

General Operating By-law

NOLALU EMERGENCY SERVICES TEAM INC.

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General Operating By-law
NOLALU EMERGENCY SERVICES TEAM INC.
(the “**Corporation**”)

A By-law relating to the transaction of the activities and affairs of the Corporation.

Be it enacted as a By-law of the Corporation as follows:

Article 1
INTERPRETATION

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 from time to time;
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (c) “**Associated Business**” shall have the definition provided thereto in section 9.01;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**By-law**” means this by-law of the Corporation and all other by-laws of the Corporation;
- (f) “**Director**” means an individual elected or appointed to the Board and includes any ex-officio Directors;
- (g) “**ex-officio**” means “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (h) “**Members**” means members of the Corporation as described in Article 3;
- (i) “**officer**” means any of the individuals appointed pursuant to Article 8 of this By-law as an officer;

- (j) “**ordinary resolution**” means a resolution that is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney;
- (k) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (l) “**Policies**” means a rule or a policy adopted by the Board in accordance with section 5.12 of this By-law;
- (m) “**President**” means the individual elected or appointed to that office in accordance with Article 8 of this By-law and shall be deemed to be the “Chair” for the purposes of the Act;
- (n) “**special resolution**” means a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney; and
- (o) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.02 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 Severability

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 this Bylaw are inconsistent with those contained in the Articles or with the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail to the extent of such inconsistency.

Article 2

ORGANIZATION AND FINANCIAL

2.01 Registered Office

The Corporation shall at all times have a registered office in Ontario in accordance with the Act. The Corporation may change the location of the registered office within a municipality or geographic township by resolution of the Directors. The Corporation may change the municipality or geographic township in which the registered office is located to another place in Ontario by special resolution.

2.02 Seal

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

2.03 Financial Year

Unless otherwise determined by the Board, the Corporation's fiscal year end shall be the last day of December 31st in each year.

2.04 Execution of Documents

- (a) Subject to subsection 2.04(d), contracts, documents, or any instruments in writing require the signature of the Corporation and creating liabilities or entitling the Corporation to benefits in excess of Five Thousand Dollars (\$5,000.00), shall be signed by three (3) of the President, Vice-President, Secretary or Treasurer.
- (b) Subject to subsection 2.04(d), contracts, documents, or any instruments in writing require the signature of the Corporation and creating liabilities or entitling the Corporation to benefits in excess of Five Hundred Dollars (\$500.00) and less than Five Thousand Dollars (\$5,000.00), shall be signed by any two (2) of the President, Vice-President, Secretary or Treasurer.
- (c) Subject to subsection 2.04(d), deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Corporation's signature (each a "**Document**"), shall be signed by any one (1) Officer, and all Documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (d) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or By-law of the Corporation to be a true copy.

2.05 Auditor and Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or person to conduct a review engagement and level of financial review required by the Act.

Article 3 MEMBERSHIP IN THE CORPORATION

3.01 Members

- (a) There shall be one (1) class of Members in the Corporation. The Members shall consist only of individuals who:
 - (i) are at least eighteen (18) years of age; and
 - (ii) are a resident, as evidenced by their address set out on a government-issued ID or such other supporting evidence acceptable to the Board in their sole discretion, within the geographical area as defined by the Local Services Board of Nolulu; and
 - (iii) have applied for, and been accepted into membership by the Board.
- (b) Each Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Member shall be entitled to one (1) vote at such meetings.
- (c) The Members shall not, directly or indirectly, receive any profits or gain of or from the Corporation. The profits of the Corporation shall be used to promote the Corporation's purposes as set out the Articles. Nothing herein contained shall be construed to preclude any Member from serving the Corporation as an officer or in any other capacity and receiving compensation, therefore.

3.02 Transferability

A membership may only be transferred to the Corporation.

3.03 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies;
- (b) the Member ceases to maintain the conditions for membership set out in section 3.01 of this By-law;

- (c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-law;
- (e) the Member's term of membership expires, if any; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles or By-law, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

3.04 Member Discipline or Expulsion

The Board shall have the power to discipline or expel a Member in the following circumstances:

- (a) the Member violates any provision of the Articles, By-law or Policies; or
- (b) the Member is carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) the Member's conduct damages the Corporation's property, or the property of a Member, Director, officer, employee, contractor or agent of the Corporation, or the property of a user of the Corporation's facilities or a participant in the Corporation's programs; or
- (d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this section 3.04 of this By-law are in addition to any Policies adopted by the Board from time to time.

Article 4

MEMBERS' MEETINGS

1.01 Place of Meetings

Members' meetings shall be held at the Corporation's registered office or at any place in Ontario as the Board may determine.

