



Soccer Academy Alliance Canada

By-Laws

February 2008

Issue B

Our Mission

*To Develop World Class Soccer Players In Canada On A Continual & Systematic Basis By Providing
Our Members With Best-In-Class Training, Facilities & Competition*



A By-Law No. 1

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

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of SOCCER ACADEMY ALLIANCE CANADA as follows:

1. INTERPRETATION

1.01 *Interpretation.* In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means the Canada Corporations Act, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "appoint" includes "elect" and vice versa;
- (c) "board" means the board of directors of the Corporation; and the board of directors and directors may also be called respectively the "board of trustees" and the "trustees," and may also be referred to in any proceedings of the Corporation;
- (d) "by-laws" means any by-law of the Corporation from time to time in force and effect;
- (e) "Corporation" means the corporation without share capital incorporated under the Act by letters patent dated ;
- (f) "executive member" means any person admitted to Executive Membership in the Corporation in accordance with section 8.0 of this by-law;
- (g) "letters patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- (h) "meeting of members" includes an annual meeting of members and a special meeting of members; and "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (i) "member" means any person admitted to membership in the Corporation in accordance with section 8.0 of this by-law;
- (j) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (k) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations; and
- (l) words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, associations, syndicates, trusts and any number of aggregate of persons; and

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- (m) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. AFFAIRS OF THE CORPORATION

- 2.01 *Head office.* Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Vaughan, in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.
- 2.02 *Seal.* The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.
- 2.03 *Financial Year.* Until changed by the board, the financial year of the Corporation shall end on the last day of December in each year.
- 2.04 *Execution of Instruments.* Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The board shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The board may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.
- 2.05 *Banking Arrangements.* The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.
- 2.06 *Voting Rights in Other Bodies Corporate.* The signing officers of the Corporation under section 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the board may, from time to time, direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.
- 2.07 *Auditors.* The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the members or by the board, if they are authorized to do so by the members. The auditor may not be a director, officer or employee of the Corporation without the consent of all the members.

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- 2.08 *Minutes.* The minutes of the board, or any committee thereof, shall not be available to the general membership of the corporation but shall be available to the board, each of whom shall upon request receive a copy of such minutes.
- 2.09 *Amendment of By-Laws.* Unless otherwise provided by the Act, the by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Executive Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
- 2.10 *Rules and Regulations.* The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient.

3. DIRECTORS

- 3.01 *First Directors.* The applicants for incorporation shall be the first directors of the corporation whose term of office on the board shall continue until their successors are elected. At the first meeting of members, the board then elected shall replace the first directors named in the letters patent of the Corporation.
- 3.02 *Number of Directors and Power to Manage the Corporation.* The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors and maximum of 9. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of a majority of the Executive Members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.
- 3.03 *Qualification.* Directors must be individuals, eighteen (18) years of age, with power under law to contract. Directors must also be Executive Members of the Corporation.
- 3.04 *Election and Term.* The election of directors shall take place at each annual meeting of members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any time shall be the number of directors then in office unless the directors and members shall otherwise determine and sanction as provided in section 3.02. Directors shall be elected by a majority vote of the Executive Members at such annual meeting. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- 3.05 *Removal of Directors.* Subject to the Act, the Executive Members may by resolution passed by the unanimous consent of all of the voting members at a meeting specially called for such purpose, remove any director from the office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the board until the next annual meeting of members.

