

**ONTARIO TENNIS ASSOCIATION - MODEL GENERAL BY-LAWS FOR
CLUBS INCORPORATED UNDER THE NOT-FOR-PROFIT CORPORATIONS
ACT (CAN)**

***THE OTA RECCOMENDS THAT MEMBERS SHOULD SEEK LEGAL ADVICE
WHEN INCORPORATING THEIR CLUB IN ORDER TO UNDERSTAND
THE ONGOING RESPONSIBILITIES THIS ENTAILS***

[● Tennis Club]

BY-LAW NO. 1 General

ARTICLE 1
INTERPRETATION

Section 1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

“**Act**” means the *Canada Not-for-Profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

“**Authorized Signatory**” has the meaning specified in Section 2.2.

“**Corporation**” or “**Club**” means ● Tennis Club.

“**person**” means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

“**recorded address**” means (i) in the case of a member, the member’s latest address as shown in the records of the Corporation, and (ii) in the case of a director, officer or public accountant, the person’s latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

“**show of hands**” means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this by-law to gender includes all genders. In this by-law

the words “including”, “includes” and “include” means “including (or includes or include) without limitation”.

Section 1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

ARTICLE 2 BUSINESS OF THE CORPORATION

Section 2.1 Financial Year.

The financial year of the Corporation ends on such date of each year as the directors determine from time to time.

Section 2.2 Execution of Instruments and Voting Rights.

Note: The list of Authorized Signatories that is appropriate will vary from club to club. What is appropriate will depend upon the size of the club and what the practices of the club are. Permitting one officer or director to sign contracts provides the most flexibility but it also reduces the checks and balances and control that the board of directors would have. You should also consider whether there are any particular contracts, documents or instruments applicable to the corporation that need specific authorization for execution. For example, a club may want to have two officers or specified officers sign contracts that are over a certain dollar threshold.

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, (i) by **[any two of the directors and officers] OR [any [one] [two] of the following: a director, the chair of the board, the president, a vice-president, the corporate secretary and the treasurer]** or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an “**Authorized Signatory**”).

As used in this Section, the phrase “contracts, documents and instruments” means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

Section 2.3 Banking Arrangements.

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.

Section 2.4 Annual Financial Statements

Note: The Act requires that a copy of summary of the documents referred to in section 172(1) be sent to each member, other than a member who, in writing, declines to receive such documentation. However, the by-laws may provide that these documents are made available at the registered office of the corporation and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail. Insert this section to take advantage of this procedure.

[The Corporation may, instead of sending to the members copies of the annual financial statements and further information respecting the financial position of the Corporation required by the Act, publish a notice to its members stating that these documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.]

ARTICLE 3 DIRECTORS

Section 3.1 Number of Directors.

If the articles specify a minimum and a maximum number of directors, the number of directors is, at any time, the number within the minimum and maximum determined from time to time by ordinary resolution or, if an ordinary resolution empowers the directors to determine the number, by the directors. No decrease in the number of directors will shorten the term of an incumbent director. Where the number of directors has not been determined as provided in this section, the number of directors is the number of directors holding office immediately following the most recent election or appointment of directors, whether at an annual or special meeting of the members, or by the directors pursuant to the Act.

Section 3.2 Qualification.

Note: Under the Act, a director is not required to be a member of the Corporation unless the by-laws otherwise provide.

No person shall be elected as a director of the Corporation unless such person is an Adult voting member of the Club

Section 3.3 Term of Office of Directors

Note: It is not necessary for the by-laws to provide for specific terms of office, although you may wish to do so. Directors may be elected to hold office for a term expiring within 4 years, a director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following the director's election and it is not necessary that all directors elected at a meeting of members hold office for the same term.

Option 1 (Fixed term)

The directors shall be elected to hold office for a term expiring not later than the close of the **[next - second - third - fourth]** annual meeting of members following the election.

Option 2 (Staggered terms) [RECCOMENDED IF YOU HAVE TERMS OF MORE THAN ONE YEAR]

At the first election of directors following the approval of this by-law, **[one-third (1/3)]** of the directors shall be elected for a three-year term, **[one-third (1/3)]** of the directors shall be elected for a two-year term and **[one-third (1/3)]** of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for **[three-year (3)]** terms.

Section 3.4 Members Filling Vacancy

Note: The Act permits a quorum of directors to fill a casual vacancy among the directors unless the by-laws reserve this right to the members. [RESTRICTING THE ABILITY TO FILL VACANCIES IS NOT RECCOMENDED]

[Any vacancy among the directors of the Corporation shall only be filled by a vote of the members, or by a vote of the members of any class or group having an exclusive right to elect one or more directors if the vacancy occurs among the directors elected by that class or group.]

Section 3.5 Place of Meetings.

