

MARIPOSA FOLK FOUNDATION

To: MFF Members

From: MFF Board

Re: Ontario Not-for-Profit Corporations Act

Meeting date: Annual Meeting of Members on February 26, 2023

RECOMMENDATIONS

- 1. That the Articles of Amendment attached to the Board's report to the Annual Meeting of Members be approved.**
- 2. That the authority for establishing the number of Directors within the range set out in the Articles of Amendment be delegated to the Board.**
- 3. That By-Law 1/2022 attached to the Board's report to the Annual Meeting of Members be ratified.**

BACKGROUND

In October of 2021, the previous governing legislation for the Foundation (the Ontario Corporations Act) was replaced by the Ontario Not-for-Profit Corporations Act (ONCA). We have 3 years to bring our constating documents (letters patent, supplementary letters patent, and organisational by-law) into compliance with the new legislation. The Foundation's Governance Committee was tasked with preparing recommendations for the Board's consideration as to the changes required to bring our documents into compliance with the new legislation. Thanks to Michael Slan, the Committee's work was facilitated by the critical analysis undertaken by Paniz Rahdari, an articling student at Fogler Rubinoff LLP, to whom we have expressed our sincere appreciation on behalf of the Foundation.

The Committee's recommendations were approved by the Board at its meeting on August 28, 2022. Under the legislation, the Articles of Amendment must now be approved by a two-thirds majority of those voting at the annual meeting of members. Once passed by the members, they have to be submitted to the Province for approval and to the Charities Directorate for information. On the other hand, the Foundation's new organisational by-law, By-Law 1/2022, has been in effect from the date of Board approval on August 28, 2022, and only requires a simple majority of those voting at the annual meeting of members to be ratified.

ARTICLES OF AMENDMENT

The following changes to our letters patent, henceforth to be known as articles of incorporation, are recommended to the Members by the MFF Board:

1. Change the location of the Head Office of the organisation from Toronto to Orillia.
2. Provide for a minimum of 5 Directors and a maximum of 15. ONCA permits either a range or a fixed number, but requires that this topic must now be covered in the articles instead of the by-laws. In the Board's opinion, a range maximises the flexibility available to the organisation compared to the current fixed number. The second recommendation at the beginning of this report provides for a delegation of authority to the Board to fix the number of Directors within this range. If the members approve this resolution, the Board has expressed its intention to pass a resolution maintaining the current number of 12 Directors.
3. Provide in the articles for continuation of the existing two classes of Members, to be named Life Members and Annual Members, with both classes continuing to have voting rights. The new legislation requires that this topic must also now be covered in the articles instead of in the by-laws.
4. Insert an after-acquired clause in the articles providing for continued use of the organisation's assets for the same purposes as before, notwithstanding the approval of articles of amendment. Discussions with the Ontario Public Guardian and Trustee concluded that it would be advisable to include such a clause, which would result in the articles of amendment having to be submitted to the Charities Directorate for information rather than approval.

It is the Board's opinion that the current purposes of the organisation have served the Foundation well over the past 60 years, so no changes are being recommended to this aspect, apart from a minor grammatical correction.

Attached is a copy of the government form to be submitted to the Province in the event that the Articles of Amendment are approved at the Annual Meeting.

ORGANISATIONAL BY-LAW

To assist organisations in their transition to the new legislative environment, the Province produced a Standard Organisational By-Law (SOB), which organisations will be deemed to have adopted if they do not bring their organisational by-laws into compliance with ONCA within the three-year transition window. The Governance Committee undertook a comparison of the SOB with the Foundation's previous organisational by-law adopted in 2011. The Committee's conclusion, approved by the Board, was to adopt the Ministry-approved SOB as a template, with specific variations from the SOB where justified. This will ensure that our organisational by-law is updated and modernised, while both meeting the requirements of the new Act and retaining the features that we value.

The following are the highlights of the changes to our previous organisational by-law:

- S.2.1.: makes it clear that Directors have to be members of the Foundation.