1.02 Annual Meetings

The Board shall call an annual meeting of the Members within six (6) months of the financial year end and not later than fifteen (15) months after the last annual meeting.

1.03 Special Meetings

A special meeting of the Members Other meetings of the members may be convened by order of the President or Vice-President, by the Board, or at the request of at least ten percent (10%) of members entitled to vote at such meeting, to be held at any date and time and at any place within Ontario. Such special meeting shall be held within twenty-one (21) days of such requisition unless the Act provides otherwise.

1.04 Special Business

In accordance with the Act, all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

1.05 Notice of Meetings

(a) Notice of the time and place of a Members' meeting shall be given in accordance with section 11.01 of this By-law:

- (i) to each Director,
- (ii) to each Member entitled to receive notice, and
- (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation,

not less than ten (10) days and not more than fifty (50) days prior to the meeting.

(b) Notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic

means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

- (c) Notice of a Members' meeting at which special business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any special resolution to be submitted to the meeting.
- (d) Not less than twenty-one (21) days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

1.06 Adjournments

- (a) If within one-half (½) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- (b) If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 4.05 of this By-law.

1.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the

Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

1.08 Chair of the Meeting

The chair of Members' meetings shall be:

- (a) the President; or
- (b) a Vice President, if the President is absent, unable, or unwilling to act; or

a chair elected by the Members present if the President and Vice President are absent or unable to act.

1.09 Quorum

A quorum for the transaction of business at a Members' meeting is three (3) Members entitled to vote at the meeting, including persons present by telephonic or electronic means or by proxy if permitted by the By-law. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

1.10 Meetings Held by Electronic Means

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Corporation chooses to make those means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

1.11 Voting of Members

- (a) Each Member or joint Member(s), as the case may be, is entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and the chair of the meeting, if a Member, shall have a vote.

- (d) An abstention shall not be considered a vote cast.
- (e) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member or proxyholder 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. A demand for a ballot may be withdrawn.
- (f) 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.

1.12 Absentee Voting by Mail or by Telephonic or Electronic Means

Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the Act.

1.13 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice.

1.14 Written Resolution in Lieu of Meeting

A resolution signed by all of the Members entitled to vote on that resolution at a Members' meeting is valid as if it had been passed at a Members' meeting, except as otherwise provided in the Act. The Corporation shall keep a copy of every written Members' resolution with the Members' meeting minutes.

Article 2 DIRECTORS

2.01 Duties and Responsibilities

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

2.02 Board Composition

- (a) In accordance with the Articles, the Board shall consist of a minimum of three (3) and a maximum of eleven (11) Directors who satisfy the criteria set out in section 5.03 of this By-law and shall be elected by the Members entitled to vote in accordance with section 5.04 of this By-law or appointed in accordance with section 5.06 of this By-law.
- (b) The number of Directors and the number of Directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.
- (c) The Board shall consist of one (1) voting ex-officio director, who shall be the Nolalu Fire Rescue and First Response Chief.
- (d) At least two-thirds (2/3) of the Board shall be persons who are not employees of the Corporation or employees of any affiliates of the Corporation.

2.03 Director Qualifications

An individual is disqualified from being a Director if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt;
- (e) are not a Member;
- (f) are an "ineligible individual" as defined in the *Income Tax Act* (Canada); or
- (g) do not satisfy qualifications imposed by the Act, from time to time.

A Board decision as to whether or not an individual is qualified to be a Director is final.

2.04 Nolalu Fire Rescue and First Response Chief

- (a) The Nolalu Fire Rescue and First Response Chief shall lead the emergency services branch of the Corporation, and shall be solely responsible for all aspects of the delivery of emergency services, including first response.

- (b) The Nolalu Fire Rescue and First Response Chief shall report to the Board on a monthly basis the activities of the emergency services branch/Fire Department, including but not limited to:
 - (i) Call volume,
 - (ii) Training,
 - (iii) New and retiring members,
 - (iv) Request for large purchases.

2.05 Election of Directors and Term

- (a) **General Maximum Term.** Directors shall be elected for an initial term of one (1) year and shall hold office until the earlier of the date on which their office is vacated pursuant to section 5.09 of this By-law or until the end of the meeting at which their successor is elected or appointed. An election of Directors shall take place at each annual Members' meeting.
- (b) **Terms commencing before the effective date of this By-law.** In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included.
- (c) **Partial terms.** Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service.

2.06 Appointments and Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members' meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

2.07 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

2.08 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) in accordance with the process set out in the Act, by not less than five percent (5%) of the Members entitled to vote at the Members' meeting at which the election is to occur.

The Board decision as to whether a candidate is qualified to stand for election is final.

