

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

**CANADIAN WATER POLO ASSOCIATION INC.
L'ASSOCIATION CANADIENNE DE WATER POLO INC.**

(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

**ARTICLE 1
GENERAL**

1.1 DEFINITIONS

In this by-law all other by-laws of the Corporation, unless the context otherwise requires:

- a) “**Act**” means the Canada Not-for-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute that may be substituted, as amended from time to time;
- b) “**ACA**” means the Aquatics Canada Aquatique;
- c) “**AM**” means the annual meeting of members;
- d) “**affiliate**” means an affiliated corporate, and the one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- e) “**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- f) “**athlete representative**” means a person who is retired and was a member of a Canadian national team program not more than eight years previously, in the sport of water polo;
- g) “**board**” means the board of directors of the Corporation;
- h) “**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- i) “**director**” means of member of the board;
- j) “**independent**” means that a director or prospective director has no fiduciary obligation to any body for water polo at the national, provincial, or club level, receives no direct or indirect material benefit from any such party, and is free of any real or perceived conflict of interest of a financial, personal or representational nature (provided that participation, in water polo does

not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;

- k) **“Good Standing”** means for the purposes of this by-law, a person/club shall be deemed to be in Good Standing provided such person/club:
 - i. has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
 - ii. has completed and remitted all documents as required by the Corporation;
 - iii. has complied with and otherwise operates in accordance with the by-laws, policies, procedures, rules, and Regulations or the Corporation;
 - iv. is not subject to a disciplinary or action by the Corporation or a member, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
 - v. has not acted in a manner that may bring the reputation of the Corporation into disrepute;
 - vi. has paid all required membership dues or debts to the Corporation, if any; and
 - vii. in relation to Registrants, if a Registrant is deemed not to be in Good Standing by the Provincial/Territorial Section in which they are an athlete, coach, official, club, administrative staff or volunteer, such Registrant shall be deemed to not be in Good Standing by the Corporation unless determined by the Board;
- l) **“meeting of members”** means an annual meeting of members or a special meeting of members;
- m) **“member”** means those Provincial/Territorial Sections and directors who have been admitted as a member pursuant to ARTICLE 2, who remain in Good Standing and for so long as such person continues to meet the conditions of being a member;
- n) **“ordinarily resident in Canada”** means an individual who, in the settled routine of their life, regularly, normally, or customarily lives in Canada even if temporarily absent;
- o) **“ordinary resolution”** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution, or such greater majority as may be specified in the articles;
- p) **“proposal”** means a proposal submitted by a member that meets the requirements of Section 163 of the Act;
- q) **“Provincial/Territorial Section”** means those incorporated bodies responsible for the regulation of water polo within the province/territory and for the governance of the province/territory-wide development of water polo, provided that each province or territory shall only be entitled to be represented as one section, as may be determined by the board of directors.
- r) **“Combined Section”** means the Board may vote to combine multiple Provinces/Territories to act as one combined section, to be ratified at the next meeting of the members. Once approved, all the rights, responsibilities and limitations that apply to a Provincial/Territorial Section will also apply to a Combined Section, unless otherwise noted in specific sections of these by-laws.

- s) **“Registered”** means, with regard to any person or club, where that person or club has been entered into the Corporation’s database as an active Registrant;
- t) **“Registrant”** means any of the following who have applied for registration with the Corporation and who have been accepted as a Registrant with the Association; athletes, coaches, officials, clubs, administrative staff, and volunteers (including individuals who have been appointed or elected to a volunteer position within or by a Provincial/Territorial Section or as either a domestic or international representative of WPC in any capacity);
- u) **“Regulations”** means the Regulations made under the Act, as amended, restarted or in effect from time to time;
- v) **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- w) **“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, or such greater majority as may be specified in the articles;
- x) **“World Aquatics”** means the International Sport Federation overseeing all aquatic sports.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, and “person” includes an individual, sole proprietorship, partnership, unincorporated organization, trust, and body corporate.

Other than as specified in Section 1.1 of this by-law, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Headings and Table of Contents

The headings and table of contents in this by-law are inserted for convenience or reference only and shall not affect the construction or interpretation of the provisions of this by-law.

1.4 Invalidity of any Provisions of this by-law

- a) 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.
- b) To the extent that any amendment to the Act results in a conflict between a provision of this by-law and a provision of the Act, the directors shall amend this by-law to make such conflicting provision conform with the Act. Pursuant to Section 17(3) of the Act, no act of the Corporation, including a transfer or property to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.
- c) In the event of any discrepancy between the English version of the by-laws and any translated version, the English version shall prevail.

1.5 Exclusive Responsibility

Any topic not covered by the articles, the by-laws, or the board approved policies shall remain the exclusive responsibility of the board.

1.6 Name

Water Polo Canada is the trade name for the Corporation.

1.7 Jurisdiction

The Corporation has jurisdiction over Provincial/Territorial Sections in all matters relating to inter-provincial, national and international affairs, subject to and including the Regulations of the ACA and World Aquatics. The Corporation is affiliated with AFC and FINA and may affiliate or collaborate with any anybody that may assist it in pursuing common or complementary interests.

