

RESTATED BY-LAW

A by-law relating generally to the conduct of the affairs of

ONTARIO GOLF SUPERINTENDENTS' ASSOCIATION (hereinafter called the "**Association**")

RESTATED as a by-law of the Association as follows:

Section 1. General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- (a) "Act" means the *Not-for-Profit Associations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "Annual Meeting" means the annual meeting of Members of the Association;
- (c) "Board" means the board of directors of the Association;
- (d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;
- (e) "Chair" means the chair of the Board;
- (f) "Association" 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;
- (g) "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;
- (h) "Member" means a member of the Association;
- (i) "Members" means the collective membership of the Association; and
- (j) "Officer" means an officer of the Association.

1.02 Interpretation

Other than as specified in section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.04 Purpose

The purpose of the Association is to promote research; exchange scientific and practical knowledge to aid in the care of golf courses and turfgrass operations; increase public awareness; increase the prestige of the Association and its Members; encourage cooperation with other associations and organizations whose interest parallel or compliment those of the Association; promote the Association's ethical standards; and promote justice, benevolence and education to and for its Members.

1.05 Head Office

The headquarters of the Association shall be located at 364 College Ave E, Unit 3, Guelph, Ontario N1G 2W1 or at such a place as may be determined from time to time by the Board.

1.06 Seal

The seal of the Association, if any, shall be in the form determined by the Board. The Association may operate without a seal, and if so the statement "I have authority to bind the Association" under the signature of an Officer of the Association will replace the requirement of a seal.

1.07 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document 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 Association to be a true copy thereof.

Section 2. Directors

2.01 Number of Directors

The Board shall consist of a minimum of three (3) Directors and maximum of nine (9) Directors. The number of Directors may be changed from time to time by special resolution.

2.02 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next Annual Meeting or until their successors are elected or appointed. Directors shall be elected by the Members yearly at the Annual Meeting on a show of hands unless a poll is demanded and, if a poll is demanded, such election shall be by ballot. The full Board shall retire at the beginning of the Annual Meeting but shall be eligible for re-election.

The Directors shall elect from among their number an Executive Committee, consisting of Past President, President, Vice-President and Secretary/Treasurer. Only Class A Members, who are golf course superintendents at the time of taking office, may serve as Directors or Officers of the Association. All Officers and a majority of the Directors must be Class A or Class B Members of the Golf Course Superintendents Association of America (GCSAA) at all times.

Each Director shall be an individual at least eighteen (18) years of age, shall be capable of holding property, shall be mentally competent and shall not be bankrupt.

Directors will serve for a term expiring not later than the first (1st) annual meeting of the Members after the election. The exception is where a Director is elected or appointed to fill a vacancy on the Board, in which case the term of office shall be the unexpired portion of the term of office of the Director that has been replaced. Directors will not be a direct or indirect client of the Association. There is no restriction on the number of terms that a Director can serve.

2.03 Duties and Powers of the Board

The Board shall manage the affairs of the Association. The Board may from time to time establish policies and codes of professional conduct of Members.

The Board shall, at each Annual Meeting, make a full report of its acts and doings during the preceding fiscal year and shall further cause to be made an audit of the Treasurer's books and present a reconciliation to the membership at the Annual Meeting. Copies of reports shall be made available to all Members at the Annual Meeting.

All disputed questions of parliamentary procedure shall be controlled by "Roberts Rules of Order, Newly Revised", a copy of which will be maintained in the custody of the Executive Director/Manager or Secretary/Treasurer.

The Board may, from time to time, and when applicable subject to a special meeting of Members:

- (a) authorize the Association to borrow money upon the credit of the Association;
- (b) limit or increase the amount that may borrowed for any approved purpose; and
- (c) authorize the mortgage, hypothecate, charge or pledge of all or any of the real or personal property, undertakings and right of the Association to secure any money borrowed or any other liability of the Association.

2.04 Vacancies

The office of a Director shall be vacated immediately:

- (d) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- (e) if the Director dies or becomes bankrupt;
- (f) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- (g) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.06 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and
- (c) Pursuant to Section 2.06 herein.

The Past President shall serve in the capacity of Nominating Committee Chairman and shall be charged with the responsibility of appointing at least two other members from the Board to serve on the Nominating Committee.

A nomination form approved by the Board shall be available from the Association's office for the nomination of Members to fill the available positions on the Board or among the Association's Officers. For consideration in the Nominating Committee determining the slate of candidates to be proposed to the Annual Meeting, a nomination form must be submitted to the Nominating Committee at least sixty (60) days prior to the Annual Meeting. A nomination form must be attested by at least two Voting Members of the Association and include the signed consent of the candidate that he or she is willing to serve if elected.

