

**ONTARIO JUDO BLACK-BELT ASSOCIATION
(JUDO ONTARIO)**

A corporation without share capital incorporated in the Province of Ontario under Letters Patent dated the October 7th, 1975 and recorded as number 314091 on November 21st, 1975

BY-LAWS

**SECTION ONE
INTERPRETATION**

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

- a) The singular shall include the plural and the plural the singular;
- b) “Act” means the *Ontario Not-for-Profit Corporations Act, 2010*, as amended
- c) "Corporation" means the Ontario Judo Black Belt Association, commonly known as Judo Ontario, and formerly known as the Ontario Yudanshakai;
- d) “Extraordinary Resolution” means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- e) "Officer" has the meaning set forth in Section 5.1 below, and "Officers" has a corresponding meaning;
- f) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution;
- g) "Region" is one of the geographic divisions of the Province of Ontario established by the Board of Directors (see Section 12 below ("Regions") for further definition).
- h) “Special Resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

**SECTION TWO
ADMINISTRATION**

2.1 MINUTES OF MEETINGS

Minutes shall be kept of all meetings of the Board of Directors, standing committees, and general and special meetings of Members. On approval, with or without amendment, minutes shall be signed by the chair and the secretary of the meeting and shall constitute the record of the Corporation's proceedings and shall be admissible in evidence as prima facie proof of the proceedings. The Minutes of Meetings of the Members shall be produced within three (3) weeks of the meeting. They shall be made available electronically, by email or posting on a Judo Ontario-controlled website, to any member who makes a request. Printed copies will be provided by written request only.

2.2 EXECUTION OF DOCUMENTS

Contracts, documents or any other instruments in writing requiring the signature of the Corporation shall be signed by any two signing officers and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. An exception to the foregoing is that only one signature is required to endorse cheques for deposit to the credit of the Corporation, and the Board of Directors, at its discretion, may allow an agent or employee to endorse such cheques.

2.3 SIGNING OFFICERS

The President, the First Vice-President, the Vice-President (Administration) and the Vice-President (Finance) shall be signing officers. The Board of Directors shall have power, from time to time by resolution, to appoint any Director, Member or agent to be a signing officer. Such an appointment may be either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

SECTION THREE MEMBERSHIP

3.1 MEMBERSHIP

3.1.1 Membership

The membership of the Corporation shall consist of such persons as are members at the time of enactment of this By-law and such other persons as are admitted to membership, except those of the foregoing who have been expelled, are under suspension or who have resigned. There are five (5) categories of membership: Regular Members, Associate Members, Honourary Life Members, Honourary Members, and Member Clubs. The term "**Members**" in this By-law refers to Regular Members, Associate Members, Honourary Life Members, and Member Clubs. Admission as a Member will require a person or club to pay the established fees before the established due date and presentation of an application form completed to the satisfaction of the current Registration Policy.

3.1.2 Qualification for Regular Membership

- a) Only a resident of Ontario may be or become a Regular Member.
- b) Only a black-belt degree recognized by a Regular Member federation of the International Judo Federation will be accepted as proof of eligibility for Regular Membership. An

applicant must present a certificate of their recognized degree at the time of their application.

- c) An applicant who is a Regular Member of any other Regular Member association of Judo Canada must relinquish their other Regular Membership on acceptance as a Regular Member of the Corporation.
- d) A Regular Member who accepts Regular Membership in another Regular Member association of Judo Canada will be deemed to have resigned from the Corporation.
- e) The Board of Directors may, at its discretion, allow exceptions to the above in the case of visitors (sensei, foreign students and others). Such exceptions may include restrictions such as entry into certain competitions and eligibility for grants.
- f) The Board of Directors may, at its discretion, allow exceptions to the above in the case of Regular Members temporarily living outside the Province of Ontario who are required to join another association for purposes such as insurance but whose permanent residence is in Ontario and who wish to take part in Ontario events.