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- 3.06 *Vacation of Office.* A director ceases to hold office; if at a special general meeting of Executive Members, a unanimous resolution is passed by all of the Executive Members present at the meeting that he be removed from office; upon death; upon removal from office by the board; upon ceasing to be qualified for election as a director; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
- 3.07 *Vacancies.* Vacancies on the board may be filled for the remainder of the term of office either by the members at a meeting of members called for the purpose, or by the board, if the remaining directors constitute a quorum. If the number of directors to be elected is increased pursuant to section 3.02, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.
- 3.08 *Action by the Board.* The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or otherwise. The powers of the board may be exercised at a meeting (subject to section 3.09) at which quorum is present. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.
- 3.09 *Meeting by Telephone or Other Electronic Means.* If all the directors of the Corporation consent thereto generally, or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or by other electronic means that permit directors to communicate adequately and securely with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting for all purposes, including quorum and voting. Any such consent shall only be effective if given before the meeting to which it relates and may be given generally with respect to all meetings of the board and of committees of the board. All directors participating in a meeting using telephone or electronic means must have equal access to the technology.
- 3.10 *Place of Meetings.* Meetings of the board may be held at any place in or outside Canada.
- 3.11 *Calling of Meetings.* Meetings of the board shall be held from time to time and at such place as the board, the chairman of the board, the executive director or any two directors may determine.
- 3.12 *Notice of Meeting.* There shall be at least one (1) meeting per year of the board of directors. Notice of the time and place of each meeting of the board shall be given in the manner provided in section 10.0 to each director not less than forty-eight (48) hours (and not less than fourteen (14) days if sent by mail) before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

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- 3.13 *First Meeting of New Board.* Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.
- 3.14 *Regular Meetings.* The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 3.15 *Chairman.* The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, assistant chairman of the board, executive director or president. If no such officer is present, the directors present shall choose one of their number to be chairman.
- 3.16 *Quorum.* The quorum for the transaction of business at any meeting of the board shall consist of a majority of directors in office, from time to time, but no less than two directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.
- 3.17 *Votes to Govern.* At all meetings of the board, each director is authorized to exercise one (1) vote and every question shall be decided by a majority of votes cast on a question. In case of an equality of votes the chairman shall not be entitled to a second or casting vote.
- 3.18 *Remuneration and Expenses.* The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such a position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

4. POWERS OF DIRECTORS

- 4.01 *General Powers.* The board of directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
- 4.02 *Power of Appointment.* The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
- 4.03 *Spending Power.* The board shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The board shall have the power to

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enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board may prescribe.

- 4.04 *Power to Determine Remuneration.* Remuneration for all officers, agents and employees and committee members shall be fixed by the board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.
- 4.05 *Borrowing Power.* Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the letters patent, the board may from time to time on behalf of the Corporation, without authorization of the members:
- (a) borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board in its discretion may deem expedient;
 - (b) limit or increase the amount borrowed;
 - (c) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
 - (d) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness; and
 - (e) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

- 4.06 *Delegation of Borrowing Power.* The board may from time to time, delegate to a committee of the board, a director or an officer of the Corporation all or any of the powers conferred on the board by section 4.05 or by the Act to such extent and in such manner as the board may determine at the time of such delegation.

5. COMMITTEES

- 5.01 *Executive Committee.* Whenever the board consists of more than six (6) directors, the board may elect from its members an executive committee consisting of not less than three (3), which committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board. Notice of the time and place of each meeting of the executive committee or other committee of the board shall be given in the manner provided in section 10 to each committee member not less than forty-eight (48) hours (and not less than fourteen (14) days if sent by mail) before the

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date of the meeting and such notice need not specify the purpose of or the business to be transacted at the meeting. The board may by resolution remove any member of the executive committee or other committee of the board and may fill the vacancy created by such removal. Executive committee members and members of other committees of the board shall serve as such without remuneration. However, committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of committees.

- 5.02 *Other Committees of the Board.* The board may appoint one or more other committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.
- 5.03 *Action by Committees.* The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.
- 5.04 *Advisory Bodies.* The board may from time to time appoint such advisory bodies as it may deem advisable.
- 5.05 *Procedure.* Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect

6. OFFICERS

- 6.01 *Appointment.* The officers of the corporation shall be a Chairman of the Board, an Assistant Chairman of the Board, president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary and treasurer and any such other officers as the board of directors may by by-law determine, including one or more assistants to any of the officers so appointed. Officers shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members. Any two offices other than Chairman of the Board and Assistant Chairman of the Board may be held by the same person. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 6.02 and 6.03, an officer may, but need not be a director, nor a member.
- 6.02 *Chairman of the Board.* The board may from time to time appoint a chairman of the board who shall be a director. If appointed, the board may assign to the chairman any of the powers and duties that are by any provisions of this by-law assigned to the executive director or to the president; and the chairman shall have such other powers and duties as the board may specify.
- 6.03 *Assistant Chairman of the Board.* The board may also from time to time appoint an assistant chairman of the board who shall also be a director. If appointed, the board may assign to the assistant chairman any of the powers and duties that are by any provisions of this by-law assigned to the executive director or to the president or any vice-president; and the chairman shall have such other powers and duties as the board may specify.
- 6.04 *President.* The president shall be the chief executive officer and, subject to the authority of the board, shall have general and active supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify.

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- 6.05 *Vice-President.* The board may also from time to time appoint one or more vice-presidents. If appointed, a vice-president shall have such powers and duties as the board may specify. During the absence or disability of the president, the vice-president shall also have the powers and duties of that office.
- 6.06 *Executive Director.* The board may from time to time also appoint an executive director. If appointed, the executive director shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and shall have such other powers and duties as the board may specify.
- 6.07 *Secretary.* The secretary shall be empowered by the board to carry on the affairs of the Corporation generally under the supervision of the President. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board, and shall enter or cause to be entered in records kept for that purpose, minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors, and members of committees of the board and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records, and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified.
- 6.08 *Treasurer.* The board may also from time to time appoint a treasurer. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the secretary or such other officer as the board may from time to time determine.
- 6.09 *Powers and Duties of Officer.* The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the chief executive officer may specify. The board and (except as aforesaid) the chief executive officer may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.
- 6.10 *Term of Office, Qualification and Remuneration.* The board, in its discretion, may remove any officer of the Corporation at any time with or without cause. Otherwise, each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received

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by the Corporation. The officers, other than the Chairman and Assistant Chairman of the Board, shall be paid such remuneration for their services as the board may from time to time determine.

- 6.11 *Agents and Attorneys.* The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

7. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 7.01 *Limitation of Liability.* Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for 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, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the for any breach thereof.
- 7.02 *Indemnity.* Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

8. MEMBERS

- 8.01 *Members.* Subject to the Act and the letters patent, the members shall consist of the applicants for incorporation of the Corporation and of such other persons interested in furthering the objects of the Corporation as are admitted as members by affirmative vote of a majority of the board.

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- 8.02 There shall be two class of members as follows: Executive Members and General Members.
- 8.03 *Executive members.* Executive members shall be the initial applicants for incorporation and those other individuals who have filed an application for such membership with the Corporation and who have been appointed as Executive members by the board pursuant to s. 8.01 of this by-law. Executive members shall be entitled to receive notice of and to attend annual, general and special meetings of the members of the Corporation and to one (1) vote thereat.
- 8.04 *General members.* General members shall be those individuals who have filed an application for such membership with the Corporation and who have been appointed as General members by the board pursuant to s. 8.01 of this by-law. General members shall not be entitled to receive notice of nor to attend any annual, general or special meeting of the members of the Corporation and shall not be entitled to vote at any such meeting; General members shall, however, be entitled to notice of meetings of the members called for the purpose of authorizing the dissolution of the Corporation.
- 8.05 *Qualifications and Rights.* Any person may be admitted to membership if such person complies with the requirements of section 8.01 hereof.
- 8.06 *Term of Membership.* The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the death of the member or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.
- 8.07 *Membership Fees.* There shall be membership dues of One Hundred and Twenty Five (\$125.00) Dollars per year per member. A notice of fees payable at any time shall be sent to each member by the secretary promptly before the due date. Membership dues or fees may be varied or eliminated by a majority vote of the board of directors.
- 8.08 *Resignation.* Members may resign at any time by resignation in writing which shall be effective upon the date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.
- 8.09 *Termination for Non-Payment.* If membership fees are levied by the directors, the membership of any member who is in arrears may be terminated by or under the authority of the board if such arrears of fees are not paid within a designated time; and if such arrears are not paid by such designated time, the board may pass a resolution authorized by a majority of the board in the case of a General Member and by the unanimous consent of all board members in the case of an Executive Member, requiring the removal of such member from the register of members of the Corporation and thereupon, such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.
- 8.10 *Removal.* Upon thirty (30) days' notice in writing to a member of the Corporation, the Executive Members may, after giving the member an opportunity to be heard, pass a resolution authorized by a minimum of three-quarters (3/4) of the Executive Members, in the case of a General Member, and by the unanimous consent of all of the Executive Members, in the case of an Executive