With the aid of nominations submitted at least sixty (60) days prior to the Annual Meeting, and knowledge of any other capable individuals willing to serve as a member of the Board, the Nominating Committee shall prepare a slate of candidates for the available positions, which slate

shall be proposed to, and voted upon, at the Annual Meeting. The Nominating Committee shall take into consideration representation from the various areas of the province whenever possible, to try and assure fair representation.

A Member of the Association may advance themselves for election to an available position directly at an Annual Meeting, independent of the slate proposed for election by the Nominating Committee, by completing a nomination form attested by at least ten (10) members and submitted to the Board at least ten (10) days prior to the Annual Meeting.

The Nominating Committee Chairman shall also serve as Election Committee Chairman. At the time of election of directors, the Election Committee Chairman shall ensure that the election proceeds in an orderly fashion, by a show of hands, should there be no more than a full slate, and by secret ballot should there be more nominees than available positions. There will be no nominations from the floor of an Annual Meeting.

Nothing herein contained shall be construed to prohibit the appointment of other committees by the President for the advancement of the Association. No committee shall have authority to bind the Association for the payment of money or the performance of any contract. Such authority is reserved expressly unto the Board or their assigned designates, including Officers of the Association, under the direction of the Board.

2.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 3. Board Meetings

3.01 Calling of Meetings

The Board shall meet in person at least two (2) times each year. When necessary, meetings may be conducted virtually. Meetings of the Board may be called at any time by the President or shall be called by him upon the request in writing of a majority of the members of the Board, provided the request specifies the purpose for such meeting. In the case that the President, after receiving a due request to call a meeting of the Board, refuses or neglects to call such meeting, the meeting may be called by two thirds (2/3) of the members of the Board.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Association thirty (30) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors

are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

3.04 Quorum

A quorum for a meeting of the Board is a majority of the members of the Board.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall one of their number to act as the Chair.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

3.07 Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

Section 4. Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

4.02 Dissolution

In the event of the dissolution of the Association, after all liabilities and responsibilities have been satisfied, the Association's assets shall be distributed for one or more of the exempt purposes specified by Revenue Canada, as determined by the Board.

4.03 Financial Year

The financial year of the Association ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.

4.04 Annual Financial Statements

Not less than twenty-one (21) days, before each Annual Meeting or before the signing of a resolution under section 59 of the Act in lieu of the annual meeting, the Association shall give a copy of the documents referred to in subsection 84(1) of the Act to all Members who have informed the Association that they wish to receive a copy of those documents.

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 84(1) are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 5. Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Association. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Executive Director/Manager

The executive director/manager shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

Section 6. Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Association is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Association's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

Section 7. Conflict of Interest

7.01 Conflict of Interest

A Director, or Officer, who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the Act. Except as provided 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.

Section 8. Members

8.01 Members

Membership in the Association shall consist of eleven (11) classes of Members and will be available only to individuals and Associations interested in furthering the Association's purposes and who have applied for and been accepted into Membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.

A firm or an incorporated company may become a Member by payment of the annual dues.

Members shall be entitled to participate in the activities of the Association as shall be defined by the Board each year, but only voting Members may vote, act as Directors, or hold office in the Association. No employee or contractor employed by the Association shall be a Member of the Association.

The term "Voting Member" as used hereafter, shall mean only Class AA, Class A or Class B Members as defined in section 8.03. Voting Membership is terminated by resignation, death of

the Member, failure of the Member to pay the annual dues, special resolution, or by moving to a permanent residence outside the stated geographical area.

8.02 Membership Qualifications and Application Process

Any person who desires to become a Member of the Association shall file an application in writing with the Association office, on an application form, which shall be furnished by the office on request. An application shall contain, among other things, a concise statement of the applicant's training, qualifications and experience. The application must be signed by the applicant. Each applicant may have the endorsement of one Class A Member in good standing on its application. Certain membership classes require applicants to have their application endorsed by their supervisor in writing to verify their position at the applicable golf course, as defined in section 8.03. In the case that an endorsement from an OGSA Superintendent may not be reasonably obtained, the Board has the right to waive the endorsements at their discretion. The completed application must be accompanied by remittance of one year's dues. In any case where an applicant is refused membership in the Association, the amount remitted with the application shall be returned to the applicant.

Each applicant for membership in the Association shall furnish satisfactory evidence of their qualifications to the Association. Members renewing their membership or seeking reclassification must provide current information for the Association's records.

Any director having reasonable grounds to believe an applicant should not be accepted may express this concern in writing to the Board.

In the event that an application for membership is rejected, the applicant may present a written statement to the Board for reconsideration for membership.