- S.2.2.2: nomination of Directors from the floor is replaced by a process requiring 5% support from the members and advance notice before the annual meeting.
- S.2.3.: these are the only causes permitted by ONCA to create a vacancy, so the previous attendance requirement for Directors has been eliminated.
- S.3.5.: the Chair shall not have a second or tie-breaking vote .
- S.5.: the new by-law requires the appointment of a Chair (mandated by ONCA) and the Officers normally appointed by Corporations, leaving the appointment of other Officers such as a Vice-President to the flexibility of a Board resolution.
- S.6.: a comprehensive and modernised clause covering indemnification and protection of Directors has been included.
- S.7.: an explicit clause covering conflict of interest rules has been added.
- The borrowing provisions in the previous by-law have been removed as these powers are now covered in the Act.

Attached is a copy of By-Law 1/2022 for ratification by the Members.

Respectfully submitted on behalf of the Board,

Ian Brown, Chair, Governance Committee

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

MARIPOSA FOLK FOUNDATION

Ontario Corporation Number (OCN) *

126839

Company Key *

700370363

Official Email Address *

mff@mariposafolk.com

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *

Chris

Middle Name

Last Name *

Hazel

Telephone Country Code

Telephone Number *

705-326-3655

Extension

Email Address *

officemanager@mariposafolk.com

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

- Fixed Number Minimum/Maximum

Minimum Number of Directors *

5

Maximum Number of Directors *

15

5. Purposes and Provisions (if applicable) (Maximum limit is 100,000 characters per text box)

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity?

Yes No

Does the corporation have consent from the Public Guardian and Trustee not to include an "After Acquired" clause?

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

To amend the section in the Articles relating to the objects of the Corporation by removing the following sentence "for the following objects, that is to say:" and replacing it with "the Corporation shall have the following objects:"

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

The Articles of the Corporation are amended to include the following provision:

The Corporation is authorized to offer two types of membership as follows:

- 1) Life Members; and
- 2) Annual Members

Each member, in good standing, from either class of membership shall be entitled to one vote on each question arising at any special or annual meeting of members.

The Articles of the Corporation are amended to include the following after-acquired clause:

All funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation pursuant to any will, deed or other instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to the purposes of the corporation as they were immediately before the articles become effective.

To amend the section in the Articles relating to the head office of the Corporation by removing the sentence "The head office of the Corporation to be situate at the said City of Toronto;" and replacing it with "The head office of the Corporation is located in the City of Orillia, Ontario;"

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *

Requested Date for Amendment *

Authorization

* I, Chris Hazel

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Pam Carter	President	
Ian Brown	Treasurer	

BY-LAW NUMBER 1/2022

A by-law relating generally to the organisation of the affairs of the MARIPOSA FOLK FOUNDATION

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1. General.

1.1 Definitions

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

- (a) “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “Board” means the board of directors of the Corporation;
- (c) “Chair” means the chair of the Board;
- (d) “Corporation” means The Mariposa Folk Foundation;
- (e) “Director” means an individual occupying the position of director of the Corporation;
- (f) “Member” means a member of the Corporation;
- (g) “Members” means the collective membership of the Corporation; and
- (h) “Officer” means an officer of the Corporation.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

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

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Officer may certify a copy of any instrument, resolution, By-law, or other document of the Corporation to be a true copy thereof.

2. Directors.

2.1 Election and term

Subject to the provisions of the Act, Directors shall be elected at the annual meeting for a term of three (3) years, and until their successors are elected or appointed, except for Directors appointed or elected to fill a vacancy. At each annual meeting, the number of directors equal to the number of directors retiring at the completion of their term shall be elected for terms of three (3) years. Directors shall be eligible for re-election.

Directors shall become Annual Members upon their election or appointment and payment of membership dues, and shall maintain their membership throughout their term of office.

2.2 Candidates

Candidates for the Board shall include:

2.2.1 the slate of candidates proposed by the Board, and

2.2.2 the persons whose names are put in nomination by any member entitled to vote at the annual meeting, provided that the nomination is signed by not less than 5 per cent of the members entitled to vote at the meeting and submitted to the Corporation at least 10 days prior to the meeting.

