

BY-LAW OF FRONTENAC RIFLE AND PISTOL CLUB (2007)

(the "Corporation")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

ARTICLE I

Interpretation

Section 1.01 Definitions. In the By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

"**appoint**" includes "elect" and vice versa.

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation.

"**Board**" means the board of directors of the Corporation.

"**By-law**" means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

"**Chair**" means the chair of the Board.

"**Director**" means a member of the Board.

"**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"**meeting of members**" means an annual meeting of members and a special meeting of members.

"**member**" means a member of the Corporation.

"**non-business day**" means Saturday, Sunday, and any other day that is a holiday as defined in the *Interpretation Act*, R.S.C. 1985, c. I-21.

"**officer**" means an officer of the Corporation.

"**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

"**person**" includes any individual or entity.

"recorded address" means:

- (a) in the case of a member, their address as recorded in the register of members of the Corporation;
- (b) in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act.

"special meeting" 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.

"special resolution" includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this By-law; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

ARTICLE II

Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by resolution or special resolution.

Section 2.02 Books and Records. Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible written form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

ARTICLE III

Membership

Section 3.01 Membership Conditions. Subject to the Articles, there shall be two classes of members in the Corporation: voting and non-voting. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

- (a) Members must hold a valid Possession and Acquisition Licence, or valid licence, permit or authorization to possess and use firearms pursuant to the Firearms Act S.C. 1995, c.39, as amended, and must comply with all laws and regulations relating to the possession, use and transport of firearms.
- (b) Members must evidence competency in the safe use and handling of firearms to the satisfaction of the Board of Directors.
- (c) Members must attend Orientation and Safety Courses, as determined by the Board of Directors and/or the Corporations Rules and Policies, to receive training and information about range safety rules and procedure.

Voting members. Voting members are those that have been granted, by the Corporation, non-probationary status. The term of membership of a voting member shall be annual, subject to renewal in accordance with the Corporations bylaws and policies. As set out in the Articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members, and each voting member shall be entitled to one vote at such meetings; and

Non-Voting members. Non-voting members are those that have been granted probationary status. Non-voting ("probationary") membership shall be available to (i) individuals who have applied for and been accepted into non-voting (probationary) membership in the Corporation, and (ii) who have met the Membership Conditions at Section 3.01 (a), (b) and (c). The term of membership of a non-voting member shall be for a period of one year from the date of admission as a probationary member, and after that year, until the day before the next Annual General Meeting, subject to renewal in accordance with the by-laws and policies of the Corporation. Subject to the Act and the Articles, a non-voting member shall have all the rights and privileges of a voting (non-probationary) member and shall be entitled to receive notice of and attend meetings of the members of the Corporation but shall not be entitled to vote at meetings of the members of the Corporation and shall not be entitled to stand for election or be appointed as a Director of the Corporation.

Section 3.02 Transfer of Memberships. A membership may only be transferred to the Corporation

Section 3.03 Membership Dues. Membership dues shall be paid annually by the 1st day of May. Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within one calendar month of the membership renewal date, a late fee may be applied and members in default shall cease to have access to the range and facilities. If the membership due is paid after May 31st a re-activation fee may be imposed. Members in default

on June 30th shall automatically cease to be members of the Corporation. Special exemptions for late payment may be made at the discretion of the Board of Directors for temporarily absent members. Annual membership dues shall be set by the Board of Directors annually. Annual membership dues shall be determined by the Board of Directors during an annual review.

Section 3.04 Refunds. In the event of a membership being terminated for any reason, the member may receive a pro-rated refund of the annual membership dues paid. In the event of a new member failing to satisfy the membership conditions in 3.01(b) and (c) within three (3) months of being admitted as member, the member may receive a pro-rated refund of the annual membership dues paid. The Board of Directors may impose in the Corporations Rules and Policies administrative or other fees associated with the termination of a membership and additional refund terms.

