

Bylaw of The International Wine & Food Society of Toronto

As approved by its Board on April 10, 2023
and as confirmed by its Members on June 20, 2023

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Article 1 - Definitions and Interpretation

In this bylaw:

“Act” means the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15;

“Articles” means the “Articles of Incorporation”;

“Articles of Incorporation” are the former “letters patent” which the Act now refers to as “articles of incorporation”. The Articles of Incorporation set out the name of the Corporation, its purposes and any other information required by the Act, the Regulations or the Ontario Business Registry;

“Board” means the board of directors of the Corporation;

“Corporation” means the International Wine & Food Society of Toronto, Ontario Corporation Number 1237335, incorporated on June 4th, 1997;

“days” refers to calendar days;

“Director” means a director of the International Wine & Food Society of Toronto;

“extraordinary resolution” means a resolution that is submitted to a special meeting of the Members and passed at the meeting by at least eighty (80) per cent of the votes cast or, if the resolution is taken outside a meeting, consented to by each and every Member of the Corporation entitled to vote at a meeting of the Members;

“meeting of Members” includes an annual meeting and a special meeting of Members;

“ordinary resolution” means a resolution that is passed at a meeting of Members by at least a majority of the votes cast (51%) or, if the resolution is taken outside a meeting, is consented to by each and every Member of the Corporation entitled to vote at a meeting of the Members;

“special meeting of Members” is any meeting of Members, other than an annual meeting, convened to discuss and resolve specific issues or business;

“special resolution” means a resolution that is passed at a special meeting of Members by at least two-thirds of the votes cast or, if the resolution is taken outside a meeting, is consented to by each and every Member of the Corporation entitled to vote at a meeting of the Members;

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone

calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;

Words importing the singular include the plural and vice-versa; words importing gender include the masculine, feminine, common and neuter genders.

Article 2 - Head Office

The head office of the Corporation is in the Municipality of Metropolitan Toronto, Province of Ontario, and at such place as the Board may determine.

Article 3 - Corporate Seal

The seal of the Corporation is in the form impressed in this document.

Article 4 – Directors

Electing and Appointing Directors

Who elects the Directors?

1. The Members elect the Directors at an Annual General Meeting by ordinary resolution for a maximum term of three (3) years.
2. There is no limit to how many times a Director may be elected.

How many Directors must be elected?

3. The Board shall have ten (10) Directors.
4. The immediate past president is an *ex officio* Director.

How long do Directors serve?

5. Members shall elect Directors for three-year terms.
6. The incumbent Directors hold office until their successors are elected.

Vacancies

Who cannot serve as a Director?

7. Persons who are not individuals (e.g. corporations), persons under 18, persons mentally incompetent to manage property, and bankrupts are disqualified from holding office.

Do you have to be a Member to serve as a Director?

8. Directors are required to be Members of the Corporation.

In what situations does a Director cease holding office before the end of their term?

9. A Director will stop holding office immediately if he:
 - Dies,
 - Resigns,
 - becomes bankrupt,
 - is removed, or
 - is found to be incapable of managing property by a court order under Ontario law.
10. A Director may resign by written notice to the Corporation.
11. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

Can the Members remove a Director from office?

12. The Members may remove a Director (except an *ex officio* Director) by ordinary resolution before the end of their term of office.
13. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by ordinary resolution.

How are Board seats filled when they've been vacated mid-term?

14. A quorum of Directors may fill a vacancy among the Directors by ordinary resolution, unless there is no quorum, in which case a special meeting of Members is called. If the Directors fail to call such a meeting, the meeting may be called by any Member.

How many Directors may a quorum of Directors appoint?

15. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the Members.

How long is the term of office of a Director filling a vacancy?

16. The Director elected to fill the vacancy will hold office for the remainder of the term of the Director's predecessor. After that, the appointee will be eligible to be elected as a Director.

Can the Directors act, once elected?

17. A newly elected Director must consent in writing within ten (10) days of being elected, or he is not a Director. If he consents in writing after the ten days, the election is still valid.
18. A Director who is re-elected or reappointed where there is no break in his or her term of office does not have to consent.

Duties and Obligations of Directors**What are the Directors' responsibilities?**

19. Directors manage or supervise the management of the activities and affairs of the Corporation. In so doing, they act in the name of the Corporation and have such rights, powers, and privileges as may be authorized by the Act, the Regulations and the Bylaws.

