



SKATE ONTARIO

Ontario Corporation Number 000513939
Date of Incorporation November 22, 1982
Approved May 12, 2018

BY-LAWS

These By-laws, shall describe the organization and functions of the Corporation and the means by which members may elect or appoint Board of Directors and control the property and activities of the Corporation.

I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Skate Ontario, which as the Provincial Sport Organization representing figure skating in the Province of Ontario; and, as a recognized Section as defined within the Skate Canada By-laws, shall represent the interests, advance and promote the sport within the Province of Ontario.
- 1.2 Definitions - The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Corporations Act or any successor legislation
 - b) *Auditor* – an individual appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
 - c) *Board* – the Board of Directors of the Corporation.
 - d) *Corporation* – Skate Ontario.
 - e) *Days* – days including weekends and holidays.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - g) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
 - h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - i) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
 - j) *Members* – registered Skate Canada Member Clubs and Skating Schools
- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.8 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.



II MEMBERSHIP

Membership Dues and Duration

- 2.1 Year, The membership year of the Corporation will be September 1st to August 31st unless otherwise determined by the Board
- 2.2 Dues – Membership dues will be determined by, and submitted to Skate Canada and a portion thereof will be transferred to the Corporation
- 2.3 Duration – Membership duration is accorded on an annual basis.
- 2.4 Membership Categories – The Corporation has the following category of Member:
- a) Skate Canada Member Clubs and Skating Schools – A registered Skate Canada Member Club or Skating School that is located within the Province of Ontario and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

Admission and Renewal of Members

- 2.5 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by Skate Canada
 - b) The candidate member has paid dues and is a member in good standing of Skate Canada.
 - c) The candidate member agrees to uphold and comply with the Corporation’s governing documents;
 - d) The candidate member meets any other condition of membership determined by the Board;
 - e) The candidate member has met the applicable definition listed in Section 2.4; and
 - f) Membership in the Corporation is non-transferable
- 2.6 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member’s annual membership with Skate Canada unless renewed in accordance with these By-laws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.5 of these By-laws;
 - c) Resignation by the Member by giving written notice to the Corporation and to Skate Canada;
 - d) Dissolution of the Corporation;
 - e) The Member’s dissolution

2.7 Good Standing

Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member of Skate Canada
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues to Skate Canada

III SAFE SPORT

- 3.1 Complaints, Suspension and Expulsion Policy: Skate Ontario and every Member club and Skating School shall establish a

Dispute Resolution Process to deal with disputes and complaints that arise between registrants and/or members or coaches in the Section.

- 3.2 Membership Harassment Policy: For the purpose of these By-laws, the Skate Canada Membership, Harassment, Bullying and Discrimination Policy shall apply.



- 3.3 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

IV MEETINGS OF MEMBERS

- 4.1 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within three (3) months of the Corporation's fiscal year end.
- 4.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 4.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 4.4 Notice - Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors, at least twenty-eight (28) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 4.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 4.6 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 4.7 New Business – Matters of business should be limited to matters properly brought before a Members' meeting. No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 4.8 Quorum –Delegates as defined in 4.14 representing ten (10) percent of the Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 4.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 4.12.
- 4.10 Scrutineers – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.



- 4.11 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.
- 4.12 Attendance - The only persons entitled to attend a meeting of the Members are those Delegates representing Members and the Directors of the Corporation, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles 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 or in accordance with 4.9.
- Voting at Meetings of Members**
- 4.13 Voting Rights: Members have the following voting rights at all meetings of the Members:
- a) Each Member Club and Skating School is entitled to appoint one Delegate who has one vote on behalf of that Member
- 4.14 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation the name of the Delegate to represent the Member. Delegates must: be at least eighteen years of age; not have been found under the *Substitute Decisions Act 1992* or under the *Mental Health Act* to be incapable of managing property; and be acting as the Member’s representative.
- 4.15 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum of six (6) proxies.
- A proxy must:
- a) Be signed by the Member;
- b) Comply with the format stipulated by the Corporation; and be submitted to the Corporation at least 30 minutes prior to the commencement to the Meeting of Members
- 4.16 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot; unless a secret or recorded ballot is requested by a Member.
- 4.17 Majority of Votes - Except as otherwise provided in these By-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

V GOVERNANCE

- 5.1 Composition of the Board
- a) The Board shall consist of an elected President and eight (8) elected Directors. The Past President shall be an ex-officio member of the Board for one (1) two-year term.
- b) In accordance with the subsections 124 (2) and 286 (2) of the Act, each Director shall be a non-voting member of the Corporation. All other references in these By-laws to “Members” shall be deemed not to include such non-voting members.
- 5.2 Eligibility of Directors
- To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- c) Not have the status of bankrupt.
- d) Not be a paid employee of Skate Canada or Skate Ontario
- e) Shall be willing to abide by the policies and by-laws governing Skate Canada and Skate Ontario
- f) Shall not be sitting on the Board of any Skate Canada Member Club or Skating School



- g) Shall be a resident of Ontario

Election of Directors

- 5.3 Nominations Sub-Committee – The Governance Committee will appoint a Nominations Sub-Committee. The Nominations Sub-Committee will be responsible to solicit and receive nominations for the election of the Directors and ensure that the established skill set requirements are met.
- 5.4 Nominations - Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) Comply with the procedures established by the Nominations Sub-Committee; and
 - c) Be submitted to the Registered Office of the Corporation no later than thirty-five 35 days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
 - d) There will be no nominations from the floor of the meeting
- 5.5 Circulation of Nominations - Valid nominations will be circulated to Members in the Official Notice of Meeting.
- 5.6 Elections – Elections for each Director position will be decided by a majority vote of the Members in accordance with the following:
- a) One valid nomination for each vacant position: the Director(s) shall be declared elected by Ordinary Resolution.
 - b) Multiple Valid Nominations –
To ensure that the President and elected Directors are elected by a simple majority, a voting procedure as approved by the Board will be conducted.