All members and Registrants of the Corporation and Registrants are subject to these by-laws together with all the rules, Regulations, and policies of the Corporation.

1.8 Sanctioning of Member Corporations

A sanction by the Corporation is mandatory for international competitions or inter-provincial/territorial competitions involving two (2) or more provinces/territories or for other competitions as designated by the Corporation.

1.9 International Competitions

The Corporation is responsible for naming competitions, officials, staff, and delegates for international competitions, in such manner as it sees fit.

1.10 Execution of Documents

- a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by the Chief Executive Officer and President, or one of the foregoing, plus at least one other director or officer. In addition, the directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.
- b) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.11 Financial Year End

The financial year of the Corporation shall be fixed as the period from and including the 1st day of April in each calendar year to and including the 31st day of March in the following calendar year, or as determined by the directors.

1.12 Finance

All revenues received by the Corporation shall be deposited in the name of the Corporation.

1.13 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the directors may, by resolution, from time to time, designate, direct, or authorize.

1.14 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Section 172(1) (Annual Financial Statements) of the Act to the members, give a notice to its members stating that the annual financial statements and documents provided in Section 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office, by prepaid mail or electronically.

1.15 Registered Office

The Corporation may, by resolution of the directors, change the location of its registered office within the province specified in the articles.

1.16 Resolution in writing

- a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the board or a committee of directors, is as valid as if it had been passed at a meeting of the board or such committee of directors.
- b) A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

**ARTICLE 2
MEMBERSHIP****2.1 Categories**

The Corporation has the following categories of Members:

- a) Category 1 – Provincial/Territorial Sections or Combined Sections
- b) Category 2 – Directors

2.2 Category 1 – Provincial/Territorial Sections

Membership will be available only to Provincial/Territorial Sections that meet the following qualifications:

- a) Recognized by the applicable Provincial/Territorial government (one (1) from each province and/or territory); unless recognized as a Combined Section by the board (all

Provinces/Territories in the Combined Section must be recognized by their provincial/territorial government);

- b) has applied for membership within the Corporation;
- c) ensures all local clubs register registrants with the provincial organization and subsequently registers all Registrants with the Corporation;
- d) complies with, agrees to abide by, adopts policies and procedures consistent with, and operates in accordance with the Corporation's by-laws, policies, procedures, rules, and regulations; and
- e) is accepted as a member of the Corporation pursuant to section 2.3 of these by-laws.

2.3 Admission of Category 1 – Provincial/Territorial Sections

A Provincial/Territorial Section will be admitted as a Category 1 once:

- a) the candidate makes an application for membership in a manner prescribed by the Corporation;
- b) if the candidate member was at any time previously a member, the candidate member was a member in Good Standing at the time of ceasing to be a Member;
- c) the candidate member has paid dues as prescribed by the board;
- d) the candidate member has met the applicable requirements listed in Section 2.2; and
- e) the candidate member has been approved by majority vote as a member by the board or by any committee or individual delegated this authority by the board.

2.4 Category 2 – Directors

Membership shall be available only to persons who are directors and in Good Standing with the Corporation.

2.5 Admission of Category 2 – Directors

A director shall be admitted as a Category 2 member immediately upon such person's election or appointment as a director.

2.6 Change of Terms/Conditions of Membership

Pursuant to subsection 197(1) of the Act (Fundamental Changes), a special resolution of the members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m) of the Act) as follows:

- a) change a condition required for being a member;
- b) change in the manner of giving notice to members entitled to vote at a meeting of members; or
- c) change the method voting by members not in attendance at a meeting of members.

2.7 Duration of Membership

Unless otherwise terminated earlier pursuant to the terms of these by-laws, membership within the Corporation will terminate as follows:

- a) Category 1 (Provincial/Territorial Corporation) is accorded on an annual basis and will terminate on August 31st, subject to re-registration in accordance with these by-laws.
- b) Category 2 is accorded for so long as such person remains a director in Good Standing with the Corporation.

A person is only a member for so long as such person remains in Good Standing and meets the conditions of being a member, failing which such person's status as a member shall be immediately terminated.

2.8 Dues

Membership dues for all categories of membership will be determined by the board.

2.9 Deadline

Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within one (1) month of being notified that they are in default, the member in default will automatically cease to be a member of the Corporation.

2.10 Member Responsibilities

- a) Provincial/Territorial Sections are charged with the responsibility of promoting, within their provincial/territorial boundaries, the objects of the Corporation as defined by the Articles, by-laws and the policies of the Corporation.
- b) Provincial/Territorial Sections shall:
 - i. maintain a current list of provincial/territorial officers with the registered office of the Corporation;
 - ii. have the authority to suspend or disqualify anyone found guilty of an infringement of the by-laws or policies of that section, of the Corporation or of AFC, or any unfair practice connected with the sport;
 - iii. have the authority to control the transfer of Registrants within its jurisdiction;
 - iv. provide to the Corporation records of the affairs of the Provincial/Territorial Sections as requested;
 - v. provide the Corporation annually with a database of coaches, athletes and officers registered within such Provincial/Territorial Sections in a manner and form prescribed by the Corporation.