3.2 ASSOCIATE MEMBERSHIP

3.2.1 Associate Membership

Such persons as are registered with the Corporation as practitioners of Judo but who do not hold a blackbelt degree shall be Associate Members during the time that their registration is current.

3.2.2 Qualification for Associate Membership

- a) Only a resident of Ontario may be or become an Associate Member.
- b) An Associate Member must normally be a member of a Member Club under section 3.5 below ("Member Clubs"). In unusual circumstances the Board of Directors shall have the power to accept individual registrations.
- c) An Associate Member may not hold membership in any other provincial or national Judo association.
- d) The Board of Directors may, at its discretion, allow exceptions to (c) above in the case of visitors (foreign students and others). Such exceptions may include restrictions such as entry into certain competitions and eligibility for grants. Associate Members are entitled to all the rights and privileges of Regular Members.

3.3 HONOURARY LIFE MEMBERSHIP

Honourary Life Membership may be conferred by the Board of Directors on Members who have given long and distinguished service to Judo. Honourary Life Members are entitled to all the rights and privileges of Regular Members.

3.4 HONOURARY MEMBERSHIP

Honourary Membership may be conferred by the Board of Directors on Distinguished Persons, not engaged in the practice of Judo, and may include presentation of an honorary black belt. Honourary Members are not entitled to any of the rights or privileges of Regular Members.

3.5 MEMBER CLUBS

Member Club membership is open to Judo clubs in Ontario. A Member Club membership must be held by a named Regular Member of the Corporation. Member Clubs are entitled to all the rights and privileges of Regular Members.

3.6 RESIGNATION

Any Member may resign from the Corporation by submitting their written resignation to the Vice-President (Administration) of the Corporation.

3.7 SUSPENSION AND EXPULSION

3.7.1 Suspension and expulsion

The Board of Directors, after due consideration of the circumstances and having given 30 days notice to the Member of intent to consider, may suspend or expel any Member for any of the following reasons:

- a) contravention of the By-laws or policies of the Corporation.
- b) actions contrary to the standards of behaviour and ethics of Kodokan Judo.
- c) conduct that is contrary to the Ontario Human Rights Code.
- d) delinquency of fees, fines or other contractual debts. Such fees finds, or other contractual debts will be deemed delinquent if the Board of Directors decides that the collection of such fees, fines or other contractual debts has become futile.

3.7.2 Voluntary suspension

A Member who does not pay their fees on or by the date set from time to time by the Board of Directors is deemed to have voluntarily suspended their Membership. Reinstatement is automatic on payment of fees equal to those a Member would have paid during the period of suspension. Rights and privileges for the period between voluntary suspension and reinstatement are foregone. The foregoing applies also to Member Clubs and Associate Members.

3.7.3 Rights and privileges of persons suspended or expelled

Persons expelled or under suspension forfeit all rights and privileges except the right of due process including the right of appeal.

3.7.4 Suspension or expulsion by a Member Club.

On notification by a club of the expulsion or suspension of a Regular Member or Associate Member, the Board of Directors shall consider, at its next regular meeting, what action by the Corporation is warranted.

3.8 FEES

The Board of Directors shall establish fees payable by Members, Member Clubs and Associate Members, and the respective dates by which the fees must be paid. The Board of Directors may from time to time change fees and due dates.

3.9 CESSATION OF MEMBERSHIP

Any person who has resigned or is suspended or has been expelled shall immediately return to the Corporation all books or other property of the Corporation of which they may have care, and they shall remain liable for the payment of all monies due from them at the time of their resignation, suspension or expulsion. Failure to pay the set fees before the established due dates, except for Lifetime Members, by a Member shall imply that the Member has relinquished their Membership.

SECTION FOUR BOARD OF DIRECTORS

4.1 THE BOARD OF DIRECTORS

4.1.1 The Board of Directors shall be comprised of the President, the First Vice-President, the Vice-President (Administration), the Vice-President (Finance), the Vice-President (Marketing), the Vice-President (Technical), the Vice-President (Competitions), the Vice-President (Operations), and the Vice-President (Regions, Inclusion and Gender Equity).