Are they held to a standard of care?

20. Every Director and Officer shall act honestly and in good faith with a view to the best interests of the Corporation, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Committees, Generally**Can the Board delegate its powers to a Managing Director or Executive Committee?**

21. The Board may appoint Directors to be managing Directors or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

Nominations Committee**What is a Nominations Committee?**

22. In the event of current or anticipated vacancies, the Board shall appoint a minimum of three (3) Members, headed by a Past President or some other Member designated by the Chair, to search for and recommend to the Board candidates eligible for nomination as Directors.

Paying Directors, Officers or Members**Can Directors, Officers or Members be paid for their work on behalf of the Corporation?**

23. The Directors, as well as the Officers, will fulfil their roles without remuneration.
24. A Director, an Officer or a Member may receive reasonable remuneration and expenses for any services to the Corporation that they perform in any other capacity.

Article 5 – Board Meetings

Calling Meetings

Who chairs the Board of Directors?

1. The Directors elect a Chair from among the Directors. The Chair is also the President of the Executive Committee.

Who can call Board Meetings and when and where can they be held?

2. The Chair, or a Director designated by the Chair, may call a meeting of Directors at any time and at any place on notice as required by this Bylaw.

How often should the meetings be held?

3. The Directors shall meet at least eight (8) times a year.

Board Meeting Notices

Do we have to give advance notice for Board Meetings?

4. Notice of the time and place for the holding of a meeting of the Board must be given to every Director of the Corporation in the manner provided in this Bylaw.

How long in advance does the notice have to be given?

5. Notice of the time and place of the meeting may be given on such date as the President may decide but no later than the day before the date that the meeting is to be held.

How should notice be given?

6. Notice may be given by email, fax, telephone or in writing and the Secretary's or President's certificate that notice was given is sufficient proof of that notice.

What should the notice say, other than the time and place of the meeting?

7. The notice need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with the following matters:
 - a. To submit to the Members any question or matter requiring the approval of the Members.
 - b. To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation, if any.
 - c. To appoint additional Directors.
 - d. To issue debt obligations except as authorized by the Directors.
 - e. To approve any financial statements under Section 83 of the Act.
 - f. To adopt, amend or repeal by-laws.
 - g. To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

When can we have a Board Meeting without advance notice?

8. Notice of a meeting is not necessary if:
 - a. All of the Directors are present and none objects to the holding of the meeting;
 - b. Those absent have waived notice or have otherwise signified their consent to the holding of such meeting;
 - c. A quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation; or
 - d. If the meeting is a resumption of a meeting that was adjourned.

Conducting Board Meetings

Who chairs the Board Meetings? What if they are absent?

9. The Chair, who is also the President, presides at Board Meetings. If the Chair is absent, the Chair designates a Director to act as the Chair.

What constitutes a quorum for a Board meeting to proceed?

10. Five (5) Directors constitute a quorum at any Board meeting.

Can Directors join Board Meetings online or by phone?

11. If the Chair consents, a Director may participate in a meeting of the Board by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting.

Can the meeting be held entirely by phone or electronic means?

12. If the Chair consents, Board meetings may be held entirely by phone or electronic means as long as all participants are able to communicate adequately with each other.

How is voting conducted at the Board Meeting?

13. Each Director, including the Chair, has one vote.
14. Questions arising at any Board Meeting are decided by ordinary resolution unless otherwise required by the Act.

Can a Director vote by proxy?

15. No one can vote on behalf of a Director who is not at a Board meeting.

Does the Chair have the power to break ties?

16. In case of an equality of votes, the Chair has a second vote or casting vote.

Are ballots required?

17. Voting is by show of hands unless a Director, present at the meeting, requests that the vote be taken by ballot.

How are votes recorded?

18. Unless a ballot is demanded, an entry in the minutes of the meeting that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

How are dissents recorded, if at all?

19. A Director who is present at a meeting is deemed to have consented to any resolution passed or action taken, unless the Director's dissent is entered in the minutes. A Director who was not present is deemed to have consented to the resolutions or actions taken unless he files his dissent with the minutes of the meeting within seven days after becoming aware of the resolutions or actions.