2.11 Discipline or Expulsion

In addition to any other rights, conditions and terms set forth herein, and/or in the written policies of the Corporation:

- a) The directors shall have the authority to suspend or expel from the Corporation, or discipline, any member or Registrant, on any of the following grounds:
 - i. violating any provision of the articles, by-laws, or written policies of the Corporation;
 - ii. carrying out any conduct which may be detrimental to the Corporation as determined by the directors in their sole discretion;
 - iii. being found guilty of any misbehaviour or unfair practice, whether relating to a competition or not; and
 - iv. for any other reason that the directors, in their sole discretion, consider to be reasonable, having regard to the purpose of the Corporation.
- b) The suspension or disqualification shall be for whatever period and with whatever conditions as determined by the board.

- c) Suspension, disqualification and/or discipline may be appealed according to the rules and policies of the Corporation and applicable rules, if any of the ACA or World Aquatics.
- d) The directors shall, from time to time, establish procedures to be followed in the event that the directors, or a committee of the directors, determine that a member or Registrant should be expelled or suspended from membership or as a Registrant, as applicable, in the Corporation.

2.12 Withdrawal and Termination

Membership in the Corporation is terminated when:

- a) the member dissolves or ceases to exist;
- b) the member fails to maintain any of the qualifications or conditions of membership described in these by-laws;
- c) the member ceases to be in Good Standing;
- d) the member resigns from the Corporation by giving written notice to the President, in which case the resignation becomes effective on the date specified in the resignation unless the member is prohibited from resigning pursuant to the terms of this by-law. The member will be responsible for all fees payable until actual withdrawal becomes effective;
- e) the member fails to pay membership dues or monies owed to the Corporation by the deadline dates prescribed in these by-laws above;
- f) the member fails to comply with Corporation registration policies or applicable policies, whereupon an ordinary resolution of the board confirming such termination will be passed;
- g) the member is removed by special resolution of the members present at an AM or special meeting, provided the member has been given written notice of, and the opportunity to present and to be heard at, such meeting.
- h) the Member's term of membership expires; and
- i) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, the rights of the member (including any rights to property of the Corporation) automatically cease to exist. Any obligations owing by the member to the Corporation that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

2.13 May Not Resign

A member or Registrant may not resign from the Corporation if the member or Registrant is subject to disciplinary investigation or action.

2.14 Effects of Termination

Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

2.15 Cease to be in Good Standing

Members who cease to be in Good Standing may have privileges suspended and will not be entitled to vote at meetings of 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 as set out above.

2.16 Transfer

Any interest arising out of membership in the Corporation is not transferable.

2.17 Other Matters Relating to Membership

The directors may from time to time and without further approval from the members make or amend policies regarding membership and fees, copies of which policies shall be available to members upon request.

**ARTICLE 3
FUNDAMENTAL CHANGES**

3.1 Amendments to the Articles or by-laws

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendments to the articles or the by-laws of the Corporation to:

- a) change the Corporation's name;
- b) change the province in which the Corporation's registered office is situated;
- c) add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) create a new class of members;
- e) change a condition required for being a member;
- f) change the designation of any class of members or add, change, or remove any rights and conditions of any such class;
- g) divide any class of members into two (2) or more classes or groups and fix the rights and conditions of each class or;
- h) add, change, or remove a provision respecting the transfer of a membership;
- i) subject to Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
- j) change the statement of the purpose of the Corporation;
- k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) change the manner of giving notice to members entitled to vote at a meeting of members;
- m) change the method of voting by members not in attendance at a meeting of members; or
- n) add, change, or remove any other provision that is permitted by this Act to be set out in the articles.

3.2 Special Class Vote

Section 199 of the Act provides that each membership class is entitled to vote separately (special resolution of each class) if the fundamental change noted above relates to membership rights, such as:

- a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class;
- b) add, change, or remove the rights or conditions attached to the memberships of the class, including:
 - i. to reduce or remove a liquidation preference; or
 - ii. to add, remove or change prejudicially voting or transfers rights of the class;

- c) increase the rights of any other class of members having rights equal or superior to those of the class;
- d) increase the rights of a class of members having rights inferior to those of the class to make them equal or superior to those of the class;
- e) create a new class having rights equal or superior to those of the class; or
- f) affect an exchange or create a right of exchange of all or part of the memberships of another class into the membership of the class.

3.3 One Class

For greater certainty the two categories listed in Articles 2 are members of the same class

ARTICLE 4 MEETING OF MEMBERS

4.1 Calling Meetings of Members

Pursuant to Section 10 of the Act and the Regulations:

- a) The directors shall call an annual meeting of members:
 - i. not later than eighteen (18) months after the Corporation comes into existence; and
 - ii. subsequently, not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Corporation's preceding financial year.
- b) The directors may at any time call a special meeting of members.