4.2 QUALIFICATION

4.2.1 Each Director shall be eighteen (18) or more years of age at the time of their election.

4.2.2 Should a Director cease to be fulfil the requirements of Section 4.2.3 below ("Membership Requirements"), their term of office will end forthwith.

4.2.3 Membership requirements

The President and all Vice-Presidents must be Regular Members of the Corporation. The Vice-President (Administration), the Vice-President (Marketing) and the Vice-President (Finance) may be Regular Members or Associate Members.

4.3 TERM

4.3.1 Length of term

Each Director shall be elected to hold office for a period of two (2) years or until their successor has been duly elected.

4.4 ELECTIONS

4.4.1 Notice

Notice of elections shall be given at least sixty (60) days but not more than ninety (90) days prior to the election date. Notice may be given by announcement in the newsletter and on the web site, and by individual communication by mail, e-mail or facsimile. Notice to the person named as a designate of a Member Club shall be considered as notice to Associate Members in the relevant club.

4.4.2 Candidate deadline

Candidates must inform the Executive Director or such other person as the Board of Directors may designate of their candidacy, at the official Judo Ontario mailing address, in writing, not less than forty (40) days prior to the election date. A facsimile or e-mail transmission satisfies the requirement "in writing". The Corporation shall publish a list of all candidates not less than thirty (30) days prior to the election date.

4.4.3 Order of Election

The order of election shall be:

Election in Even Years	Election in Odd Years
President	First Vice-President
Vice-President (Finance)	Vice-President (Administration)
Vice-President (Technical)	Vice-President (Marketing)
Vice-President (Operations)	Vice-President (Competitions)
Vice-President (Regions, Inclusion & Gender Equity)	

4.4.4 Online voting procedure

Voting by Members for the positions listed in 4.4.3 above ("Order of Election") shall be by voting online through a secure Judo Ontario-approved third party. Instructions for the online voting will be given at the same time as the email ballots are issued.

4.4.5 Online voting procedure opt out

As all voting will be done online it is critical for all black belts to have a unique email address in the online membership registration system. Members who share an email address in the membership registration system shall inform Judo Ontario of a unique email address to receive their ballots at either the official location mailing address or the official office email within ten (10) days of the announcement of the Annual General Meeting. In the event there are still shared e-mail addresses, Judo Ontario will select which member will receive the email ballot and the other Members sharing the email address will not receive the ballot. When selecting which Member to receive the ballot Judo Ontario shall give preference to Dojoshus to receive the ballot at that email address.

4.5 VACATION OF OFFICE

The office of a Director shall forthwith be vacated:

- a) if they cease to be a Member of the Corporation;
- b) on acceptance of their resignation from office by the Board of Directors;
- c) if they are found by a Federal or Provincial Court to be mentally incompetent or declared bankrupt or convicted of a criminal offence; or
- d) by Ordinary Resolution of the Members at a Special Meeting of the Members.

4.6 REMUNERATION OF DIRECTORS

Subject to Section 4.7 below ("Conflict of Interest"), a Director may be remunerated for work performed in another capacity.

4.7 CONFLICT OF INTEREST

A Director must declare any conflict of interest or any situation which may be perceived as a conflict of interest and not take part in any discussion or vote on the matter. In the case of an ongoing situation affecting one or more matters and affecting their ability to function effectively as a Director, the Director in question shall resign from the Board of Directors. A Director who fails to declare a conflict of interest may be found to be in contravention of these Bylaws.

4.8 CONSENT

An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.9 VACANCIES

Vacancies on the Board of Directors shall be filled in the appropriate manner, as follows:

- a) in the case of the President, the First Vice-President shall become President;
- b) in the case of the First Vice-President or a Vice-President elected by the Membership, the Board of Directors may assign the duties of the position to one of their number;
- c) in the event that all Directors decline to accept an appointment under (b) above, the Board of Directors may appoint any Regular Member or, in the cases of Vice-President (Administration) and Vice-President (Finance), any Regular Member or Associate Member.

