception of the office of Chair/President and Vice-Chair/Vice-President which may not be held by the same person.

Each Officer will perform the duties specified in Appendix A of this Bylaw required by law and as the Board may determine from time to time. Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

## **Duties of the Chair and Vice-Chair**

- 28.** The Chair, when present, shall:
- a) Preside at all meetings of the Members of the Corporation and of the Board of Directors.
  - b) Be charged with the general management and supervision of the affairs and operations of the Corporation.
  - c) Along with the Secretary or any other Officer of the Board appointed for this purpose, sign all bylaws and Membership certificates.
  - d) Act in the capacity of President, where required by Federal or Provincial statutes or regulations.
  - e) Notify Directors and Members of meetings of the Board.
- 29.** During the absence or incapacity of the Chair, the Chair's duties and powers may be exercised by the Vice-Chair. Additionally, the Vice-Chair shall be responsible for the maintenance and development of the corporate Membership and Directorship. Where Federal or Provincial statutes or regulations require a Vice-President, the Vice-Chair shall act in that capacity.

## **Duties of the Treasurer**

- 30.** The Treasurer, or person performing the usual duties of a Treasurer, shall:
- a) Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account.
  - b) Deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank accounts as may be designated by the Board of Directors.

- c) Disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof.
- d) Render to the Board of Directors at the regular meetings thereof, or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation.
- e) Perform such other duties as may be determined by the Board of Directors.

### **Duties of the Secretary**

31. The Secretary shall:

- a) Attend all meetings of the Board of Directors and be responsible to see that all facts and minutes of all proceedings are kept and archived.
- b) Give all notices required to be given to Members and to Directors.
- c) Give all notices required to be given to the CRTC, the Ontario Ministry of Consumer Services or other applicable ministries, and the University of Guelph concerning the Directors and Officers of the Corporation.
- d) Notify Members of the availability of the minutes of meetings of the Board of Directors.
- e) Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation to be delivered only when authorized by a resolution of the Board of Directors to do so and to such a person or persons as may be named in the resolution.
- f) Perform such other duties as may be determined by the Board of Directors.
- g) Provide CFRU staff with unapproved minutes within one (1) week of all Board meetings.

### **Duties of the Staff Liaison**

32. The Staff Liaison shall:

- a) Act as the representative of the Board to staff members and the Union.
- b) Be the primary representative of the Board with regards to the Board's responsibilities as an employer

An alternate Staff Liaison shall also be appointed and shall assume the duties of the Staff Liaison in their absence.

### **Duties of Other Officers**

33. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

## **Removal of Officers**

- 34.** The Board may remove any Officer by resolution. An Officer may be removed for any of the following reasons: actions that violate the mandate of the corporation, mismanagement, perjury, persistent absence from meeting (i.e., the Board of Directors may, at its discretion, by majority vote remove a Director who without appropriate cause fails to attend fifty (50) percent or three (3) consecutive meetings of the Board following that Director's election.)

Any Director who is removed from their position as an Officer of the Corporation shall remain a Director unless they are specifically removed from that position as well.

## **Executive Committee**

- 35.** The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

## **Standing Committees**

- 36.** There shall be the following Standing Committees of the Board of Directors:

- Finance Committee
- Policy Committee
- Programming Committee
- Management Committee
- Board Grievance Committee
- Technical Committee
- Equity Committee
- Nominations Committee

- 37.** Where they exist, the Terms of Reference for the Standing Committees listed above shall be attached as part of the Policy Manual referred to in Section 54 of this bylaw.