8.03 Membership Classes

- (a) HONORARY MEMBER. To qualify for Honorary Membership, an applicant must be an outstanding person who has or may promote or assist the OGSA. An Honorary Member will be excused from the payment of annual dues and assessments. This classification is to be for life but may be revoked at any time at the discretion of the Board. Honorary Members shall have all the privileges of the Association except that of voting or holding office.
- (b) CLASS AA - LIFE MEMBER. To qualify for Class AA (Life) Membership, an applicant must have retired as a golf course superintendent or assistant golf course superintendent and have been any of a Class A, Class B, or Class C Member, or the historical equivalent thereof, for an aggregate of no less than 25 years, of which a minimum of 20 years has been as a Class A Member, or the historical equivalent thereof, and no longer be working in the industry in a management capacity. A Class AA (Life) Member shall have all the rights and privileges of the Association except that of holding office. Class AA (Life) Members will be excused from the payment of annual dues and assessments. A grandfathering clause for existing AA Members will be instituted.
- (c) CLASS A - GOLF COURSE SUPERINTENDENT MEMBER. To qualify for Class A Membership, an applicant must be presently employed as a golf course superintendent and, at the time of the application for membership, have at least

three (3) years experience in such capacity. Class A Members must also hold a valid Ontario Landscape Exterminator licence or equivalent. A copy of such licence must be submitted and held on file in the Association office. Class A Members shall have all the privileges of the Association including that of voting and holding office.

- (d) CLASS B - GOLF COURSE SUPERINTENDENT MEMBER. To qualify for Class B Membership, an applicant must be presently employed as a golf course superintendent and, at the time of the application for membership, have less than three (3) years experience in such capacity. Class B Members must hold a valid Ontario Landscape Exterminator licence or equivalent. A copy of such licence must be submitted and held on file in the Association office. Class B Members shall have all the privileges of the Association including that of voting except that of holding office.

For purposes of these By-laws, a “golf course superintendent” is an individual who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of such golf course and related equipment.

- (e) CLASS C - ASSISTANT GOLF COURSE SUPERINTENDENT MEMBER. To qualify for Class C Membership, an applicant must be presently employed as an assistant to a golf course superintendent. Class C Members must hold a valid Ontario Landscape Exterminator licence or equivalent. A copy of such licence must be submitted and held on file in the Association office. Class C Members shall have all the privileges of the Association except that of voting and holding office.
- (f) CLASS D. To qualify for Class D Membership, an applicant must be (i) associated with or in charge of the maintenance of a golf facility, (ii) employed at a university, college or turf related facility and be active in the business, (iii) involved in education and/or research that is a direct benefit to the turf industry, or (iv) otherwise have an interest in the industry. Class D Members shall have all the privileges of the Association except that of voting and holding office.
- (g) CLASS E - ASSOCIATE MEMBER. To qualify for Class E Membership, an applicant must be a golf course management company, supplier or firm which is sufficiently interested in the profession of turf growing and management to work for the benefit of the Association. Such a company, firm or supplier may have more than one representative(s) belonging to the Association. Class E Members shall have all the privileges of the Association except that of voting and holding office.
- (h) CLASS F - GOLF COURSE TECHNICIAN MEMBER. To qualify for Class F Membership, an applicant must be presently employed as a golf course technician.. Class F Members shall have all the privileges of the Corporation except that of voting and holding office.
- (i) CLASS EM – GOLF COURSE EQUIPMENT MANAGER. To qualify for a Class EM Membership, an applicant must be presently employed as an equipment manager, assistant equipment manager or mechanic/technician in the golf industry. Class EM Members shall have all the privileges of the Association except that of voting and holding office.

- (j) CLASS S - STUDENT MEMBER. To qualify for Class S (Student) Membership, an applicant must be a full-time student enrolled in a formal program of education related to turfgrass management. An application for Class S (Student) Membership must provide proof of enrollment by the educational institute that the student is attending. Class S. (Student) Members shall have such privileges of the Association as the Board may specify except that of voting and holding office.
- (k) INACTIVE MEMBER. To qualify for Inactive Membership, an applicant must already be a Class AA, Class A or Class B Member who by reason of unemployment, illness or other adverse circumstances is unable to pay annual dues and assessments. Inactive Members shall have all the privileges of the Association associated with their original membership class, except that of holding office, if applicable. An Inactive Member shall be excused from the payment of annual dues and assessments on a pro-rated basis at the discretion of the Executive Committee.

8.04 Reclassification and Request to Freeze Classification

It is the responsibility of the member to notify the Association office of any change in circumstances that results in such Member failing to meet the qualifications of its membership class and, in such event, to identify an alternative membership class whose qualifications the member does satisfy, if any.

Members in good standing who have maintained any classification for twenty (20) years or more, or otherwise at the discretion of the Board, may apply in writing to have their classification frozen. The Board may implement this action even though the member no longer fulfils all the requirements of that class.

