

Section 1 – General

1.01 Definitions

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

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “AGM” means the required Annual General Meeting of the Corporation;
- c. “Association” means West Nipissing Minor Hockey Association;
- d. “Board” means the board of directors of the Corporation;
- e. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- f. “Chair” means the chair of the Board;
- g. “Corporation” means West Nipissing Minor Hockey Association;
- h. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- i. “Head Office” means the head office of the Corporation, which is located at 210 Clark Street, Sturgeon Falls, Ontario
- j. “Member” means a member of the Corporation;
- k. “Members” means all classes of memberships of the Corporation as provided for in Section 7; and
- l. “Member in Good Standing” means, that within the Corporation, that particular Member:
 - a. Has met all of their financial obligations owed to the Corporation;
 - b. Is not under any suspension levied or imposed by the Corporation;
 - c. Has no outstanding property of the Corporation after being requested to return such property;
 - d. Has submitted all required financial statements or other documentation required pertaining to corporate activities (i.e. team operations, committees, etc.);
 - e. Is not involved in any action against the Corporation without having first exhausted all other avenues of appeal:
- m. “Parent” means a parent or legal guardian of a child who is duly registered to play hockey with the Corporation;
- n. “Policies” means written statements governing issues affecting the affairs of the Corporation, which have been considered and approved by the Board of Directors of the Corporation from time to time: and
- o. “Officer” means an Officer of the Corporation.

1.02 Interpretation

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

1.03 Severability and Precedence

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

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of contracts

Deeds, transfers, assignments, contracts, obligations, and other written instruments requiring execution by the Corporation must be signed by any two (2) of the President, Treasurer, and Administrative Coordinator, if one is appointed by the Board. If an Administrative Coordinator is not appointed in any fiscal year, the President and Treasurer together shall have signed authority. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and term

The Members shall elect the Directors to hold office for a term ending no later than the end of the second annual meeting of Members following the election. Elections for the Board of Directors shall take place at the AGM.

2.02 Number of Directors

The affairs of the Corporation shall be managed by a Board of Directors composed of eight (8) Members duly elected to the position by the voting Members of the Corporation.

2.03 Board Election

The eight (8) Directors shall be elected and retired in rotation as follows:

- a. elections for four (4) Directors shall take place in odd numbered years and each shall hold office for a two (2) year term starting on June 1st of that year; and
- b. elections for four (4) Directors shall take place in even numbered years and each shall hold office for a two (2) year term starting on June 1st of that year.

2.04 Eligibility

A Director:

- a. Shall be eighteen (18) or more years of age;
- b. Shall not be an undischarged bankrupt or found to be incapable by a court or incapable of managing property under Ontario law;
- c. Shall remain a Member of the Corporation in Good Standing at the time of their nomination and election or appointment;
- d. Shall remain a Member of the Corporation throughout their term; and
- e. Shall be a resident of Canada.

2.05 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Member by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.05 Quorum Requirements

- a. No monthly or Board meeting shall be convened unless a quorum consisting of a simple majority of those Directors currently serving are present;

2.06 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

2.07 Committees

Committees may be established by the Board as follows:

- a. The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board may appoint from their number a committee of

Directors and may delegate to the committee any of the powers of the Directors excepting the following:

- i. seeking Member approval on a decision
 - ii. filling a vacancy among the Directors, the auditor, or a person appointed to conduct a review engagement
 - iii. appointing additional Directors
 - iv. issuing debt obligations except as authorized by the Directors
 - v. approving financial statements
 - vi. changing the By-laws
 - vii. establishing Membership dues
 - viii. or contributions
- b. The Board shall determine the composition and terms of reference for any such committee.
 - c. The Board may dissolve any committee by resolution at any time.

2.08 Renumeration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 – Board Meetings

3.0 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

3.02 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8 of this by-law to every Director of the Corporation not less than seven (7) calendar days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.03 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the President shall be the Chair, or in his/her absence, the Vice President shall be Chair, or in his/her absence, the Directors present shall choose one of their number to act as the Chair.

3.04 Voting

Save and except for the Chair, each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a vote.

3.05 Participation in meetings

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate simultaneously with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.06 Quorum

A quorum for the transaction of business at a directors' meeting is a majority of the Directors entitled to vote at the meeting. A quorum must be present throughout the meeting in order for the Directors to proceed with the business of the meeting.