## **Remuneration of Directors**

- 38.** The Directors will fulfill their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

## **Protection of Directors and Officers**

- 39.** No Director, Officer or committee member of the Corporation will be liable for:

- a) the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation;
- b) joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation;
- c) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested;
- d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or
- e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a) complied with the Act and the Corporation's articles and Bylaws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

### **Indemnity of Directors and Officers**

**40.** Every Director or Officer of the Corporation (including former Directors and Officers) and their heirs, executors and administrators, and estate and effects, shall at all times be indemnified and saved harmless, subject to the provisions of The Corporations Act, from and against:

- a) All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office.
- b) All other costs, charges and expenses that they sustain or incur in or about or in relation to the affair thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

### **Conflict of Interest**

**41.** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Every disclosure of interest shall be recorded in the minutes of the meeting

### **Execution of Documents**

- 42.** Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by either the Chair or Vice-Chair and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments that require it.
- 43.** Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Vice-Chair, Treasurer, or by any person authorized by the Board.
- 44.** The Chair, Vice-Chair, Secretary, Treasurer, or any other persons designated by the Board of Directors, may transfer any and all shares/bonds, or other securities standing in the name of the Corporation upon the completion of a motion to this end at a Board of Directors meeting. They may accept on behalf of the Corporation transfers to the Corporation. The Secretary may affix the corporate seal to any such transfers or acceptances of transfers, and all Officers and designates identified in this Clause may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation. The Board of Directors may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligation of the Corporation shall be executed.

### **Books and Records**

- 45.** The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **Financial Year**

- 46.** The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 47.** All orders (or the payment of money or evidence of indebtedness issued in the name of the Corporation) shall be signed by persons so designated by the Board. Designation of signing authority shall be determined by resolutions by the Board of Directors. Any of the designated signing Officers may singularly endorse drafts for collection of cheques for deposit. All those with signing authority may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release verification slips. The Board shall have policies regarding the number of signatures available and required to authorize payments, which may be different by amount. Where one (1) authorizing signature is considered sufficient, a second authorizing signature is required on the Bank or Credit Card statement showing

such purchases noting that they have been reviewed. A person may not authorize a payment to themselves.

### **Deposit of Securities for Safekeeping**

- 48.** The securities of the Corporation shall be deposited for safekeeping with one (1) or more banks, trust companies or other financial institutions to be selected by the Board of Directors. The Board of Directors shall determine by resolution if and how these securities can be withdrawn. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **Notice**

- 49.** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

To the last address on record for that director or member;

- a)** Via telephone;
- b)** Via email;
- c)** Via other electronic means; or
- d)** Via other means as the directors determine.

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

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 will, unless it is otherwise provided, be counted in such number of days or other period.

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

### **Borrowing**

- 50.** The Board of Directors may:
- a)** Borrow money on credit for the Corporation.
  - b)** Issue, sell, or pledge securities of the Corporation.

- c) Charge, mortgage, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or money borrowed, or other debt, or any other obligation or liability of the Corporation.

51. The Directors may authorize any individual to make arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions.

### **Certification of Proceedings**

52. Copies of bylaws, resolutions, or other proceedings of the Board of Directors or of the Members of the Corporation may be certified by the Secretary with the corporate seal by a resolution of the Board of Directors.

### **Interpretation**

53. Other than as specified in the Definitions, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

### **Policy Manual**

54. All resolutions which have been passed by the Board of Directors as Policy shall be compiled into a Policy Manual, which shall be attached to these Bylaws as Appendix B.

### **Amendments**

55. The Members may from time to time amend this Bylaw with 67% of the votes cast at a Members' Meeting.

The Board may from time to time amend this bylaw or pass a new bylaw as necessitated by the Act. The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting.

The Members may confirm, reject or amend the new Bylaw or Bylaw changes, with the understanding that the Bylaws may not contravene the Act.

*Passed by the Board of Directors and sealed with the corporate seal this 17th day of March, 1980.*

**Chair:** P. Munholland

**Secretary:** I. McDiarmid

**Revisions:**

October 14, 1983  
November 4, 1986  
November 10, 1987  
November 21, 1988  
November 19, 1990  
December 2, 1991  
October 19, 1993  
November 29, 1994  
March 24, 2004  
March 15, 2005  
October 16, 2007  
November 7, 2011  
November 5, 2012  
November 3, 2014  
November 25, 2019  
November 30, 2020  
December 7, 2022  
June 26, 2025  
December 18, 2025