8.05 Membership Dues and Assessments

In accordance with section 86 of the Act, the annual dues for all membership classes shall be set by the Board annually, provided however, annual dues may be increased by no more than the "Consumer Price Index" ("CPI") representative of the location of the Association's principal office in any given membership year. Any additional proposed increase over this amount shall be the sum fixed at any Annual Meeting of the Members of the Association as approved by a majority vote of the Voting Members present in person or represented by proxy at such meeting. A membership year shall be from October 1st in a given year through September 30th of the subsequent year. Membership billings for a membership year will be issued to Members no later than the first day of such membership year.

Where necessary, in the opinion of a majority of the Voting Members, for the payment of any existing deficit or potential deficit, there will be levied a special assessment to be paid by each Member in addition to annual dues and in accordance with the proportionate share per Class for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgement for decree rendered against the Association, provided however, that no more than an amount equal to the annual dues shall be levied as such assessments during the year. The vote of the Members on the question of levying a special assessment may be taken by ballot, prepared by the Secretary and delivered electronically or otherwise.

8.06 Disciplinary Act or Termination of Membership for Cause

No Member shall at any time use its affiliation with the Association for the purpose of promoting schemes, ideas, or objects with the intention of private or collective gain. All Members whose annual dues or assessments remain unpaid for more than ninety (90) days after the first day of the membership year or the due date of any such assessment, respectively, shall be dropped from the membership roll of the Association, unless the Board, at its discretion, for good cause shown, temporarily excuse or extend time of payments of annual dues or assessments for any Member who from ill health, or any other good cause is unable to make payments within the time fixed. Upon 15 days' written notice to a Member:

- (a) the Board may, with two-thirds (2/3) majority vote, pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws with no refund of dues;
- (b) the notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership; and
- (c) any expelled Member, no earlier than one year after the date of its loss or suspension of membership, may make application for reinstatement in the manner and form provided in section 8.02.

Section 9. Members' Meetings

9.01 Annual Meeting

The Annual Meeting of the Members shall be held each year in conjunction with the Ontario Golf Course Management Conference & Trade Show, the location, time and place of which will be designated by the Board.

Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

Special Meetings of the membership may be called by the President upon the request of a majority of the members of the Board and may also be called by request of ten percent (10%) of the Voting Members in good standing within 21 days from the date of the deposit of the requisition. Notice of a Special Meeting will also include the purpose for which such meeting is called.

9.03 Notice

Thirty (30) advance days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act 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 sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting shall be ten (10) of the Members entitled to vote at the meeting, 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.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Voting Member shall be entitled to one vote at any meeting;
- (b) Voting Members may exercise their vote through the use of a proxy in form provided by the Secretary. A proxy may be exercised only by the person named in such proxy, who must be a Voting Member of the Association in good standing. Proxies may be utilized upon any proposition submitted to a vote at an Annual Meeting;

- (c) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (d) an abstention shall not be considered a vote cast;
- (e) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (f) if there is a tie vote, the chair of the meeting shall have a second or casting vote.
- (g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the meeting from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any) and 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 only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10. Notices

10.01 Service

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 provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association 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 secretary; provided always that 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 thereto.

10.02 Computation of Time

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

10.03 Error or Omission in Giving Notice

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

Section 11. Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this By-law by two-thirds (2/3) of the votes cast at any Annual or Special meeting of Members, provided a notice in writing of the contents of such amendments is made available to the members at least thirty (30) days prior to the scheduled meeting. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a Annual Meeting.

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Association. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Association; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as member on all Board committees.

Schedule B

Position Description of the Vice-President

Role Statement

In case of the absence or inability to act of the President, the Vice-President shall, during the period of such absence or inability to act, perform the duties required of the President. In the event the office of the President shall become vacant, the Vice-President shall perform all duties of the President until the annual election where a successor shall be duly elected and qualified. In the event that both the offices of President and Vice-President become vacant or both officers are absent or incapacitated to act, the next senior officer shall fill the vacancy of the office of President.

Schedule C

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule D

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, the Board and Board committees.

Schedule E

Position Description of the Executive Director/Manager

Role Statement

The Board may employ an Executive Director/Manager of the Association on such terms and for such remuneration and with such responsibilities, powers and duties as the Board may from time to time determine. The Executive Director/Manager may also act as the Secretary of the Association. In such capacity this employee shall give or cause to be given notices for all meetings of the Board, of any committee and of Members when directed to do so and have charge of the minute books of the Association and of the register of Members. The Executive Director/Manager shall sign such contracts, documents or instruments in writing as require his or her signature, and shall have such other powers and duties as are incident to the role, as directed by the Board.