Meetings of directors may be held at any place in **[or outside of] [TOWN/CITY], [Ontario] Canada.**

Section 3.6 Calling of Meetings.

The chair of the board, the president, the secretary or any **two** or more other directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

Section 3.7 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

Section 3.8 Notice of Meeting.

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than **[48]** hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of members.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 3.9 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 3.10 Quorum.

A majority of the number of directors in office or such greater or lesser number as the directors may determine from time to time, constitutes a quorum at any meeting of directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

Section 3.11 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a

meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

Section 3.12 Chair.

The chair of any meeting of directors is the first mentioned of the following officers that is a director and is present at the meeting:

- (a) the chair of the board; or
- (b) the president.

If no such person is present at the meeting, the directors present shall choose one of their number to chair the meeting.

Section 3.13 Secretary.

The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

Section 3.14 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

Section 3.15 No Remuneration, Expenses.

Directors are not entitled to remuneration for their services as such but shall be entitled to be reimbursed for reasonable travelling and other out-of-pocket expenses properly incurred by them in attending directors meetings, committee meetings and members meetings and in the performance of other duties of directors of the Corporation. .

A director may be employed by or provide services to the Corporation otherwise than as a director. Such a director may receive remuneration for such employment or services.

ARTICLE 4 COMMITTEES

Section 4.1 Committees of Directors.

The directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.

Section 4.2 Proceedings.

Meetings of committees of directors may be held at any place at which meetings of directors may be held as provided in Section 3.15. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.3 to Section 3.14 inclusive apply to committees of directors, with such changes as are necessary.

ARTICLE 5 OFFICERS

Section 5.1 Appointment of Officers.

The directors may appoint such officers of the Corporation as they deem appropriate from time to time. The officers may include any of a chair of the board, a president, a chief executive officer, one or more vice-presidents, a chief financial officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be the chair of the board unless that person is a director

Section 5.2 Powers and Duties.

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer. . *[Note: the following are the minimum recommended officers of a Club in normal circumstances]*

Section 5.3 Chair of the Board.

If appointed, the chair of the board will preside at directors meetings and members meetings in accordance with Section 3.12 and Section 8.9, respectively. The chair of the board will have such other powers and duties as the directors determine.

Section 5.4 President.

If appointed, the president of the Corporation will be the chief executive officer of the Corporation and have general powers and duties of supervision of the business and affairs of the Corporation. The president will have such other powers and duties as the directors determine. Subject to Section 3.13 and Section 8.9, during the absence or disability of the corporate secretary or the treasurer, or if no corporate secretary or treasurer has been appointed, the president will also have the powers and duties of the office of corporate secretary and treasurer, as the case may be.

Section 5.5 Corporate Secretary.

If appointed, the corporate secretary will have the following powers and duties: (i) the corporate secretary will give or cause to be given, as and when instructed, notices required to be given to members, directors, officers, public accountants and members of committees of directors; (ii) the corporate secretary may attend at and be the secretary of meetings of directors, members, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporation determine.

Section 5.6 Treasurer.

If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the treasurer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the directors or the president of the Corporation determine.

Section 5.7 Removal of Officers.

The directors may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

ARTICLE 6
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section 6.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

Section 6.2 Indemnity.

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and (iv) their respective heirs and legal representatives.¹ The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Section 6.3 Insurance.

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

ARTICLE 7
MEMBERS

Section 7.1 Membership Conditions.

Note: The articles set out the classes or groups of members that the Corporation is authorized to establish. The by-laws set out the conditions required for being a member of the corporation.

¹

Subject to the articles, there shall be two classes of members in the Corporation, namely, Adult voting members, being individual members aged 18 or older and Junior non-voting members, being individual members under age 18. All memberships shall be non-transferable.

Membership shall be open to all individuals on an annual basis upon payment of the fee and submission of a completed application form on such terms as shall be established by the board of directors from time to time. Within the classes of members, the board of directors may by resolution establish sub-categories with different conditions of or fees for membership such as, by way of example only, for student members and seniors and to provide for family memberships.

. The board of directors may set limits upon the total number of members of the Club in any class or category and may decline applications for membership from new or existing members which would exceed such limits or otherwise in its sole discretion provided that no application for membership shall be declined solely on the basis of gender, race, creed, sexual orientation or other prohibited basis of discrimination..

The membership year for the Club shall be from [**January 1 to December 31**] in each year or such other period as the board of directors may by resolution establish.

The following conditions of membership shall apply:

(a) Adult Voting Members

(i) Adult voting membership shall be available only to individuals aged 18 or over who have submitted a completed application, paid the fee and met such other conditions as are established by the board of directors from time to time.

(ii) The term of membership shall be annual, subject to renewal in accordance with the policies of the Club.

(iii) As set out in the articles, each Adult voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Adult voting member shall be entitled to one (1) vote at such meetings.