2.09 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) has been absent from three (3) consecutive Director's meetings or absent from fifty percent (50%) of the scheduled meetings in the year as determined by the Directors;
 - (iv) is removed by the Members in accordance with subsection 5.09(c) of this By-law; or
 - (v) becomes disqualified under section 5.03 of this By-law.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later. A Director who has resigned or been removed shall not be entitled to give a statement giving reasons for resigning or for opposing the removal of the Director if a meeting is called for that purpose.
- (c) The Members may, by ordinary resolution at a special Members' meeting, remove from office any Director or Directors, except any ex-officio Directors, and may

elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.

- (d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

2.10 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

2.11 Books and Records

The Directors shall ensure that all necessary books and records of the Corporation required by the Act, the By-laws, or by any applicable statute or law are regularly and properly kept.

2.12 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, officers and Members, provided however that any such Policy shall be consistent with the provisions of the Act and the By-laws.

Article 3

BOARD MEETINGS

3.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

3.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

3.03 Notice of Meetings

- (a) Notice of meetings, other than meetings described in sections 6.04 and 6.05 of this By-law, shall be given to all Directors at least 48 hours prior to the meeting. A meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.

- (b) Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.
- (c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in subsection 36(2) of the Act, in which case the notice must specify that matter.
- (d) Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

3.05 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because the meeting is intended to deal with a matter referred to in subsection 36(2) of the Act, in which case the notice must specify that matter.

3.06 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

3.07 Participation at Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present in person at the meeting.

3.08 Quorum

A majority of the Directors shall constitute a quorum.

3.09 Votes to Govern

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes. In case of an equality of votes, the meeting chair shall have a second vote.

3.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

3.11 Dissent of Director at Meeting

A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director's dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or
- (d) the Director submits their written dissent immediately after the meeting is terminated to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

3.12 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director has:

- (i) caused their written dissent to be placed with the meeting minutes; or
- (ii) submitted their written dissent to the Corporation.

3.13 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent on the invitation of the Chair of the Board.

3.14 Meeting Adjournment

- (a) If within one-half (½) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.
- (b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.15 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

3.16 Submission of Contracts to Members for Approval

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the Members or at any special meeting of the Members called for the purpose of considering the same and, subject to the Act, any such contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) shall be as valid and as binding upon the Corporation and upon all the Members as if it had been approved or ratified by every Member of the Corporation.

Article 4 COMMITTEES

4.01 Audit Committee

In accordance with the Act, if the Board adopts an audit committee, the following provisions shall apply:

- (a) the audit committee shall be comprised of one or more Directors and a majority of the audit committee members must not be officers or employees of the Corporation or of any of its affiliates;
- (b) the audit committee shall review the Corporation's financial statements before they are approved by the Directors; and
- (c) the auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any audit committee meeting.

Article 5

OFFICERS

5.01 Officers

- (a) The Corporation's officers shall include:

- (i) President;
- (ii) Vice-President;
- (iii) Secretary; and
- (iv) Treasurer;

and may include any such other officers as the Board may by resolution determine.

5.02 Appointment

- (a) The officers shall be appointed by the Directors at the first meeting of the Board held after the annual meeting of Members, or at such other time as the circumstances may require.
- (b) The President, who shall also be a Director, shall act as Chair of the Board and shall be deemed to be the Chair for the purposes of the Act.
- (c) Subject to the Articles and the By-laws, the Board may specify the duties of officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in subsection 36(2) of the Act.
- (d) Other than the President and Vice President the Corporation's officers may but need not be Directors. A person may hold more than one office.

5.03 Description of Office

The powers and duties of all officers shall be such as the Board may from time to time determine by resolution. Any of the powers and duties of an officer to whom an

assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

5.04 Terms of Office

Unless otherwise provided in this By-law, officers, other than the Nolalu Fire Rescue and First Response Chief, shall be appointed by the Board as needed at the first meeting of the Board immediately following the annual meeting of Members and shall hold their position for a period of one (1) year or until their successors are appointed. Officers shall be subject to removal by Board resolution at any time.

5.05 Delegation of Duties of Officers

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

5.06 Removal of Officers

In the absence of a written agreement to the contrary, 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;
- (c) the Officer ceases to be a director, if the Officer is required to be a Director pursuant to this Bylaw; or
- (d) such Officer's death.

5.07 Vacancies.

If the office of the President, Vice-President, Treasurer or Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may appoint another individual to fill such vacancy, provided that such individual complies with the requirements of the Act and this Bylaw.

Article 6 CONFLICT OF INTEREST

6.01 Conflict of Interest

A Director and Officer shall be bound by the conflict of interest provisions in the Act and any conflict of interest policy of the Corporation and shall disclose in writing to the Corporation or request to have entered in the minutes of the Board meeting or committee meetings, the nature and extent of any interest that the Director or Officer has in any

material contract or material transaction whether made or proposed, with the Corporation if the Director or Officer:

- (a) is a party to the contract or transaction,
- (b) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or
- (c) has an indirect or direct material interest in a party to the contract or transaction.