Directors' Resolutions**Are Directors required to meet to decide on every resolution?**

20. A resolution that is signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of Directors.

Article 6 – Officers

Appointments and Removals**What Officers can the Board appoint?**

1. The Board shall appoint from among the Directors a President, a Treasurer and a Secretary at its first meeting following the annual meeting of the Corporation.
2. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

Can one person hold more than one office?

3. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person.

Who can remove an Officer?

4. The Board may remove any Officer by ordinary resolution.

For what reasons may an Officer be removed?

5. An Officer may be removed for any of the following reasons: theft, mismanagement, perjury.

Duties**What duties do Officers have?**

6. The Officers perform the duties described in the Bylaw and such other duties as may be required by law or as the Board may determine from time to time.

What duties does the President have?

7. The President supervises and directs all functions and activities of the Corporation, including calling and chairing meetings of the Board and of executive committees.
8. The President, along with the Secretary, or some other Officer appointed by the Board for the purpose, signs all Bylaw and membership certificates.

What duties does the Secretary have?

9. The Secretary is the *ex officio* clerk of the Board and, as such, sends out notices of meetings, attends and takes minutes at all Board meetings. The Secretary is also the custodian of the records of the Corporation.

What duties does the Treasurer have?

10. The Treasurer performs the usual duties of a treasurer, as directed by the Board. More specifically, the Treasurer keeps accounts of receipts and disbursements, deposits moneys and other valuable effects in the bank, disburses funds, and renders to the Board an account of all transactions and of the financial position of the Branch.

Can Officers delegate their powers?

Officers are responsible for the duties assigned to them and may not delegate to others the performance of any of their duties.

Article 7 – Liability of Directors, Officers and Others

Are Directors and Officers protected against liability?

1. Subject to Section 2, no Director, Officer or committee member of the Corporation will be liable for:
 - a. The acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation;
 - b. Joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation;

- c. The insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested;
- d. Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or
- e. Any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

- 2. No Director, Officer or committee member of the Corporation will be liable for the above-mentioned things as long as they:
 - a. Complied with the Act and the Corporation's Articles and Bylaw;
 - b. Exercised their powers and discharged their duties in accordance with the Act, its Regulations and the Bylaw; and
 - c. Acted honestly and in good faith with a view to the best interests of the Corporation.

Are Directors and Officers indemnified in such circumstances?

- 3. Subject to Section 2, the Corporation shall indemnify a Director or Officer who acts at the Corporation's request, against all costs incurred in respect of any action.

Article 8 – Conflicts of Interest

Are Directors or Officers required to disclose any conflict of interest?

- 1. A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

Are Directors who have a conflict of interest allowed to vote?

- 2. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Article 9 – Members

Classes of Members

How many classes of Members are there?

- 1. Membership in the Corporation consists of two classes of Members, namely, Regular and Honorary.

Regular Members

Who qualifies to be a Regular Member?

2. Regular Members are individuals of legal drinking age or older, who have applied and been accepted for active membership in the Corporation.

How long does the membership last?

3. The term of membership of a Regular Member is one year, subject to renewal according to the policies of the Corporation.

What rights do Regular Members have?

4. As set out in the Articles, Regular Members are entitled to receive notice of, attend, and vote at all Members' Meetings, and each Regular Member is entitled to one (1) vote at such meetings.

Can Regular Members transfer to another class of Member?

5. Regular Members cannot transfer to another class of Member, except with the Board's approval.

Honorary Members

Who qualifies to be an Honorary Member?

6. Honorary Members are individuals who have been appointed as such by the Board of Directors because they have given distinguished service to wine and food in general or to the Corporation in particular.

How long does Honorary Membership last?

7. The term of membership of an Honorary Member is one year, subject to renewal according to the policies of the Corporation.

What rights do Honorary Members have?

8. As set out in the Articles, Honorary Members are exempt from paying annual dues and are charged the "Member" rate when participating in an event organized by the Corporation. However, they are not entitled to attend or vote at Members' Meetings.

Can Honorary Members transfer to another class of Member?

9. Honorary Members cannot transfer to another class of Member, except with the Board's approval.

Membership Fees

Are there fees that Regular Members must pay?

10. All Members are required to pay such annual dues or other fees as the Board may fix from time to time.

Are there timelines that the Board may establish?