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Member, authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

9. MEETINGS OF MEMBERS

- 9.01 *Annual Meetings.* The annual meeting of members shall be held at such time in each year and, subject to section 9.03, at such place as the board, the chairman of the board, the assistant chairman of the board, the president or the executive director may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon and the report of the board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 9.02 *Special Meetings.* The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
- 9.03 *Place of Meetings.* Meetings of members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situate, or if the board shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.
- 9.04 *Meeting by Telephone or Other Electronic Means.* If fifty percent (50%) or more of the members of the Corporation consent thereto generally, or in respect of a particular meeting, a member may participate in a meeting or special meeting of the members by means of such conference telephone or by other electronic means that permit members to communicate adequately and securely with each other, and a member participating in such a meeting by such means is deemed to be present at the meeting for all purposes, including quorum and voting. Any such consent shall only be effective if given before the meeting to which it relates and may be given generally with respect to all meetings and special meetings of the members. All members participating in a meeting using telephone or electronic means must have equal access to the technology.
- 9.05 *Notice of Meetings.* Notice in writing of the time and place of each meeting of members shall be given in the manner provided in section 10 not less than fourteen (14) days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered on the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and board's report, election of directors and reappointment of the incumbent auditor, shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 9.06 *Meetings without Notice.* A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such

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meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such meeting any business may be transacted which the Corporation at a meeting of members may transact. If the meeting is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such other place.

- 9.07 *Chairman, Secretary and Scrutineers.* The chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairman of the board, assistant chairman of the board, president, or a vice-president who is an Executive Member or who represents an Executive Member. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 9.08 *Persons Entitled to be Present.* The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.
- 9.09 *Quorum.* The quorum for the transaction of business at any meeting of members shall be five (5) persons present in person and each entitled to vote thereat or a duly appointed proxy so entitled.
- 9.10 *Right to Vote.* Subject to the Act and the letters patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as an Executive Member.
- 9.11 *Proxies.* At any meeting of members a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member. An instrument appointing a proxy shall be in writing and, if the appointor is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting, or as may be directed in the notice calling the first meeting.
- 9.12 *Votes to Govern.* Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members, every question shall be determined by the majority of the votes duly cast on the question.
- 9.13 *Show of Hands.* Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote.

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Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

- 9.14 *Ballots.* On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.
- 9.15 *Casting Vote.* In case of an equality of votes at any meeting of members, either upon a show of hands, or upon a ballot, the chairman of the meeting shall not be entitled to an additional or casting vote.
- 9.16 *Adjournment.* The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 9.17 *Action in Writing by Members.* Resolutions in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless the Act requires a meeting to approve that type of matter.

10. NOTICES

- 10.01 *Method of Giving Notices.* Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to said address, or if sent to said address by any means of wire or wireless or email or any other form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so deposited in a post office or public letter box; and a notice sent by means of wire or wireless or email or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change the address on the Corporation's books of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

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- 10.02 *Computation of Time.* In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.
- 10.03 *Omissions and Errors.* The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.04 *Waiver of Notice.* Any member (or a duly appointed proxyholder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11. EFFECTIVE DATE

- 11.01 *Effective Date.* This by-law shall come into force when confirmed by the members in accordance with the Act.

ENACTED by the board this 30th day of November, 2005.

WITNESS the seal of the Corporation