Disclosure, as aforesaid, shall be made at the time and in the manner required by the Act, and a Director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction. Such Director or Officer, as the case may be, shall refrain from participating or influencing the discussion at the meeting related to any such contract or transaction.

6.02 Declaration of Interest

- (a) If a Director, Officer or member of a Committee becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the director, officer or member of a committee shall make a declaration at the first Board meeting after he or she becomes so interested.
- (b) In the case of an existing contract, transaction, matter of decision, the declaration shall be made at: (i) the meeting of the Board after the individual becomes a Director, Officer or member of a committee, or (ii) if he or she is an existing Director, Officer, or member of a committee then at the first meeting after he or she becomes so interested.
- (c) A Director, Officer or member of a committee who makes a declaration of a conflict of interest pursuant to this Sections shall not, after making such a declaration, vote or be present at any meetings in which the proposed contract, transaction, matter or decision is being discussed, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall such individual be counted in any required quorum with respect to the vote.
- (d) Provided a Director, Officer or member of a committee, as the case may be, has made a declaration of conflict of interest in accordance with the Act and this by-Law, such individual is not accountable to the Corporation for any profits he or she may realize from the contract, transaction, matter or decision in which he or she declared his or her interest in.
- (e) In the event a Director, Officer or member of a committee fails to make a declaration of his or her interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his or her position as a Director, Officer or member of a committee in addition to any other remedies available to the Corporation under statute, equity or common law.

- (f) The failure of any Director, Officer or member of a committee to disclose a conflict of interest in accordance with the Act and/or this By-Law shall not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (g) If a Director believes that any other Director, Officer or member of a committee is in a conflict of interest position with respect to any contract, transaction, matter or decision, such director shall request to have his or her concern entered in the minutes of the Board meeting, and the Director, Officer or member of a committee, as the case may be, with the alleged conflict of interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the director who communicated the initial concern, the Board, after the Director, Officer or committee member alleged to have a conflict of interest has absented himself or herself from the room, shall vote on whether such individual is, in the opinion of the Board, in a conflict of interest. If the Board finds such individual to be in a conflict of interest, that interested director, officer or committee member, as the case may be, shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director, Officer or member of a committee has a conflict of interest shall be determined by a majority vote of the Board and shall be final. If the Board finds that the person is not in conflict of interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each director shall be recorded in the minutes.
- (h) Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes by the Board.
- (i) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that, at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this by-Law, the remaining number of the directors shall be deemed to constitute a quorum.

Article 7

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Standard of care

Every Director and officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.02 Liability of Directors and Officers

No Director, officer or committee member of the Corporation is 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 their respective office or trust provided that they have:

- (a) complied with the Act, the Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.03 Indemnification of Directors and Others

Subject to the Act, every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators, legal representatives and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges, and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability; and
- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

7.04 Insurance

Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 10.03 of this By-law, against any liability incurred by that individual in the individual's capacity as a Director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

Article 8

NOTICES

8.01 Method of Giving Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:
 - (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;
 - (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or
 - (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000*.

- (b) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.
- (c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5th) business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

8.02 Computation of Time

In computing the date or time 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 the notice shall be excluded.

8.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation 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.

8.04 Waiver of Notice

Any Member, Director, officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the Corporation's By-law, and such waiver or consent to abridgment, 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. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Article 9

AMENDMENTS TO ARTICLES AND BY-LAWS

9.01 Amendment of Articles

Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of the Corporation with respect to the matters listed in section 103(1) of the Act.

9.02 Amendment of By-law

The Articles and By-laws may be amended in accordance with the Act.

Article 10

DISSOLUTION

10.01 Dissolution

Upon the dissolution of the Corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property and assets, to the extent that they were held or acquired from the proceeds of licensed lottery events (including lottery trust accounts or property/assets purchased with lottery proceeds) will be distributed to charitable organizations that are eligible to receive lottery proceeds in the Province of Ontario, and all other remaining property and assets shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, or an agent of either of those Crowns or a municipality in Canada.

Article 11
EFFECTIVE DATE AND REPEAL

11.01 Effective Date

This By-law is effective on the date shown in the certificate of amendment issued by the Director appointed under section 6 of the Act.

11.02 Repeal of Previous By-law

All previous By-laws of the Corporation related to the subject matter of this By-law are repealed as of the date specified in section 14.01 of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

CERTIFIED to be the General Operating By-law of the Corporation effective as of the date specified in section 14.01 of this By-law, as enacted by the Board by resolution dated _____ and confirmed by the Members by resolution dated _____.

Chair of the Board

Vice-President