11. The Board may establish:

- a. the date(s) when fees are payable and for what period(s),
- b. the date(s) beyond which, if fees are not paid, a Member may lose the right to vote and/or the right to receive notices and publications, and
- c. the date(s) beyond which, if fees are not paid, a Member may be declared by the Board to have ceased to be a Member.

Is there a deadline for paying such fees?

12. Notwithstanding such timelines as the Board may establish, the annual dues shall be paid no later than December 15 of each year.

Are former Members, who rejoin the Corporation, required to pay the full fees?

13. Former Members who apply to rejoin the Corporation may have their initial fees waived in whole or in part by the Board.

Transferral, Termination of Membership

Can Members transfer their membership to others?

14. Membership in the Corporation is not transferable unless such transfer is approved by the Board of Directors.

When is membership terminated?

15. Membership is terminated when the Member dies or resigns, the Member is expelled, the Member's term of membership expires and the Member has not renewed it, or the Corporation is liquidated or dissolved.

Discipline of Members

Who can discipline Members or terminate their membership?

16. The Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating the Corporation's policies or Bylaw and for any other reasons calling for discipline in the discretion of the Board.

How much advance notice must the Board give the Member?

17. The Board must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

What information should the notice include?

18. The notice will set out the reasons for the disciplinary action or termination of membership.

Does the Member have a right to respond?

19. The Member receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period.
20. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article 10 – Meetings of Members

Annual Meetings of Members

Where and when is the Annual Members' Meeting held?

1. The Board shall call an annual meeting at a place within Ontario in May or June of each year or on a date no later than fifteen (15) months after holding the preceding annual meeting.

What business is discussed at the Annual Members' Meeting (AGM)?

2. The business at the annual meeting will include the following:
- a. Approve the agenda for the AGM,
 - b. Approve the minutes of the previous AGM and any special meetings,
 - c. Approve the financial statements for the previous year,
 - d. Approve the report from an audit or review engagement, if any,
 - e. Approve any resolution to dispense with an audit or review engagement for the incoming year, or appoint or reappoint an auditor or someone to conduct a review engagement,
 - f. Elect Directors, and
 - g. Deal with any new or special business that was included in the notice of the meeting.

Can Members make proposals to be added to the agenda? If so, how?

3. Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of the Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

Do Members have a right to receive the Corporation's financials?

4. The Board shall place before the Members at every annual meeting the financial statements approved by the Board, the report of the auditor or of the person who conducted a review engagement, if any, and any further information respecting the financial position of the

Corporation and the results of its operations as required by the Articles or the Bylaw.

Do Members have a right to access financial or other documents ahead of the meeting?

5. Any Member, upon request, shall be provided, not less than 5 days before the annual meeting, with a copy of the approved financial statements, the auditor's report or review engagement report, if any, and such other financial information required by the Articles or Bylaw.

Special Members' Meetings

Who can call a Special Members' Meeting?

6. The Directors may call a Special Members' Meeting at any time.

Can the Members make the Directors call a Special Members' Meeting? If so, how?

7. The Board will convene a Special Members' Meeting on written request of not less than ten percent (10%) 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 21 days from the date of the deposit of the request.

Notice of Annual or Special Members' Meeting

Do we have to give advance notice of Members' Meetings? If so, what criteria must it meet?

8. Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting, written notice of any Annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement, if any.

How much detail must the notice contain?

9. Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

Can Members join Members' Meetings online or by phone?

10. If the Chair consents, a Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Member participating in the above ways is deemed to be present at that meeting.

Can the Members' Meeting be held entirely by phone or electronic means?

11. If the Chair consents, the meeting may be held entirely by phone or electronic means as long as all participants are able to communicate adequately with each other.

Quorum

How many Members need to be at the Members' Meeting to conduct official business?

12. A quorum for the transaction of business at a Members' Meeting is thirty percent (30%) of Members entitled to vote at the meeting, all of whom must be present in person.

What happens if you lose quorum part way through the meeting?

13. 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.

Chair of the Meeting

Who chairs the Members' Meetings?

14. The President chairs the Members' Meeting.

Who chairs the Members' Meetings if the President is absent?

15. In the President's absence, the Vice-President chairs. In the Vice-President's absence, the Secretary chairs. In the Secretary's absence, the Treasurer chairs. If all of these individuals are absent, the Members present will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member to chair the meeting.