4.2 Persons Entitled to be Present

The persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, including the directors, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act or articles of the Corporation to be present at the meeting. The Provincial/Territorial Sections shall be represented by the President of such Provincial/Territorial Section, provided however, that if the President of the Provincial/Territorial Section is unable to attend a meeting of the members, the Provincial/Territorial Section shall send a representative or designate and such representative or designate shall be admitted to the meeting. Anyone other than the directors and the president of the Provincial/Territorial Section or such Provincial/Territorial Sections representative or designate in the absence of the president, may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.3 Notice of Member Meeting

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

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, to the directors of the Corporation, to each affiliated Provincial/Territorial Sections and the public accountant during a period of fifteen (15) to fifty (50) days before the day on which the meeting is to be held;

- b) by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or
- c) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which the information respecting the Corporation's activities is regularly posted and that is located in a place frequented by members.

4.4 Calling of Special Meeting

- a) Unless otherwise permitted in the Act, special meeting of the Corporation may be called by members holding five (5%) percent of the votes of the Corporation by delivering to the President or the senior staff officer a written request to convene such a special meeting and setting forth the purpose for which such a meeting is being called.
- b) The board shall then call such a meeting for a day not more than twenty-one (21) days from the receipt of the requisition and shall send out such notices as shall be of the meeting and the meeting agenda to all members of the board and the Provincial/Territorial Sections', to be received not less than fifteen (15) days before the date of the meeting. The notice of meeting shall contain sufficient information to permit a reasoned judgement on the decision to be taken.
- c) Special meeting shall be held at such a place as designated by the board.

4.5 Annual Meeting (AM)

- a) The AM of the corporation shall be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's financial year end.
- b) At every annual meeting of members, the following matters shall be transacted in addition to any other business that may be transacted:
 - i. Call to order;
 - ii. Confirmation of voting credentials, and establishment of quorum
 - iii. Appointment of scrutineer(s);
 - iv. Approval of agenda;
 - v. Declaration of conflict of interest, if any;
 - vi. Adoption of minutes of previous Annual Meeting;
 - vii. Annual reports;
 - viii. Financial Report;
 - a. Appointment of Auditor;
 - ix. Notice of Motion;
 - xii. Election of directors;
 - xiii. Next Annual Meeting; and
 - xiv. Adjournment.

4.6 Resolutions at the AM

- a) The board shall issue a written call for resolution at least forty-five (45) days but not more than sixty (60) days prior to the AM to members of the board and to each affiliated Provincial/Territorial Sections.

- b) To be considered at the AM, resolutions shall be submitted in writing to the Corporation no fewer than thirty (30) days prior to the AM.
- c) Resolutions shall be accepted by the Corporation only from members in Good Standing.
- d) The Corporation shall acknowledge receipt of the proposed resolution.
- e) No fewer than fifteen (15) days prior to the AM, the Corporation shall forward a copy of the proposed resolution to each member of the board and to each affiliated Provincial/Territorial Sections.
- f) Any proposed resolution shall be binding on the board provided the proposed resolution is confirmed by ordinary resolution or in the case of a fundamental change or amendment to the Articles/By-laws by a special resolution.
- g) Resolutions may be presented from the floor at the AM. Such resolutions shall be in writing and signed by a member entitled to vote thereon. If carried, such resolutions shall be considered only as a recommendation to the board and shall not be considered binding.

4.7 Chair of the Meeting

The President or, in the President's absence, the Vice-President of the Corporation shall be the chair of any meetings of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 Quorum of Members

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be one half plus one of the members entitled to vote at the meeting, representing not less than five (5) Provincial/Territorial Sections'. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.9 Adjournment of Meeting of Members

Pursuant to Section 162(7) of the Act, if a meeting is adjourned for less than thirty-one (31) days, it is not necessary for any member to be notified of the adjournment meeting other than by announcement at the earliest meeting that is adjourned.

4.10 Votes to Govern

Subject to ARTICLE 3, at any meeting every matter shall, unless otherwise provided by this by-law, the articles or by the Act, be determined by an ordinary resolution. In case of an equality of votes either on show of hands or on a ballot or on the results of electronic voting, the matter is defeated.

4.11 Electronic Participation in Voting at Physical Meetings

- a) Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

- b) Any person participating electronically in a meeting of members pursuant to Section 4.11 (a) of this by-law and entitled to vote at such meeting may vote, and that vote may be held, by means of the telephonic, electronic, or other communication facility that the Corporation has made available for that purpose if such facility complies with the requirements of section 4.13 of this by-law.

4.12 Meetings Held Entirely by Electronic Means

- a) If the directors or members call a meeting of members, those directors, or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, and electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- b) Any vote at a meeting held entirely by electronic means in accordance with Section 4.12 (a) of this by-law may be held, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility and such facility complies with the requirements of Section 4.13 of this by-law.