Should no Director be willing to accept an office under 6.2 (c) the Board of Directors may appoint any Regular Member.

Vacancies in any Director position are filled for the remainder of the vacant position's term of office.

4.10 MEETINGS

4.10.1 Place of meetings

Meetings of the Board of Directors will be held at the head office or such other place within the Province of Ontario as determined by the Board of Directors, from time to time. The Board of Directors shall meet regularly not less than twice per year. A meeting of the Board of Directors may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board of Directors, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Board of Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

4.10.2 Calling of meetings

The Vice-President (Administration) is required to call a meeting of the Board of Directors on the instructions of the President or on written request by any four (4) Directors.

4.10.3 Notice of meetings

At any meeting, announcement of the date, time and place of the next meeting shall be sufficient notice. Failing this thirty (30) days' notice is required unless all Directors agree to shorter notice.

4.10.4 Special Board of Director meetings

A Special Board of Directors meeting may be called at short notice but not less than forty-eight (48) hours unless all Directors agree to a shorter notice. Such notice may be by electronic means, telephone, facsimile or email. Such a meeting will consider only the matter(s) included in the notice of meeting. Such a meeting may be attended by teleconference and Directors so attending shall be considered to be present for the purpose of quorum and voting.

4.10.5 Chair

The President, or in their absence the First Vice-President shall take the chair. If neither the President nor the First Vice-President is present, the Directors shall appoint one of their number to take the chair.

4.10.6 Voting

Each Director may vote once on each motion. The majority of votes decides the motion. In the case of equality of votes the motion is lost.

SECTION FIVE OFFICERS

5.1 OFFICERS

The officers of the Corporation shall be the President, First Vice-President, Vice-President (Administration), Vice-President (Finance), the Vice-President (Marketing), the Vice-President (Technical), the Vice-President (Competitions), and the Vice-President (Operations).

5.2 DUTIES AND RESPONSIBILITIES**5.2.1 General**

Each Officer shall perform all duties incident to their office and have such additional powers, duties and responsibilities as may be prescribed by the Board of Directors.

5.2.2 Ex-Officio Members

All Officers shall be ex-officio members of any standing or ad hoc committee for which they are responsible.

5.3 DUTIES AND RESPONSIBILITIES OF THE PRESIDENT

The President shall be the chief executive officer of the Corporation and shall be charged with the general supervision of the affairs and operations of the Corporation. The President shall preside at all meetings of the Board of Directors, and Members and shall have general oversight

of the Vice-President (Administration), the Vice-President (Finance), the Vice-President (Marketing) and their departments. The President shall be an ex-officio member of all standing and ad-hoc committees of the Corporation.

5.4 DUTIES AND RESPONSIBILITIES OF THE FIRST VICE-PRESIDENT

The First Vice-President shall be responsible for the general oversight of the Vice-President (Operations), the Vice President (Technical), the Vice-President (Competitions) and their departments. They shall also perform such duties as are delegated by the President from time to time and, in the absence of the President, shall perform the duties and exercise the powers of the President.

5.5 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (ADMINISTRATION)

The Vice-President (Administration) shall be responsible for giving notice and recording the minutes of all meetings of the Board of Directors, and Members. They shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

5.6 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (FINANCE)

The Vice-President (Finance) shall have the care and custody of all the funds and securities of the Corporation and shall deposit same in name of the Corporation in such bank or banks or with such other depository or depositories as the Board of Directors may direct. They shall keep or cause to be kept proper accounting records for the Corporation. They shall make investments for the Corporation on instructions from the Board of Directors. They shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the Board of Directors at meetings thereof or whenever required of them by a Director, an account of all their transactions as Vice-President (Finance) and of the financial position of the Corporation.

5.7 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (MARKETING)

The Vice-President (Marketing) shall be responsible for internal and external publicity and promotion of the Corporation. This includes, but is not limited to, Membership promotion, the website and the newsletter. They are also responsible for guiding fund-raising efforts.