(b) Junior Members

(i) Junior non-voting membership shall be available only to individuals under the age of 18 who have submitted a completed application, paid the fee

and met such other conditions as are established by the board of directors from time to time.

(ii) The term of membership of a Junior non-voting member shall be annual, subject to renewal in accordance with the policies of the Club.

(iii) Subject to the Act and the articles, a Junior non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Section 7.2 Membership Fees in Default

Any Member in default of payment of membership fees shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within 30 days the member in default shall automatically cease to be a member of the Corporation.

Section 7.3 Lien for Indebtedness.

If the articles provide that the Corporation has a lien on memberships registered in the name of a member or the member's personal representative for a debt of that member to the Corporation, such lien may be enforced, subject to applicable law.

Section 7.4 Discipline of Members

Note: The Act permits the articles or by-laws to empower the members, directors or any committee thereof to discipline a member or terminate their membership. Include this paragraph to give this power to the board.

[The board shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Club;**
- (b) carrying out any conduct which may be detrimental to the Club as determined by the board in its sole discretion;**
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.**

In the event that the board determines that a member should be expelled or suspended from membership, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or

such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal. In the event the member involved is a Junior non-voting member, such notices shall be given to and submissions accepted from the parent(s) or other legal guardian of such Junior non-voting member.]

ARTICLE 8 MEETINGS OF MEMBERS

Section 8.1 Calling Annual and Special Meetings.

Note: The NPCA provides that directors of a corporation may call annual and special meetings of members. If the directors wish to delegate their power to call meetings of members to certain officers, this section should be included. The default rule under the Act requires 5% of the member voting rights in order to requisition a meeting. The by-laws may provide for a lower percentage - include the second part of this paragraph only if you wish to do so (otherwise, it is not necessary to restate the Act).

Any two or more of the directors and each of the chair of the board, the president and the secretary have the power to call annual meetings of members and special meetings of members. Annual meetings of members and special meetings of members will be held on the date and at the time and place in Canada as the person(s) calling the meeting determine. The directors shall also call a special meeting of members in accordance with the Act on written requisition of members carrying not less than [5] percent of the votes that may be cast at a meeting. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Section 8.2 Electronic Meetings.

Note: The NPCA provides that the directors or members calling a meeting of members may determine that the meeting shall be held entirely by means of telephone, electronic, or other communication facility if the by-laws provide so. This section should be included to provide the most flexibility for the Corporation.

Meetings of members may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The directors may establish procedures regarding the holding of meetings of members by such means.

Section 8.3 Notice of Meetings.

Note: The NPCA provides that the corporation shall give notice of the time and place of the meeting in accordance with the by-laws and the regulations. The provisions of the by-laws respecting the giving of notice must comply with the prescribed requirements. If the by-laws are silent or do not comply with the prescribed requirements, notice shall be given to the members within the period of 21 to 60 days before the day the meeting is to be held. Choose one or more of the following means of giving notice i) by mail, courier or personal delivery, ii) by electronic means, iii) by notice affixed to a notice board, iv) by notice published in a newspaper (where there are more than 250 members). Not that where the by-laws permit notice to be sent by electronic means, the by-laws must also provide an alternative non-electronic means of notice to be used upon request of a member.

Option 1 (Notice sent by mail or electronic means.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

OR Option 2 (Notice sent by electronic means unless requested.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

OR Option 3 (Notice affixed to a notice board.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which

information respecting the Corporation's activities is regularly posted and that is located in the main facilities or club house of the Corporation.

OR Option 4 (Notice sent by mail or published in a newspaper- more than 250 members only.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by publication
 - (i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Corporation reside as shown by their addresses in the register of members, or
 - (ii) at least once in a publication of the Corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

The accidental omission to give notice of any meeting of members to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 8.4 Waiver of Notice.

A member, a proxyholder, a director or the public accountant and any other person entitled to attend a meeting of members may waive notice of a meeting of members, any irregularity in a notice of meeting of members or any irregularity in a meeting of members. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of members cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 8.5 Representatives.

A representative of a member that is a body corporate or an association will be recognized if (i) a certified copy of the resolution of the directors or governing body of the body corporate or association, or a certified copy of an extract from the by-laws of the body corporate or association, authorizing the representative to

represent the body corporate or association is deposited with the Corporation, or (ii) the authorization of the representative is established in another manner that is satisfactory to the corporate secretary or the chair of the meeting.

Section 8.6 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of members are those persons entitled to vote at the meeting, the directors, the officers, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or this by-law to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting or the persons present who are entitled to vote at the meeting.

OR (if meetings open to the public)

Members, non-members, directors, officers and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and this by-law are entitled to cast a vote at the meeting.

Section 8.7 Quorum.