4.13 Requirements for Electronic Voting

Voting may be carried out by means of a telephonic, electronic, or other communication facility in accordance with Section 4.11(b) of this bylaw and Section 4.12(b) of this by-law if the facility:

- a) Enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) Permits the tallied vote to be presented to the Corporation without it being possible for the Corporation to identify how each member or category of members voted.

4.14 Voting Delegates

- a) All members of the Corporation shall be entitled to attend the AM and special meetings of the members. Registrants, as well as honoured contributors, shall be entitled to attend the AM and special meetings, as observers.
- b) In accordance with the terms of this section, each Provincial/Territorial Sections shall be entitled to one vote and an additional quota of votes based upon number Registrants within such member's province or territory who are registered with the Corporation for the preceding registration year, September 1st to August 31st.
 - i. 1 vote for each Provincial/Territorial Sections, or Combined Sections;
 - ii. 1 additional vote for 0 to 50 Registrants of the Provincial/Territorial Sections;
 - iii. 1 additional vote for 51 to 100 Registrants of the Provincial/Territorial Sections;
 - iv. 1 additional vote for each increment of 100 Registrants of the Provincial/Territorial Sections.
- c) For the purpose of voting, a single individual will cast the votes for each Provincial/Territorial Section or Combined Section. This will generally be the president of the Provincial/Territorial Section or the chair of the Combined Section. In his or her absence, the Provincial/Territorial Section's representative or delegate shall vote on behalf of the Provincial/Territorial Section. The representative or delegate shall be a recognized member of the Board of Directors from the Provincial/Territorial Section.
- d) Each Category 2 member shall be entitled to one (1) vote, except the member presiding at the meeting.

4.15 Absentee Voting

A member entitled to vote at a meeting of members may vote:

- a) by mailed-in ballot or by telephonic, electronic, or other communication facility, if the Corporation has a system that:
 - i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits, if a closed ballot vote is requested, the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted, or by proxy, if the proxyholder and any alternate proxyholders (who are not required to be members) are appointed in writing by the member to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - i. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - ii. a member may revoke a proxy:
 - A. by depositing an instrument in writing at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuance of that meeting after an adjournment of that meeting, at which the proxy is to be used;
 - B. by depositing an instrument in writing with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting; or
 - C. in any other matter permitted by law.

If a form of proxy is created by a person other than the member, the form of proxy must comply with the requirements of Section 74(2)(d) of the Canada Not-for-Profit Corporations Regulations, SOR/2011-223.

ARTICLE 5 DIRECTORS

5.1 Responsibilities of the board

- a) The board shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The board is charged with guiding the Corporation towards the accomplishment of its mission.
- b) The board has adopted governance policies, as well as other written policies, which may be amended from time to time by action of the board, to establish certain policies and procedures applicable to the board and the senior staff officer in the conduct of their activities.
- c) The board may, from time to time, develop and adopt charters of the board setting out in greater detail its roles and responsibilities that are not addressed in the preceding paragraph.

5.2 Duties of the Board

- a) Except as otherwise provided in the Act or the by-laws of the Corporation, the board may delegate any of its powers, duties, and functions.

- b) The board may discipline members and Registrants in accordance with the by-laws, rules, Regulations and/or written of the Corporation as amended from time to time.
- c) The board shall establish policies, procedures, and Regulations regarding the business and affairs of the Corporation, including, but not limited to, policies regarding the governance of the Corporation, business and risk management, finance, programs, nomination and the management and disputes within the Corporation. All activities of the board and the Corporation shall be dealt with in accordance with such policies, procedures, and regulations.
- d) The board shall employ a senior staff officer who, together with volunteers and staff, shall implement the board's goals and objectives. The board may delegate its authority to the senior staff officer. The senior staff officer may employ such persons as required to carry out the mission and work of the Corporation.

5.3 Number of Directors

The board shall consist of the number of directors specified in the articles. At all times, one of the director positions will be reserved for an athlete representative as defined in these by-laws. Should an athlete representative not be elected to the Board, that director position will remain vacant until such time as a suitable candidate can be appointed to the position until the next annual meeting of the members as per Section 5.13 of these by-laws.

If a minimum and maximum number of directors is provided for in the articles, the members may, from time to time by ordinary resolution, fix the number of directors and the number of directors to be elected at annual meetings of the members, or the members may delegate those powers to the directors. The Corporation shall have at least three (3) directors, at least two (2) of whom are not officers or employees of the Corporation or its affiliates. At all times, a minimum of seventy-five (75%) percent of directors shall be Canadian citizens who are ordinarily resident in Canada, and the remaining directors must either be ordinarily resident or Canadian citizens.