5.8 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (TECHNICAL)

The Vice-President (Technical) shall be responsible for development and training including but not limited to, youth development and coaching development. They shall be an ex-officio member of the Grading Committee.

5.9 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (COMPETITIONS)

The Vice-President (Competitions) shall be responsible for event management including but not limited to, the assurance of competent conduct of events and event sanctioning. They shall be responsible for the Referee Committee and for “Judo Ontario’s Age-Specific Rules and Regulations”, including any exceptions to the IJF Contest Rules. They shall also be responsible for the application of these Regulations, and exceptions thereto, and if desired, They may

delegate this responsibility to the Ontario Referee Committee. They shall also act as the athletes' representative on the Board of Directors.

5.10 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (OPERATIONS)

The Vice-President (Operations) shall be responsible for internal affairs including, but not limited to, membership, membership risk management, dispute resolution and discipline.

5.11 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (REGIONS, INCLUSION & GENDER EQUITY)

The Vice-President (Regions, Inclusion & Gender Equity) shall be responsible for ensuring Judo Ontario's policies and procedures allow for inclusion for as many people as possible. In addition, the Vice-President – Inclusion & Gender Equity shall chair a Regions Committee, made up of a representative from each Region. They shall prepare and keep current or have prepared and kept current a model set of by-laws for the Regions. They shall monitor Regional activities to ensure conformance with the Regional by-laws with special emphasis on elections.

5.12 DELEGATION OF POWERS AND DUTIES

In the case of the absence or inability to act of any Officer, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate any or all of the powers and duties of such Officer to any other Officer or to a Director, for the time being.

SECTION SIX MEETINGS OF MEMBERS

6.1 TYPES OF MEETING

6.1.1 Annual meeting of Members

An Annual Meeting of Members shall be held at such time and on such day in each year as the Executive Committee may from time to time determine but within six (6) months of the end of the financial year, and within fifteen (15) months of the previous Annual Meeting, for the purpose of hearing and receiving the reports and statements required by statute to be read at and laid before the Corporation at an annual general meeting, electing the Directors to be elected at that annual general meeting, recording the election of Regional Representatives by their respective Regions, appointing an auditor, and for the transaction of such other business as may properly be brought before the meeting.

6.1.2 Special meeting of Members

The Vice-President (Administration) is required to call a special meeting of Members on the instructions of the President or by resolution of the Board of Directors or on written request by Members ten percent (10%) carrying 10% of the votes, for the transaction of business which is specified in the notice of the meeting.

6.2 NOTICE OF MEETING

6.2.1 Annual meeting

At least ten (10) and not more than fifty (50) days notice shall be given of the annual meeting of Members.

6.2.2 **Special meeting**

Not less than 30 days notice shall be given of a special meeting of Members.

6.3 **CHAIR**

The President shall take the chair at all meetings of Members, failing which the First Vice-President shall take the chair, failing which the meeting may appoint any other Executive as chair, failing which the meeting may appoint any Member present.

6.4 **QUORUM**

A quorum for the transaction of business at any meeting of Members shall be twenty-five (25) Members present in person. If, within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

6.5 **VOTING**

6.5.1 **Voting Rights**

Subject to Section Seventeen (when applicable), each Member shall have one vote on each question, issue or resolution except that in the case of a poll, a Regular Member designated by a Member Club shall have additional votes as shown in Section 6.5.2 below ("Votes for Associate Members"). Voting shall be by show of hands unless any Member demands a poll before the vote is called. If a poll is demanded and the demand is not withdrawn, the vote will be made by secret ballot. Three (3) scrutineers shall be appointed by the meeting. The scrutineers shall report the results of the vote to the chair of the meeting and shall not disclose the results to any other person. Every question shall be decided by a majority of the votes cast unless otherwise required by the By-laws of the Corporation or by law. In the case of equality of votes the question is lost. A declaration from the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be prima facie proof of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.