Voting

How many votes are necessary to pass a resolution?

16. Business arising at any Members' Meeting is decided by ordinary resolution unless otherwise required by the Act or the Bylaw.

How many votes does each Member have?

17. Each Member is entitled to one vote at any Members' Meeting.

Can Members vote by proxy?

18. If a Member is unavailable to attend or participate in a Members' meeting, they may appoint another individual to vote for them by proxy. The individual voting for them must be a Regular Member.

How are votes taken?

19. Votes are taken by a show of hands among all Members present unless otherwise required by the Act.

Can you have a vote by ballot?

20. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

Does the chair of the meeting have a vote?

21. The chair of the meeting has a vote.

What if there is a tie vote?

22. If there is a tie vote, the chair of the meeting may vote again to break the tie.

How is a vote by show of hands recorded?

23. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Are abstentions counted as votes?

24. An abstention is considered a vote cast.

Audits or Review Engagements**Can the Corporation dispense with an audit or review engagement?**

25. The Members may pass an extraordinary resolution at a Members' Meeting not to appoint an auditor and/or not to have an audit or a review engagement regarding the Corporation's financial year. Such an extraordinary resolution is valid until the next Annual Members' Meeting.

Adjournments**Does the chair need to provide Members with advance notice before a follow-up meeting?**

26. The chair may, by ordinary resolution, adjourn the Members' Meeting, and no notice need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.

27. Any business brought at the original meeting may be dealt with at the adjourned meeting.

Attendance**Who has a right to attend Members' Meetings?**

28. The only persons entitled to attend a Members' Meeting are:

- The Members

- The Directors
- The auditors of the Corporation (or the person who has been appointed to conduct a review engagement), if any, 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 the chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there.

Resolution in Lieu of Meeting

Are Members required to meet to decide on every resolution?

29. A resolution signed by all the Members entitled to vote on that resolution is as valid as if it had been passed at a meeting.

Article 11 – Notices

What are valid ways of sending advance notice of meetings?

1. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement, if any, shall be delivered by email or as the Board may determine.

Where should notices be sent?

2. Notices shall be sent to the Member's or Director's address shown in the records of the Corporation or their last known address, and to the business address of the auditor or the person who has been appointed to conduct a review engagement, if any.

Can the right to notice be waived?

3. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

How is the total number of days required for advance notice, counted?

4. Where a given number of days' notice is required to be given, the day of service or posting of the notice will not be counted, unless it is otherwise provided.

What effect does an error or omission have on the validity of the notice?

5. No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Article 12 – Finances and Signing Authority

Annual Financial Statements

When does the Corporation's financial year end?

6. The financial year of the Corporation ends on the 30th of April or on such other date as the Board may determine by ordinary resolution.

What period do the annual financial statements cover?

7. The annual financial statements must cover the period beginning immediately after the end of the last financial year and ending not more than six months before the annual meeting.

What must these financial statements contain?

8. The financial statements must be prepared according to generally accepted accounting principles and include,
 - a. a statement of financial position or a balance sheet,
 - b. a statement of comprehensive income or a statement of retained earnings,
 - c. a statement of changes in equity or an income statement, and
 - d. a statement of cash flows or a statement of changes in financial position.

How are annual financial statements approved?

9. One or more Directors must sign the statements to signify approval.

When must the Board report on the Corporation's finances to its Members?

10. The Board must report on the Corporation's finances to its Members at the Annual Meeting of Members. The Board shall give a copy of its annual financial statements to all Members who have informed the Corporation that they wish to receive a copy of those documents at least 5 business days before the Annual Meeting.

Borrowing and Investing Powers

Can the Board borrow money?

11. The Directors may, without the Members' authorization but further to an ordinary resolution by the Board, borrow money, issue, reissue, sell or pledge debt obligations, give a guarantee on behalf of the Corporation to secure performance of an obligation, mortgage, pledge or otherwise create a security interest in all or any property of the Corporation.

Can the Board delegate its powers to borrow money?

12. The Board may by ordinary resolution delegate these powers to a Director, a committee of Directors, or an Officer.

Can the Board invest the Corporation's money?

13. The Board may invest the Corporation's funds as it thinks fit.

Signing of Documents**Who has authority to sign legal documents on behalf of the Corporation?**

14. Deeds, transfers, assignments, contracts, obligations, cheques and other instruments in writing requiring execution by the Corporation must be signed by any two of its Officers or Directors.