5.4 Qualifications of Directors

The following person are disqualified from being a director of the Corporation:

- i. anyone who is less than eighteen (18) years of age;
- ii. anyone who has played on, coached (head or assistant), or managed one of Canada's national teams, of any age category, at any point in the three (3) years immediately preceding the AM in which the candidate would be considered, with the exception of the individual filling the director position reserved for an athlete representative;
- iii. a member of the immediate family (including without limitation, parent, grandparent, guardian, brother, or sister) of any person listed in 5.4(ii);
- iv. anyone who has been declared incapable by a court in Canada or in another country;
- v. a person who is not an individual;
- vi. a person who has the status of bankrupt;
- vii. or person who does not have the power under law to contract;
- viii. a person who is a board member, director, executive committee, or staff member of a Category 1 member of the Corporation; or
- ix. anyone who is not independent, with the exception of the individual filling the director position reserved for an athlete representative.

5.5 Senior Staff Restrictions

No individual currently serving as an employee or contractor of the Corporation may be a director. No director may become the Chief Executive Officer or interim Chief Executive Officer of the Corporation during their term as a director or for twelve (12) months thereafter.

5.6 No Alternate Directors

No person shall act for an absent director at a meeting of the board or a committee of directors.

5.7 Nomination Procedure

At least sixty (60) days prior to the AM the board shall issue a written call for nominations for the positions of director.

- a) The call for nominations shall be sent to all members of the board and to each affiliated Provincial/Territorial Section or Combine Section.
- b) Nominations for positions of director shall be received in writing by the standing nominations committee at least thirty (30) days prior to the AM.
- c) A nominations committee appointed by the board shall determine candidate eligibility pursuant to the criteria established in section 5.4 and its policies, procedures, rules, and Regulations.
- d) When there is no Athlete Representative on the Board, the Nominations Committee will recruit at least one (1) candidate who is considered an athlete representative as defined in these by-laws to be nominated for election to the board.
- e) Fifteen (15) days prior to the AM, the Corporation shall deliver a copy of the nominations received to members of the board and to each affiliated Provincial/Territorial Section or Combined Section.
- f) To ensure diversity, the Nominations Committee will take into consideration the gender identity of each director on the board whose term is not expiring at the meeting of Members. If more than sixty (60%) percent of individuals remaining on the board identify as one gender identity, nominees of that same gender identity will not be permitted to stand for election.

5.8 Election Procedure

- a) The chair shall call the roll of eligible voting delegates and determine the number of votes present.
- b) The chair shall present the nominations received and conduct elections to fill the positions of directors in accordance with section 5.3.
- c) The appropriate number of directors pursuant to section 5.3 shall be elected by eligible voting members.
- d) If there are more nominees than available positions, the nominee(s) receiving the greatest number of votes will be elected provided the gender identity quota has not been reached.

5.9 Ballots

Ballots for the election of directors will include the names of the nominees in alphabetical listing by surname.

5.10 Run-off Vote

In the case of a tie, the nominees receiving the same number of votes for the final position(s) will participate in a run-off vote. The nominee(s) receiving the most votes will be determined the winner. (For example: five (5) nominees receiving the same number of votes for the final two positions will require a run-off vote including the five (5) nominees from which voting delegates will select two (2) winners who received the greatest number of votes). Additional run-off votes may be run as required.

5.11 Election and Term

Subject to the articles, the members will, by ordinary resolution, elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring as described below:

- At the AM for the fiscal period 2024, the members will elect three (3) directors for a three (3) year term, two (2) directors for a two (2) year term.
- At the AM for the fiscal period 2025, the members will elect three (3) directors for a three (3) year term, one (1) director for a one (1) year term.
- At the AM for the fiscal period 2026, and at each AM thereafter, the members will elect three (3) directors for a three (3) year term.

A director's term is three years. A director shall be subject to a maximum term limit of nine (9) years on the board, other than:

- i. a sitting board chair may serve one additional term for a maximum twelve (12) year limit; but who may not hold the position of chair of the board for longer than six years; and
- ii. one director other than the chair who serves on the board of World Aquatics may serve for one additional term for a maximum twelve (12) year term limit.

After reaching their term limit, a period of two (2) consecutive years shall pass before such person is re-eligible to serve as a director.

5.12 Vacancies on the Board

The office of director shall be vacated:

- a) if the director has resigned from office by delivering a written resignation to an officer of the Corporation or chairperson of the board;
- b) if, at a meeting of members, an ordinary resolution is passed by members (or the relevant class of members, if applicable) that the director be removed from office provided the director has been given notice of and the opportunity to be present and to be heard at the meeting;
- c) if the director has the status of bankrupt;
- d) if the director is declared incapable by a court in Canada or another country; or
- e) on the death of such director.

5.13 Filing Vacancies Among Directors

- a) A quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum of directors provided for in the articles/by-laws or a failure to elect the number or minimum number of directors provided for in the articles/by-laws.