6.5.2 **Votes for Associate Members**

A Regular Member designated by a Member Club may carry additional votes. The number of additional votes is determined by the number of Associate Members registered by the relevant club. These additional votes are calculated by dividing the number of registered Associate Members in the relevant club by ten (10) and discarding any fractions. (Sample calculations: At least ten (10) Associate Members but not more than nineteen (19) Associate Members will allow one additional vote; at least fifty (50) Associate Members but not more than fifty-nine (59) Associate Members will allow five (5) additional votes.)

6.5.3 **Good Stranding Voting Eligibility**

Members who are not "in good standing" may, at the sole discretion of the Board of Directors, have their eligibility temporarily revoked until the Member is deemed "in good standing" solely by the Board of Directors.

6.5.4 **Timing of Voting Eligibility**

Regular Members and Associate Members will only be permitted to vote if their respective membership fees have been paid in full as of the thirty-first day of March of the year of the vote.

6.5.5. New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting

SECTION SEVEN NOTICE OF MEETINGS

7.1 METHODS OF GIVING NOTICE

Notice of any meeting of Members and any documents related to any such meeting sent by the Corporation shall be sent either:

- a) by prepaid mail to the last address of the relevant Member(s) recorded on the books of the Corporation;
- b) by facsimile transmission to the last facsimile number of the relevant Member(s) recorded on the books of the Corporation;
- c) by email to the last email address of the relevant Member(s) recorded on the books of the Corporation; or
- d) by another form of electronic transmission where there is a record that the notice or other document has been sent to the relevant Member(s);

and may also be announced in the Corporation's newsletter or on the Corporation's web-site.

7.2 DATE OF NOTICE

A notice or other document sent by a method referred to in Section 8.1 above ("Methods of Giving Notice") shall be deemed to have been received by the intended recipient on the earlier of: (a) the day the intended recipient actually receives it; or (b) the first business day in the Province of Ontario after the day the notice or other document is sent. The term "business day" means any day which is not (i) a Saturday or Sunday, or (ii) a day observed as a holiday under the laws of the Province of Ontario or the federal laws of Canada applicable therein

7.3 EVIDENCE OF NOTICE

A declaration from the Chair or by the Vice-President (Administration) that notice has been properly given shall be conclusive evidence of giving such notice.

7.4 ERRORS OR OMISSIONS IN NOTICE

No error or omission in giving notice of an annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

7.5 COMPUTATION OF TIME

In computing the interval for giving notice, the day of the meeting shall not be included but the day on which notice is given shall be counted as a full day.

SECTION EIGHT FINANCES

8.1 FISCAL YEAR

The fiscal year of the Corporation shall end on the thirty-first (31st) day of March.

8.2 AUDITOR

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

8.3 BORROWING

The Executive Committee may from time to time:

- a) borrow money on the credit of the Corporation,
- b) issue, sell or pledge securities of the Corporation,
- c) charge, mortgage, hypothecate 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 any money borrowed, or other debt, or any other obligation of liability of the Corporation.

From time to time, the Board of Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such securities for any monies borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

8.4 Annual Financial Statements

The Board of Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided

to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

8.5 Books and Records

The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Board of Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.6 Remuneration

All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board of Directors. This section does not preclude an Executive or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

SECTION NINE PROTECTION OF DIRECTORS AND OFFICERS

9.1 PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer, or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any of the monies, securities, or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office or trust, or in relation thereto unless the same shall happen by or through their own dishonesty or willful neglect or default.

9.2 INDEMNIFICATION

The Corporation hereby acknowledges and agrees that each and every Director and Officer of the Corporation shall be deemed to have assumed his office on the express understanding, agreement and condition that except as hereinafter provided, they and their heirs, executors, administrators and other legal person representatives shall be indemnified and saved harmless by the Corporation from and against:

- a) any liability and all costs, charges and expenses whatsoever that they sustain or incur in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- b) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation, except such liability, costs, charges or expenses as are occasioned by their own dishonesty, wilful neglect or default.