Section 3.05 Termination of Membership. A membership in the Corporation is terminated when:

- (a) the member dies or resigns, or in the case of a body corporate, the body corporate is dissolved;
- (b) the member fails to maintain any qualification for membership described in 3.01;
- (c) the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the member's term of membership expires; or
- (e) the Corporation is dissolved under the Act.

Section 3.06 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.07 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws or written policies of the Corporation;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (iii) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the president, or such other officer as may be

designated by the Board, shall provide 15 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.07(b), the Board will give the member an opportunity to be heard orally or in writing not less than five days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding on the member without any further right of appeal to the Board.

ARTICLE IV

Meetings of the Members

Section 4.01 Place of Meetings. All meetings of members shall be held at such place in Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Ontario where a meeting of members may be held, a meeting of members may be held outside Ontario.

Section 4.02 Virtual Meetings. If the Board calls a meeting of members under the Act, the Board may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4.03 Annual Meetings. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting. A member entitled to vote at an annual meeting of the members may give the Corporation notice of any matter that the member proposes to raise at the meeting (referred to as a "proposal"). A proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of the members entitled to vote at the meeting at which the proposal is to be presented. A member who submits a proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution at the meeting.

Section 4.04 Special Meetings. Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of members in accordance with the Act on the written requisition of members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.05 Fixing the Record Date. In order that the Corporation may determine the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 50 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of members entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting; *provided that* the Board may fix a new record date for the determination of members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

Section 4.06 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this By-law.

Section 4.07 Notice of Meetings. 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) mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held; or
- (b) telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of

objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.08 List of Members. The officer of the Corporation who has charge of the register of members shall prepare a complete list of the members entitled to vote at any meeting of members, arranged in alphabetical order, and showing the address of each member. A member may inspect, and on payment of a reasonable fee take extracts of, the list of members prepared for a meeting remotely at any times/or during the Corporation's usual business hours at its registered office.

Section 4.09 Quorum. A quorum at any meeting of the members shall be 10% of the members entitled to vote at the meeting, present in person or represented by proxy. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.06, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.10 Persons Entitled to Attend. Voting and non-voting members, directors, and the auditor/person engaged to conduct a review engagement of the Corporation, are entitled to be present at a meeting of the members. However, only those members entitled to vote at the meeting of members according to the provisions of the Act, Articles, and By-laws are entitled to cast a vote at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting.

Section 4.11 Conduct of Meetings.

- (a) At every meeting of members, the Chair of the Board or, in their absence or inability to act, the Treasurer, or, in their absence or inability to act, the person whom the Chair shall appoint, shall act as chairperson of, and preside at, the meeting. The secretary or, in their absence or inability to act, the person whom the chairperson of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chairperson of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson of the meeting, may include the following:
 - (i) establishing an agenda or order of business for the meeting;
 - (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;

- (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - (iv) limiting attendance at, or participation in, the meeting to members of the corporation, their duly authorized and constituted proxies, or such other persons as the chairperson of the meeting shall determine;
 - (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
 - (vi) limiting the time allotted to questions or comments by participants.
- (b) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this **Section 4.11** who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Section 4.12 Voting. Unless otherwise required by law, the election of Directors shall be by show of hands unless a ballot is demanded by a member entitled to vote at the meeting, and shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. If authorized by the Board, voting can be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

Section 4.13 Absentee Voting. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be members, 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:

- (a) 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.

- (b) A member may revoke a proxy by depositing an instrument or act signed by the member or by their agent or mandatary:
 - (i) at the registered office of the Corporation no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (ii) 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.
- (c) A proxyholder or alternative proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a special meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.
- (d) If a form of proxy is created by a person other than the member, the form of proxy will:
 - (i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and (C) instructions on the manner in which the member may appoint the proxyholder;
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor/a person to conduct a review engagement and the election of Directors;
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor/a person to conduct a review engagement or the election of Directors; and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under Section 4.13(d)(iv) or Section 4.13(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly.

- (e) A form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.13(d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.
- (f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.
- (g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Section 4.14 Scrutineers at Meetings of Members.