15. The Board may from time to time decide who will execute a particular document or type of document and how it will be executed.

16. Any person authorized to sign any document may affix the corporate seal to the document.

Who can certify copies of the Corporation's documents?

17. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

Must every document be stamped with our corporate seal?

18. Documents executed without a corporate seal are still valid.

Article 13 – Corporate Records

What records must the Corporation keep?

1. The corporation shall prepare and maintain records containing,
 - a. the Corporation's Articles and bylaws, and amendments to them;
 - b. the minutes of meetings of the Members and of any committee of Members;
 - c. the resolutions of the Members and of any committee of Members;
 - d. the minutes of meetings of the Directors and of any committee of Directors;
 - e. the resolutions of the Directors and of any committee of Directors;
 - f. a register of Directors;
 - g. a register of officers;
 - h. a register of Members;
 - i. accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and
 - j. a register of ownership interests in land in Ontario.

What records may the Corporation destroy?

2. The Corporation may destroy its accounting records after six years, but subject to any other Act or rule of a taxing authority that requires a longer retention period.

Can the Corporation's records be maintained in electronic form?

3. The records may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.

What documents must be in writing?

4. The following, among other documents, must be in writing:
 - a. A resignation of a Director and the reasons for resigning or opposing their removal.
 - b. A disclosure by a Director or Officer of a conflict of interest.
 - c. A dissent of a Director given to the Secretary of a meeting at which a resolution was passed or action taken.
 - d. A notice to a Member of the intention to omit a proposal submitted by the Member and reasons for the refusal.
 - e. A revocation of a proxy by a Member.
 - f. Information relating to a Member's dissent to a resolution under s. 187 of the Act.

Article 14 – Amendment of Articles of Incorporation

Amending the Articles

When is it necessary to amend the Articles of Incorporation?

1. The Articles must be amended when the following changes are contemplated:
 - a. change the Corporation's name;
 - b. add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
 - c. create a new class or group of Members;
 - d. change a condition required for being a Member;
 - e. change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
 - f. divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - g. add, change or remove a provision respecting the transfer of a membership;
 - h. subject to section 30, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
 - i. change the purposes of the Corporation;
 - j. change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - k. change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - l. change the method of voting by Members not in attendance at a meeting of the Members; or
 - m. add, change or remove any other provision that is permitted by this Act to be set out in

the Articles.

How are the Articles amended?

2. The Articles are amended by special resolution of the Members.

Filing the Amended Articles

Do the amendments become effective, once approved by the Members?

3. Once adopted, the amended Articles must be filed with the Ontario Business Registry. They then become effective once the Ontario Business Registry issues a certificate of amendment by endorsing the Articles.

Article 15 – Amendment of Bylaw

Can the Corporation amend or create new bylaws?

1. The Board may create new bylaws. It may also amend or repeal any part of the existing bylaws, with such exceptions as may be set out in the Act or the Regulations.

How is a bylaw amended?

2. The Board amends the bylaw, and the amendment is confirmed at the next Members' meeting by ordinary resolution. The Members may confirm, reject or amend the new or amended bylaw, as the case may be. Once confirmed, the amended or new bylaw is effective from the date of the Board's resolution.

Article 16 – Severability

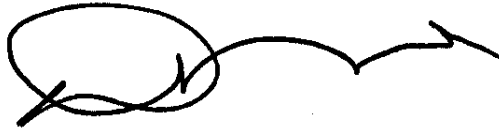
What if part of this Bylaw is invalid?

1. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

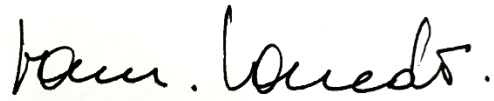
What if parts of the Bylaw are inconsistent with the Articles or the Act?

2. If any of the provisions contained in this Bylaw are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act prevail.

APPROVED by the Board on April 10, 2023,

A handwritten signature in black ink, appearing to be "Diana Burke", written over a horizontal line.

Diana Burke, President

A handwritten signature in black ink, appearing to be "Sam. Laredo", written over a horizontal line.

Samuel Laredo, Secretary

CONFIRMED by the Members on June 20, 2023,

Diana Burke, President

Samuel Laredo, Secretary