9.3 LIABILITY INSURANCE

The Corporation may purchase and maintain insurance for the benefit of a Director or Officer thereof, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of their own dishonesty, willful neglect or default.

9.4 IRREGULARITIES IN PROCEDURE

No act or proceeding of any Director, Officer or the Board of Directors shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director, Officer or the Board of Directors.

9.5 DIRECTORS AND OFFICERS ENTITLED TO RELY ON REPORTS OF OTHERS

The Board of Directors, any Director and any Officer may rely upon the accuracy of any statement or report prepared by the Corporation's auditor and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any such statement or report.

SECTION TEN COMMITTEES

10.1 STANDING COMMITTEES

The Board of Directors may create such standing committees as may be considered desirable for the purpose of furthering the aims and objectives of the Corporation. These shall include but are not limited to a Grading Committee, a Technical Committee, a Referee Committee and a Regions Committee. Except for the Regions Committee, the Board of Directors shall determine the size, composition, and term of each standing committee. The Board of Directors may fill vacancies in a standing committee as they occur. Whenever a vacancy shall exist in a standing committee, the remaining members of such standing committee may exercise all of its powers as long as membership of the committee does not fall below two thirds (2/3) of the number established by the Board of Directors. The Board of Directors may delegate to a standing committee any powers of the Board of Directors subject to any restriction that may be imposed

by the Board of Directors. A majority of members of a standing committee shall be sufficient for a quorum.

SECTION ELEVEN REGIONS

11.1 DEFINITION

There shall be six (6) Regions and each Region shall be a geographical area within Ontario. The Regions are designated:

- East Region
- Central East Region
- North Region
- Northwest Region
- Central West Region
- Southwest Region

The boundaries of each Region shall be determined from time to time by the Board of Directors

11.2 REGIONAL BY-LAWS

The affairs of a Region, including but not limited to officers, elections, notices and meetings, shall be conducted in accordance with its by-laws, said by-laws having been approved by the Board of Directors of the Corporation.

11.3 REGIONAL REPRESENTATION

11.3.1 Regional Representative

Each Region shall be represented on the Regions Committee by a Regular Member or Associate Member duly elected by and from the Region.

SECTION TWELVE AGENTS AND EMPLOYEES

12.1 APPOINTMENT OF AGENTS AND EMPLOYEES

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such duties as shall be prescribed by the Board of Directors at the time of such appointment or engagement.

SECTION THIRTEEN MISCELLANEOUS PROVISIONS

13.1 PUBLISHING AND COPYRIGHT

The Corporation may publish or promote the publication of journals, books and other material intended to further the aims and objectives of the Corporation. The Board of Directors shall appoint editors and editorial boards for each of the Corporation's publication. The copyright in papers and illustrations, if any, published by the Corporation shall be the property of the Corporation unless the author at the time of submitting the publication shall reserve the copyright to themselves.

13.2 ADJOURNMENTS

Any business of any meeting of Members or of the Board of Directors or of any committee may be transacted at an adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Except in the case of meetings of Members, such adjournment may be made notwithstanding that no quorum is present.

13.3 REGISTER

The Corporation shall maintain a register of Members of the Corporation showing their last known address. The privacy of Members' information shall be maintained in accordance with applicable law.

13.4 GRANTS, DONATIONS, BEQUESTS AND GIFTS

The Board of Directors shall decide on the acceptance or refusal of any grant, donation, bequest or gift.

SECTION FOURTEEN AMENDMENT OF BY-LAWS

14.1 AMENDMENTS TO THE BY-LAWS

Subject to Section 16 (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board of Directors. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

SECTION FIFTEEN AMENDMENT OF LETTERS PATENT

A proposal to apply to the Province of Ontario for an amendment to the Letters Patent shall require the support of the majority of Members at a meeting of Members duly called for the purpose of making such an amendment.

SECTION SIXTEEN FUNDAMENTAL CHANGES

A Special Resolution is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.