Note: The NPCA provides that quorum for a members meeting is a majority of the members entitled to vote at the meeting. This can be changed by the by-laws. The following is a possible alternative to consider. The use of proxies should be consistent with the absentee voting provisions below.

A quorum of members is present at a meeting of members if not less than ●% [e.g. 20%] of the members entitled to vote at the meeting are present in person or represented by proxy or otherwise represented as contemplated by Section 8.8.

Section 8.8 Absentee Voting at Members' Meetings.

Note: The by-laws of a corporation may include any of the prescribed methods of voting by members not in attendance at a meeting. Include one or more of the following options.

Option 1 (By mail-in ballot.)

Pursuant to the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Option 2 (By electronic ballot.)

Pursuant to the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Option 3 (By mail-in or electronic ballot.)

Pursuant to the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Option 4 (By proxy)

Pursuant the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act and other applicable law and may be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the meeting at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Corporation or its agent prior to the time specified in the notice calling the meeting at which the proxy is to be used or it is deposited with the corporate secretary, a scrutineer, if appointed, or the chair of the meeting or any adjournment of the meeting prior to the time of voting.

Section 8.9 Chair, Secretary and Scrutineers.

The chair of any meeting of members is the first mentioned of the following officers that is present at the meeting:

- (a) the chair of the board;
- (b) the president; or
- (c) a vice-president (in order of corporate seniority).

If no such person is present at the meeting, the persons present who are entitled to vote shall choose a director who is present, or a member who is present, to chair the meeting.

The corporate secretary, if any, will act as secretary at meetings of members. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a member, to act as secretary of the meeting.

If desired, the chair of the meeting may appoint one or more persons, who need not be members, to act as scrutineers at any meeting of members. If appointed, the scrutineers will assist in determining the number of members entitled to vote who are present at the meeting and the existence of a quorum. The scrutineers will also receive, count and tabulate ballots and assist in determining the result of a vote by ballot, and do such acts as are necessary to conduct the vote in an equitable manner. The decision of the scrutineers (or a majority thereof) shall be conclusive and binding upon the meeting and a declaration or certificate of the scrutineers will be conclusive evidence of the facts declared or stated in it.

Section 8.10 Procedure.

The chair of a meeting of members will conduct the meeting and determine the procedure to be followed at the meeting. The chair's decision on all matters or things, including any questions regarding the validity or invalidity of a form of proxy or other instrument appointing a proxy, shall be conclusive and binding upon the meeting of members.

Section 8.11 Manner of Voting.

Subject to the Act and other applicable law, any question at a meeting of members shall be decided by a show of hands, unless a ballot on the question is required or demanded. Subject to the Act and other applicable law, the chair of the meeting may require a ballot or any person who is present and entitled to vote may demand a ballot on any question at a meeting of members. The requirement or demand for a ballot may be made either before or after any vote on the question by a show of hands. A ballot will be taken in the manner the chair of the meeting directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of such ballot shall be the decision of the members upon the question.

In the case of a vote by a show of hands, each person present who is entitled to vote has one vote. If a ballot is taken, each person present who is entitled to vote is entitled to the number of votes in accordance with the class or group of membership which such person is entitled to vote at the meeting.

Section 8.12 Votes to Govern.

Note: The second sentence of this section addresses whether the chair of the meeting has a deciding vote in the case where there is an equality of votes.

Any question at a meeting of members shall be decided by a majority of the votes cast on the question unless the articles, the by-laws, the Act or other applicable law requires otherwise. In case of an equality of votes either when the vote is by a show of hands or when the vote is by a ballot, the chair of the meeting **is not** entitled to a second or casting vote.

Section 8.13 Adjournment.

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

**ARTICLE 9
MISCELLANEOUS**

Section 9.1 Notices.

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

Section 9.2 Computation of Time.

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

Section 9.3 Amendment.

Note: The Act requires a special resolution of the members to amend any provisions of the articles and certain provisions of the by-laws (i.e. relating to conditions for membership, rights and conditions of any class or group, transfer of memberships, notice of members' meetings, absentee voting at members' meetings).

In accordance with the Act, a special resolution of the members is required to make any amendment to **Section 7.1, Section 8.3 or Section 8.8** of this by-law.

**ARTICLE 10
EFFECTIVE DATE**

Section 10.1 Effective Date.

This by-law comes into force when made by the directors in accordance with the Act.

Section 10.2 Repeal.

Note: If this by-law is used for a new corporation, delete this section. This repeal section is only required for an existing corporation upon a continuance under the NPCA or if a new general by-law is to be adopted for an existing corporation.

All previous by-laws of the Corporation [, **except By-law No. ● - Borrowing,**] are repealed as of the coming into force of this by-law. Such repeal does not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

This by-law was made by resolution of the directors on **[month] [day], [year]**.

Secretary

This by-law was confirmed by ordinary resolution of the members on **[month] [day], [year]**.

Secretary