Section 4 – Financial

4.01 Banking

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

4.02 Financial Year

The financial year of the Corporation ends on May 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Officers

5.01 Officers

The Board shall appoint a Chair from among the Directors and may appoint any other person to be convenor, president, treasurer, and secretary at the Board's first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.

The Officers shall be elected and retired in rotation as follows:

- a. elections for the Convenor, President and Secretary shall take place in odd numbered years and each shall hold office for a two (2) year term starting on June 1st of that year; and
- b. elections for the Vice-President and treasurer shall take place in even numbered years and each shall hold office for a two (2) year term starting on June 1st of that year.

5.02 Eligibility

An officer of the Corporation:

- a. Shall be eighteen (18) or more years of age
- b. Shall not be an undischarged bankrupt or of unsound mind;
- c. Shall remain a Member of the Corporation in Good Standing at the time of their appointment; and
- d. Shall remain a Member of the Corporation throughout their term of office;

5.02 Removal

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. two years from the date of appointment.

5.03 Duties

Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The President shall service as Chair of the Board and shall preside at all Board and Members' meetings.

5.05 Duties of the President

The President shall have the following responsibilities:

- a. shall preside at all meetings of the Membership, Board and Committees and will cast a vote only in the event of a tie;
- b. sit on all sub committees as an ex officio non-voting member (unless authorized by the Board to sit on a particular committee with a vote) and shall, where no Chairperson is mandated by virtue of this By-Law, appoint Chairpersons of any Committees of the Corporation;
- c. Call meetings as deemed necessary;
- d. Exercise general supervision of the Corporation in accordance with the Policies determined by the Board from time to time;
- e. Assume direction or suspend any official of the Corporation were deemed necessary by the Board.
- f. If required, in any emergency situation, and as permitted under the Act, shall make immediate decision with or without the input of the Board, but such decisions shall be subject to ratification by the Board at the next scheduled meeting;
- g. Represent the Corporation or appoint such other delegate to represent the Corporation at all Northern Ontario Hockey Association or related functions or organizations;

- h. delegate in whole or in part the responsibilities on any vacant Board position to any other current Director;
- i. exercise general supervision of the Corporation in accordance with Policies and By-laws as determined by the Board;
- j. be one of the signing officers of the Corporation together with the Secretary on all contracts, player registration releases or other legal matters.

5.05 Duties of the Vice President

The Vice-President shall have the following responsibilities:

- a. Assume the duties of the President in the absence for any reason of the President;
- b. Sit on the Board;
- c. He or she may chair any standing committee except the Finance Committee;’ and
- d. Carry out duties as assigned by the Board or the President.

5.06 Duties of the Treasurer

The Treasurer shall have the following responsibilities:

- a. 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 or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- b. Disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- c. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors’ conduct, with particular emphasis on fiduciary responsibilities;
- d. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be;
- e. Immediately return to the Association all books, papers, money and other records or property in his/her possession or under his/her control upon retirement or removal from the Board;
- f. Act as chairperson of the Finance Committee; and
- g. Perform such other duties as may from time to time be directed by the Board.

5.07 Duties of the Secretary

The Secretary shall have the following responsibilities:

- a. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- b. Keep a roll of the names, classes and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees.
- c. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers of the Corporation and ensure that they are maintained as required by law.
- d. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- e. Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees.
- f. Attend all meetings of the Corporation, the Board and Board committees.

The responsibilities of Secretary shall become the responsibility of the Administrative Coordinator in the event that the Board exercises the option of employing such during the fiscal year. The duties of the Administrative Coordinator shall be the following:

- a. Report to and receive direction from the President;
- b. Record, transcribe, and distribute the minutes of all Board Meetings, Special Meetings and AGMs;
- c. Maintain the filing system of all Corporation records, including past records;
- d. Collect and distribute all incoming mail;
- e. Coordinate the Production of typed material at the request of the Board of Directors;
- f. Be responsible for the coordination, reporting and record keeping pertaining to accident and/or injury claims/reports;
- g. Plan, organize and establish a Resgistration Committee to Coordinate membership registration activities;
- h. Maintain and distribute an up-to-date list of player members by age group;
- i. Coordinate and verify, along with the Division Convenors, all players and team registrations within the Corporation. No Player certificates will be forwarded to the Northern Ontario Hockey Association until certified by the Administrative Coordinator;
- j. Coordinate the identification of players, Officers, and team officials for insurance coverage;
- k. Resolve any registration disputes;
- l. Be responsible for maintaining an up-to-date record of all team officials' certifications and for ensuring that all teams have on their roster officials that are carded and/or certified at the proper level;
- m. Be responsible for managing and collecting all volunteer Canadian Police Information Centre reports;
- n. Plan, organize and manage all matters relating to the procurement and disposition of ice time to support the Corporation's hockey program;
- o. Plan and submit an overall plan on ice scheduling to the Board for approval;