In the case of an election for a one year position, the last nominee to receive a majority of votes will be elected for the one year term.
 - c) Voting Process: Directors will be elected at each Annual Meeting in the order as follows:
 - 1) the President (as required);
 - 2) the Directors at Large; four (4) of which will be elected in alternate years.
- The voting process shall be conducted by a series of ballots starting with the President, in order that the candidates who are not elected for a position are eligible to run for a subsequent position.
- 5.7 Terms of Office:
- a) The President shall be elected for a two-year term or until they or their successors have been duly elected in accordance with these By-laws unless they resign, or are removed from or vacate their office. The number of successive terms shall be limited to two.
 - b) Directors shall serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign or are removed from or vacate their office. The number of successive terms shall be limited to three.
 - c) The number of lifetime terms shall be limited to five.
 - d) The Past President may be appointed for a maximum of one term of two (2) years.
 - e) An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve three (3) two-year consecutive terms as Elected Director.

Resignation and Removal of Directors

- 5.8 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.



- 5.9 Vacate Office - The office of any Director will be vacated automatically if:
- The Director resigns;
 - The Director is absent from three (3) consecutive meetings of the Board;
 - Has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - The Director becomes bankrupt
 - The Director dies.
- 5.10 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director’s stead for a period ending at the next Annual Meeting.
- Filling a Vacancy on the Board**
- 5.11 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual Meeting.
- Meetings of the Board**
- 5.12 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 50% of the Directors
- 5.13 Chair – The President will be the Chair of all Board meetings unless otherwise designated by the President.
- 5.14 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. 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.
- 5.15 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 5.16 Quorum – At any meeting of the Board, quorum will be a majority of the Board of Directors.
- 5.17 Voting
- Each Director, including the President and the Past President, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.
- 5.18 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.
- 5.19 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.



- 5.20 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

- 5.21 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 5.22 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.
- 5.23 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - e) Follow registration procedures, membership fees and other registration requirements as determined by Skate Canada.
 - f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
 - i) Perform any other duties from time to time as may be in the best interests of the Corporation.

VI OFFICERS

6.1 Composition

- a) The President by virtue of their office shall be an officer of the Corporation.
- b) At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a Vice President/Secretary and a Treasurer each of whom shall be an Officer of the Corporation.

6.2 Duties - The duties of Officers are as follows:

- a) The President will be the chair of the Board, and will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board. The Vice President will also be named as the Secretary of the Corporation.
- c) The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept; and will oversee the activities of the accounting staff. The Treasurer will consult in the preparation of the annual budget; and will perform such other duties as may from time to time be established by the Board. The Treasurer will serve as Chair of the Finance Committee.

- 6.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.



- 6.4 Removal –
- a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.
 - b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.
- 6.5 Vacancy –
- a) Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.
 - b) If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors until the next Annual General Meeting.
- 6.6 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

VII BOARD COMMITTEES

- 7.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- 7.2 Vacancy - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 7.3 President Ex-officio - The President will be an ex-officio non-voting member of all Committees of the Corporation.
- 7.4 Removal - The Board may remove any member of any committee.
- 7.5 Debts - No Committee will have the authority to incur debts in the name of the Corporation.

VIII FINANCE AND MANAGEMENT

- 8.1 Fiscal Year - Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1st to March 31st.
- 8.2 Bank: The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 8.3 Auditors - The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation.
- 8.4 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Corporation of the last fiscal year of the Corporation and present the approved financial statements before the Members at every Annual Meeting.
- 8.5 The Financial Statements will include:
- a) The financial statements;
 - b) Any further information respecting the financial position of the Corporation.



- 8.6 Books and Records - The necessary books and records of the Corporation required by applicable law will be necessarily and properly kept.
- 8.7 Property -The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.8 Borrowing - The Board may from time to time:
- Borrow money on the credit of the Corporation;
 - Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
 - Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

Remuneration

- 8.9 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 8.10 Conflict of Interest - A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

IX AMENDMENT OF BY-LAWS

- 9.1 Voting
- By a simple majority of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws.
 - By Ordinary Resolution of the Board. Any By-law amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
 - Proposed amendments will not be accepted from the floor of the meeting.
- 9.2 Effective Date - By-laws amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

X NOTICE

- 10.1 Written Notice- In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 10.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked



- 10.3 Error in Notice- The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

XI INDEMNIFICATION

- 11.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.
- 11.2 Will Not Indemnify - The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 11.3 Insurance - The Corporation will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

XII ADOPTION OF THESE BY-LAWS

- 12.1 Ratification – These By-laws were passed and enacted by Ordinary Resolution on October 29, 2017.
- 12.2 Repeal of Prior By-laws – In ratifying these By-laws, all prior By-laws of the Corporation shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.