- b) If there is not a quorum of directors or if there has been a failure to elect the number of minimum number of directors provided for in the articles/by-laws, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- c) A director appointed or elected to fill a vacancy holds office for the remainder of the unexpired term of their predecessor.
- d) The directors may appoint one (1) or more additional directors, pursuant to the terms of the Act, who shall hold office for a term expiring not later than the close of the next annual meeting of members, provided that the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

5.14 Borrowing Powers

The directors may without authorization of the members, from time to time:

- a) borrow money upon the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

5.15 Delegation

Subject to the articles and any by-law:

- a) the board may from time-to-time delegate to a director or a committee appointed by the directors, all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine of each such delegation, except that the board shall not delegate authority to:
 - i. submit to the members any question or matter requiring the approval of members;
 - ii. fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - iii. issue debt obligations except as authorized by the directors;
 - iv. approve any financial statements;
 - v. adopt, amend, or repeal by-laws; or
 - vi. establish or modify contributions to be made, or dues to be paid, by members.
- b) the powers specified in 5.13 may be delegated to a director, or committee of directors or an officer of the Corporation.

Any committee of directors may formulate its own rules of procedure, subject to such Regulation or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

5.16 By-laws

Pursuant to Section 152 of the Act, and subject to Section 197 of the Act (Fundamental Changes):

- a) Unless the articles otherwise provide, the directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation, except in respect to matters referred to in Section 3.1 of this by-law.

- b) The directors shall submit every by-law, amendment, or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject, or amend such by-law, amendment or repeal.
- c) Subject to Section 5.16 e) of this by-law, the by-law, amendment, or repeal is effective from the date of the resolution of the directors. If the by-law, amendment, or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed.
- d) The by-law, amendment or a repeal, ceases to have effect, if it is not submitted by the directors to the members as required under Section 5.16 b) of this by-law or if is rejected by the members.
- e) If a by-law, an amendment or a repeal, ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.

ARTICLE 6

MEETINGS OF DIRECTORS

6.1 Calling of Meetings

Meetings of the board may be called by the President or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting. The board shall meet as often as necessary, but not less than four (4) times per year and as determined by the board.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in ARTICLE 11 of this by-law to every director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in sections 5.15(a) of this by-law.

6.3 Regular Meetings

The directors may appoint a day or days in any month for regular meetings of the board at a place and hour to be named. A copy of any resolution of the directors fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The board shall meet at least four (4) times a year as determined by the board.

6.4 Adjourned Meetings

Any meeting of directors may be adjourned to any time and from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which

such adjournment took place providing a quorum is present at the adjourned meeting. Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

6.5 Participation in Meetings by Electronic Means

If all directors have consented, one (1) or more directors (up to and including all of the directors) may participate in a meeting of directors or a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

6.6 Quorum of Directors

A majority of the number of directors, one of whom shall be the President or Vice-President, shall constitute a quorum, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.7 Votes to Govern

Except as may be otherwise specified in this by-law or unless otherwise required by the Act or the articles, at all meetings of the board or a committee of directors, every question shall be decided by a majority vote of directors. In case of an equality of votes, the motion is defeated.

ARTICLE 7 DISCLOSURE OF INTEREST

7.1 Disclosure of Interest by Directors and Officers

In accordance with Section 141 of the Act, 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, transaction or decision to be rendered, such that it would be considered a conflict of interest pursuant to the terms of the Corporation's Conflict of Interest Policy will comply with the Act and the Association's Conflict of Interest Policy and 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 Conflict of Interest Policy and the Act regarding conflict of interest.

ARTICLE 8 LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS

8.1 Standard of Care

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

1. act honestly and in good faith with a view to the best interest of the Corporation; and

2. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Should the Board identify a need to retain professional advisors to assist with the execution of its duties, such advisors may be retained at the expense of the corporation by ordinary resolution of the board.

8.2 Indemnification by Corporation

- a) Subject to Section 8.4 of this by-law, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- b) The Corporation may purchase and maintain insurance with respect to (a) above as the board may determine.

8.3 Advance of Costs

The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2 of this by-law, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in Section 8.4 of this by-law.

8.4 Limitation of Indemnity

The Corporation shall not indemnify an individual identified in Section 8.2 of this by-law unless:

- a) the individual acted honestly and in Good Faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

8.5 Right to Indemnity

The Corporation shall, with the approval of a court of competent jurisdiction, indemnify an individual referred to in Section 8.2 of this by-law, or advance monies under Section 8.3 of this by-law, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 8.2 of this by-law, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 8.4 of this by-law.

8.6 Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which shall indemnify one (1) or more persons in accordance with the provisions of this Section and Section 151 of the Act.

ARTICLE 9 BOARD COMMITTEES

9.1 Committee Creation and Limitation

- a) The board may, by resolution, establish such standing committee as it determines necessary from time to time.
- b) The board will have at the minimum, the following committees: Nominations, Governance & Ethics, and Audit & Finance.
- c) The number of members for each standing committee and the mandate of such standing committee(s) shall be determined by the board from time to time unless otherwise established by the provisions of this by-law.
- d) Membership on each standing committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of their duties.
- e) All prospective committee members and the chairperson of each standing committee must first be approved by a majority of the board before being entitled to serve thereon.
- f) Except as otherwise provided for in this by-law, the chairperson of each standing committee shall be appointed by a majority of the board from among the membership of the particular standing committee in each fiscal year.
- g) The specific duties of each standing committee shall, unless otherwise provided for in this by-law:
 - i. Be determined by such standing committee in writing and approved by the board;
 - ii. Include the keeping of minutes of each meeting;
 - iii. Include the preparation of an annual budget for the operations of the committee for presentation to the board and subsequent approval by a majority of the board.
- h) Standing committees shall meet at such times as are determined by the chairperson of each standing committee or the chairperson of the board, but in any event, not less than once per year.
- i) The procedure to be adopted during meetings of each standing committee shall be the same as those set out herein for the board with modifications as necessary.