2.3 Vacancies

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice , whichever is later;
2. If the Director dies or becomes bankrupt;
3. If the Director is found to be incapable by a court or incapable of managing property under Ontario law;
4. If, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.4 Filling Vacancies

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

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

2.5 Committees

2.5.1 Executive Committee

At the first meeting of directors following the annual meeting, the Board shall elect an Executive Committee comprised of the Officers and such other members of the Board as may be determined from time to time by resolution of the Board.

Subject to any limitations set out in the Act, during the intervals between Board meetings the Executive Committee may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation.

The Executive Committee shall have the power to fix its quorum at not less than a majority of its members. The Executive Committee shall keep minutes of its meetings and they shall be submitted to the Board at its next regular Board meeting.

Directors shall be entitled to attend and participate but not to vote at any meeting of the Executive Committee. Directors who are not members of the Executive Committee shall not be entitled to notice of any meeting of the Executive Committee, and their presence shall not be included for the purpose of calculating a quorum.

2.5.2 Other Committees

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference

for any such committee. The Board may dissolve any committee by resolution at any time.

2.6 Remuneration of Directors.

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. No Director shall be entitled to any remuneration for services in a capacity other than as a Director, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

3. Board Meetings.

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and at any place on notice as required by this By-law.

3.2 Regular meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than two days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such a meeting. If a quorum of Directors is present, each new Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.5 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.6 Participation by Telephonic or Electronic Means

Directors may attend a meeting of the Board or the Executive Committee by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4. Financial.

4.1 Banking

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

4.2 Financial Year

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

5. Officers.

5.1 Officers

The Board shall appoint from among the Directors a Chair, a President, a Treasurer, and a Secretary at its first meeting following the annual meeting of the Corporation. The same person may hold two or more offices. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 Term

Officers shall hold office until the first Board meeting following the next annual meeting. Any Officer shall cease to hold office upon resolution by the Board.

5.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

5.4 Duties of the Chair

The Chair, when present, shall preside at all meetings of the Board, the Executive Committee, and the Members.

5.5 Duties of the President

The President shall supervise the affairs and operations of the Corporation and shall have the other powers and duties from time to time prescribed by the Board.

5.6 Duties of the Treasurer

The Treasurer shall be responsible for overseeing the financial management of the Corporation. The Treasurer shall ensure that the Corporation keeps full and accurate accounts of all financial transactions and shall keep the Executive Committee and the Board informed as to the financial performance of the Corporation. The Treasurer shall ensure that all Corporation representatives co-operate in a timely fashion with the auditors in the annual audit process, and shall perform such other duties as may from time to time be prescribed by the Board.

5.7 Duties of the Secretary

The Secretary shall ensure that all actions and decisions of the Board, the Executive Committee and the Members are recorded in the Minutes, and that all notices are given as required to Directors and to Members. The Secretary shall ensure that all records of the Corporation are maintained as required by law, and shall perform such other duties as may from time to time be prescribed by the Board.

6. Protection of Directors and Others.

6.1 Protection of Directors and Officers

No Director, Officer or committee member of the corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

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

6.2 General Indemnity

The Corporation shall indemnify and hold harmless each Director, Officer or committee member (the Indemnified Party) to the fullest extent permitted by law, from and against any and all losses which the Indemnified Party may reasonably suffer, sustain, incur or be required to pay in respect of any claim, provided that this indemnity will only be available if:

- (1) The Indemnified Party was acting honestly and in good faith with a view to the best interests of the Corporation; and
- (2) In the case of a criminal or administrative claim that is enforced by monetary penalty, the Indemnified Party had reasonable grounds for believing that the Indemnified Party's conduct was lawful.

Prior to providing this indemnity, the Corporation shall consider:

- a) The degree of risk to which the Indemnified Party is or may be exposed.
- b) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity.
- c) Whether it advances the administration or management of the Corporation to provide the indemnity.