- p. Distribute ice time through the appointed division convenors for all practices, exhibition games, league games, tournaments and all other ice activities approved by the Board;
- q. Attend scheduling meetings to assist teams with ice requirement needed to book league games;
- r. Reschedule games as required throughout the season;
- s. Coordinate the sale of extra ice and obtain payment from purchase prior to the scheduled ice time;
- t. Provide regular status reports on ice allocation and usage to the Board;
- u. Maintain and update the Corporation's public display board;
- v. Be responsible for the publication of information related to the operation of the Corporation and its activities;
- w. Publicize items of interest to the membership as approved by the Board;
- x. Organize and manage, in conjunction with the appointed division convenors, team/player photographs; and
- y. Other duties as assigned by the President.

5.08 Duties of the Convenor

The Convenor shall have the following responsibilities;

- a. The registration of all minor hockey players registered with the Corporation;
- b. Receive and certify all registration certificates;
- c. Maintain a register of all players in the Corporation;
- d. The advertising and coordination of all registration;
- e. Liaise with any other minor hockey league with respect to minor hockey players;
- f. Liaise with the Northern Ontario Hockey Association, Ontario Hockey Federation and Canadian Hockey Association, as required;
- g. Responsible to provide player lists, by category, upon request by the Northern Ontario Hockey Association, coaches, managers or any group, as directed by the Board;
- h. Remit all registration money to the Treasurer along with the supporting documentation;
- i. Be authorized to accept post-dated cheques on registration day and
- j. prepare a list of "hardship" cases. Such list shall be confidential and reviewed by the Board.

Section 6 – Protection of Directors and Others

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or

for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. Complied with the Act and the Corporation's articles and By-laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Members

7.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

Membership in the Association may be granted to individuals who shall agree to abide by and comply with this By-law and all other policies, rules regulations and guidelines of Association in force and effect from time to time.

Membership in the Corporations shall include consist of the following classes of Members:

- a. **ACTIVE MEMBERSHIP** Active Members shall include all elected or appointed Directors or Officers, conveners, coaches, managers, and trainers appointed for the current season, and all registered players who are at least eighteen (18) years of age. Each Active Member shall be entitled to one (1) vote.
- b. **PARENT/GUARDIAN MEMBERSHIP** Parent/Guardian Members shall include all parents and/or legal guardians of registered players where the registered player is under the age of eighteen (18). Each Parent/Guardian Member shall be entitled to one (1) vote per registered player under the age of eighteen (18).
- c. **HONOURARY LIFETIME MEMBERSHIP** Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the association. Individuals may be nominated to be Honorary Lifetime Members by any member of the association. Granting an Honorary Lifetime Membership must be confirmed by a majority vote of Board. Each Honorary Lifetime Member shall be entitled to one (1) vote.

7.02 Members in Good Standing

A Member is deemed to be in good standing as long there are no outstanding balances owed from the current or previous season. Member(s) with an outstanding registration balance from the previous season must ensure the balance is paid by October 1st of the new season before they will be eligible to go on the ice.

7.03 Membership

- a. A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or dies, or if such membership is otherwise terminated in accordance with the Act.
- b. Members may resign from the Corporation by submitting a letter of resignation to the Secretary of the Corporation who will in turn notify the Board. The resignation shall take effect on the later of the date the resignation was delivered, or a later date as may be specified in the letter of resignation.
- c. The Directors have the power to discipline a member or to terminate their membership. Any Member whose conduct is considered by the Board to be contrary to the Corporation's code of conduct and/or the purposes of the Corporation shall be asked by the Board to explain or justify his or her actions. The Member shall be given at least fifteen (15) days notice of a disciplinary action or termination with reasons, and the Member is given an opportunity to be heard, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective by the Board. Approval of the discipline or termination shall require a two-thirds (2/3) majority of all current eligible Directors in attendance at the meeting in a ballot conducted at that meeting.