The board may remove any member from any standing committee for any reason upon a two-thirds (2/3) majority of the board, in which event the board may fill such vacancy.

ARTICLE 10 OFFICERS

10.1 Designation of Power

The directors may designate the offices of the Corporation and specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in section 5.14 of this by-law.

10.2 Offices

The executive officers of the Corporation shall consist of two (2) elected officers, being a President and Vice-President, each of which must also be independent directors, in Good Standing, at the time they are elected as an officer.

10.3 Election and Vacancy

Subject to Section 10.5 hereof Officers of the Corporation shall be appointed by ordinary resolution of the board at the first meeting of the board of directors following the AM in which the board is elected.

10.4 Chief Executive Officer

The position of Chief Executive Officer will be filled consequent to a contract of employment upon such terms and conditions as the board may approve.

10.5 Term

The President, the Vice-President and any other officers of the Corporation other than the Chief Executive Officer shall hold for a term of one (1) year or until the first board meeting following the AGM in the next fiscal year, whichever occurs first. If an officer ceases to be a director of the Corporation, such officer's term shall automatically and simultaneously terminate at the date such officer ceased to be a director of the Corporation. A person may not hold the position of President for longer than six (6) years.

10.6 Duties

Until the board, subject to the Act, varies, adds to, or limits the powers and duties of any officer the powers the powers and duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the AM and special meetings of the Corporation and at meetings of the board, 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 support and assist the President in all duties and responsibilities and will perform such other duties as may from time to time be established by the President or the board.
- c) The Chief Executive Officer will, subject to the powers and duties of the board, manage the day-to-day operations of the Corporation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required, will provide the board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the board. The Chief Executive Officer may delegate to any person any power, duty or function conferred on the Chief Executive Officer. In the absence in capacity of the Chief Executive Officer (or vacancy of the position), the President may designate any person to exercise the powers and perform the duties and functions of the Chief Executive Officer during the absence or vacancy but for no longer than ninety (90) days without the approval of the board.

10.7 Removal

Except in the case of the Chief Executive Officer, an Officer may be removed by special resolution of the board or by special resolution of the members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a special resolution is put to a vote. If the Officer is removed, their position as a director will automatically and simultaneously be terminated.

10.8 Absentee Voting

There will be no absentee or proxy voting by Officers.

10.9 Remuneration

All directors and all Officers, other than the Chief Executive Officer, will serve as such without remuneration and will not directly or indirectly receive any profit from their position as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties. The Chief Executive Officer may receive a salary to be determined by the board.

10.10 Delegation of Duties

In the event that any one of the officers of the Corporation is absent or unable to act, or for any other reason that the directors deem sufficient, the directors may delegate all or any of the powers of such officer to any officer, or any director for such period as the directors deem necessary.

10.11 Vacation of Office

Except in the case of the Chief Executive Officer, if for any reason an officer vacates office before expiry of that person's term, and where there is still quorum of board Members, the board may, by ordinary resolution, appoint a qualified individual to fill the vacancy from the current directors until the end of the term.

ARTICLE 11 NOTICE

11.1 Method of Giving Notices

- a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of members, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the directors or to the public accountant shall be sufficiently given:
 - i. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
 - ii. If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- iii. If provided by electronic means, if the addressee has consented in writing to receive electronic documents and specified an address for delivery of same in accordance with Part 17 of the Act.
- b) A notice so delivered shall be deemed given when it is delivered personally; a notice so mailed shall be deemed given [when deposited in a post office or public letter box]; and a notice so sent by electronic means shall be deemed to have been given when it leaves the information system within the control of the originator or another person acting on the originator's behalf.
- c) The secretary of the Corporation or other designated person may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the directors in accordance with any information believed by the secretary or other designated person to be reliable. The declaration by the secretary or other designated officer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

11.2 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the directors or public accountant, or the non-receipt of any by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 12 EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution of the members (which shall be effective as of the date of such special resolution). The making, amending or repeal of any by-law shall be effective from the date of the relevant resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

ARTICLE 13 REPEALS

13.1 Repeals

Upon this by-law coming into force, all prior by-laws of the Corporation are repealed. However, such repeal shall not affect the previous operation of such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-laws prior to such repeal. All officers and persons acting under such repealed by-laws shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or board with continuing effect passed under such repealed by-laws shall

continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law or the Act.

Passed on this 21st day of September 2025.