- d) Whether if paying any amount to the Indemnified party would render the Corporation insolvent.

6.3 Indemnity as of Right

Subject to section 6.2., the Indemnified Party is entitled to an indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the Indemnified Party in connection with the defence of any claim, if the Indemnified Party was not judged by the court or other competent authority to have committed any fault or omitted to do anything that the Indemnified Party ought to have done.

6.4 Advance of Expenses

The Corporation shall, at the request of the Indemnified Party in writing, advance to the Indemnified Party sufficient funds, or arrange to pay on behalf of or reimburse the Indemnified Party for any costs, charges or expenses reasonably incurred by the Indemnified Party in investigating, defending, appealing, preparing for, providing evidence in or instructing and receiving the advice of the Indemnified Party's counsel or other professional advisers in regard to any claim or other matter for which the Indemnified Party may be entitled to an indemnity or reimbursement. Such amounts shall be treated as a non-interest bearing advance or loan pending approval of a court of competent jurisdiction (if required), and all the conditions of this section being fulfilled. In the event that it is ultimately determined by a court of competent jurisdiction that the Indemnified party did not fulfil the conditions set out in this section, or that the Indemnified Party was not entitled to be fully indemnified, such advance or loan , or the appropriate portion thereof, shall, upon written notice of such determination being given by the Corporation to the Indemnified party reasonably detailing the basis for such determination, be repayable on demand and shall bear interest from the date of such notice at the prime rate prescribed from time to time by the Corporation's financial institution.

6.5 Partial Indemnification

If the Indemnified Party is determined to be entitled to indemnification by the Corporation for a portion of the losses incurred in respect of any claim but not for the total amount, the Corporation shall nevertheless indemnify the Indemnified Party for the portion to which the Indemnified Party is determined by a court of competent jurisdiction to be so entitled.

7. Conflict of Interest.

7.1 Disclosure of Interest

A Director 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. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.2 Charitable Corporation

Since the Corporation is a charitable corporation, no Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

8. Members.

8.1 Members

Membership in the Corporation shall consist of the incorporators named in the articles, Life Members, and such other individuals, corporations, partnerships and other legal entities (to be known as Annual Members) who are interested in furthering the Corporation's purposes. Unless otherwise determined by the Board, applicants for Annual Membership in the Corporation shall be admitted as members upon payment of the membership dues prescribed by the Board from time to time. Unless otherwise determined by the Board, Annual Memberships shall be for a term of one year from July 1 to June 30 the following year, and shall be subject to renewal annually with payment of the annual membership dues then applicable.

8.2 Life Members

From time to time, the Board may admit any person as a Life Member who has contributed to the work of the Corporation for more than 25 years. Life members shall be voting members and shall not be required to pay an annual membership fee to maintain their membership.

8.3 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.4 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9. Members' Meetings.

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days (or other number of days that may be further prescribed in regulations) before the annual meeting, with a copy of the approved financial statements and auditor's report.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual meeting and any subsequent special meetings;
- (c) consideration of the audited financial statements
- (d) appointment of the auditor for the coming year;
- (e) election of Directors
- (f) such other business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting within 21 days of receiving a written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held, unless the Act provides otherwise.

9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum

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

9.5 Chair of the Meeting

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

9.6 Voting of Members

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

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;

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

9.7 Adjournments

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

9.8 Persons entitled to be present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the members present at the meeting.

10. Notices.

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Act, whichever is more current; and to the auditor at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

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

11. Adoption and Amendment of By-laws.

By-law Number 1/2011 is hereby repealed and replaced with this By-law.

This By-law Number 1/2022 was enacted by the Directors on the 28th day of August, 2022.

This By-law Number 1/ 2022 was ratified and approved without amendment by a majority of all Members entitled to vote at a Members' meeting in Orillia at which a quorum was present on the xx day of February, 2023.

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law, provided that such action by the Board is subsequently ratified and confirmed by a majority of Members present and voting at the next meeting of Members.

President

Secretary