7.04 Membership List

The Secretary of the Board shall prepare and maintain a list of all current Active Members, Parent/Guardian Members and Honorary Lifetime Members. This list shall be kept at the Head Office of the Corporation and updated as necessary and made available to Members upon request. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the Members.

7.05 Annual Member's Meetings

The AGM shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than fifteen (15) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles. The AGM shall be held on or before May 31st of each year. The date shall be set by resolution of the Board on or before March 31st of each year.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. receipt of the President's report
- e. report of the auditor or person who has been appointed to conduct a review engagement;
- f. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- g. election of Directors; and
- h. such other or special business as may be set out in the notice of meeting.

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

7.06 Special Meeting

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten percent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise. The procedure at the special meeting shall be:

- a. Call to order
- b. Presentation of credentials
- c. Special business for which meeting was called
- d. Adjournment

7.07 Notice

Subject to the Act, not less than fifteen (15) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

7.08 Quorum

A quorum for the transaction of business at a members meeting is a majority of the Directors entitled to vote at the meeting. A quorum must be present throughout the meeting for the members to proceed with the business of the meeting.

7.09 Chair of the Meeting

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

7.10 Voting of the Members

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

- a. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

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

7.11 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 8 – Notices

8.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

8.02 Computation of Time

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

8.03 Error or Omission in Giving Notice

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

Section 9 – Amendment of by-laws

This By-law may be amended by a majority vote of the Board, such changes to be submitted to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by majority vote.

Section 10 – Conflict of Interest

10.1. A Director or Officer who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Corporation or who holds an office or possesses property whereby, directly or indirectly, a duty or interest might be created to conflict with their duty or interest as a Director or Officer, shall declare the nature and extent of their interest in such contract or transaction or of the conflict with their duty and interest as a Director or Officer, as the case may be.

10.2. The disclosure required under this Article shall be made:

- a. at the meeting at which a proposed contract is first considered if the Director or Officer is present, and otherwise, at the first meeting after the Director or Officer becomes aware of the contract or proposed contract;
- b. if the Director or Officer was not then interested in a proposed contract, at the first meeting after such Director or Officer becomes so interested; or
- c. if the Director or Officer becomes interested after the contract is made, at the first meeting held after the Director or Officer becomes so interested.

10.3. A Director or Officer referred to in Article 10.1 of this By-law, is not liable to account for any profit made on the contract by the Director or the Officer or by a corporate entity, business firm or organization in which the Director or Officer has a material interest, provided:

- a. the Director or Officer disclosed their interest in accordance with this Article;
- b. the Director or Officer has not voted on the contract; and
- c. the contract or transaction is reasonable and fair to the Corporation.

10.4. A Director referred to in Article 10.1 of this By-law, shall not vote in respect of a contract or transaction with the Corporation in which they are interested and if they do so their vote will not be counted, but they will be counted in the quorum present at the meeting at which the vote is taken. Such Director shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting with the applicable issue is under consideration. Such prohibitions do not apply to:

- a. determining the remuneration of the Directors;
- b. purchasing and maintaining insurance to cover Directors against liability incurred by them as Directors; or
- c. the indemnification of a Director by the Corporation.

10.5. For the purposes of this Article 10, a general notice to the Board by the Director or Officer declaring that the person is a director or officer of or has material interest in a body corporation, business firm or organization and is to be regarded as interested in any contract made therewith, is sufficient declaration in relation to any contract so made.

10.6. For the purpose of this Article 10, a Director or Officer shall be deemed to have conflict of interest where:

- a. the Director or Officer or a Member of their Immediate Family is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;
or
- b. the Director or Officer or a member of their Immediate Family is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation.

10.7. A contract or transaction in which a Director or Officer has a direct or indirect interest shall be valid notwithstanding the Director or Officer's interest in the transaction if:

- a. the Director or Officer disclosed their interest in accordance with this Article;
- b. the Director or Officer has not voted on the contract; and
- c. the contract or transaction is reasonable and fair to the Corporation.

10.8. For purposes of Article 10.7 above, a conflict-of-interest contract or transaction may be authorized, approved or ratified if it receives the affirmative vote of a majority of Directors or committee members thereof, who have no direct or indirect interest in the transaction. If such a majority of such members vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of acting.

10.9. The provisions of this Article 10 are in addition to any conflict-of-interest policy adopted by the Board from time to time.