- (a) The Board, in advance of any meeting of members, may appoint one or more scrutineers, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board may designate one or more persons as alternate scrutineers to replace any scrutineer who fails to act. If no scrutineer or alternate is able to act at a meeting, the chairperson of the meeting shall appoint one or more scrutineers to act at the meeting. Each scrutineer shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of their ability.
- (b) The scrutineers shall:
 - (i) ascertain the number of members and the voting rights of each;
 - (ii) determine the members represented at the meeting, the existence of a quorum, and the validity of proxies and ballots;
 - (iii) count all votes and ballots;
 - (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the scrutineers; and
 - (v) certify their determination of the number of members represented at the meeting and their count of all votes and ballots.
- (c) The scrutineers may appoint or retain other persons to assist the scrutineers in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the members will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto shall be accepted by the scrutineers after the closing of the polls unless a court upon application by a

member shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of members, the scrutineers may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as a scrutineer at such election.

Section 4.15 Resolution in Writing of Members. 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 unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for their resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Corporation by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor or its resignation.

ARTICLE V

Board of Directors

Section 5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

Section 5.02 Number of Directors. If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by special resolution or, if the special resolution empowers the Board to determine the number, by resolution of the Board.

Section 5.03 Composition of the Board of Directors. The Board of Directors shall consist of: the Elected Directors, and the Past-Treasurer. All directors shall be voting members in good standing.

Section 5.04 Election. All Directors, other than the Past President, shall be elected by the Members at each annual meeting.

Section 5.05 Term of Office. The Directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting following the election. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal.

Section 5.06 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of Directors under Section 5.02 and any vacancies occurring in the Board, shall be filled solely by the affirmative votes of a majority of the remaining members of the Board, or by a sole remaining Director, if constituting a quorum. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom they replaced, the date a successor is duly elected and qualified, or the earliest of such Director's death, resignation, disqualification, or removal.

Section 5.07 Resignation. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 5.08 Removal. Except as prohibited by applicable law, the Articles, the members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by ordinary resolution.

Section 5.09 Fees and Expenses. The Directors will fulfil their role as Director 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. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*.

Section 5.10 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements; or
- (f) adopting, amending or repealing By-laws; or

- (g) establishing contributions to be made, or dues to be paid, by members under Section 3.03 (Membership Dues).

Section 5.11 Calling of Ad Hoc Board Meetings. *Ad hoc* meetings of the Board may be held at such times and at such places as may be determined by the Chair of the Board, the vice-chair, or any two (2) or more Directors.

Section 5.12 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board under Section 5.11 shall be given in the manner provided in Section 7.01 to every Director at least seven (7) days before the time when the meeting is to be held unless a majority of the Board of Directors agrees to less notice. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, 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 Section 5.10(a) through Section 5.10(g) that is to be dealt with at the meeting. A notice of meeting need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means, provided that the notice includes instructions for attending and participating in the meeting by the telephonic or electronic, including, if applicable, instructions for voting by such means at the meeting.

Section 5.13 Telephone Meetings. A board meeting or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.133 shall constitute presence in person at such meeting.

Section 5.14 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.15 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or *ad hoc* meeting of the Board or committee of the Board need be specified in any waiver of notice.

Section 5.16 Organization. At each meeting of the Board, the Chair of the Board, or, in their absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding as chairperson at the meeting may appoint any person to act as secretary of the meeting.

Section 5.17 Quorum of Directors. The presence of a majority of directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.18 Majority Vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote in addition to their original vote as a Director.

Section 5.19 Resolution in Writing of Board. Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.20 Committees of the Board and Other Advisory Bodies. The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Corporation or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters set out in Section 5.10(a) through Section 5.10(g)) and may authorize the seal of the Corporation to be affixed to all documents that may require it to the extent so authorized by the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this ARTICLE V.

Section 5.21 Limitation of Liability. Every Director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a

reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.22 Indemnity.

- (a) 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) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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 shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.22(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 5.22(c).
- (c) The Corporation shall not indemnify an individual under Section 5.22(a) unless they (i) 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 they acted as a director or officer or in a similar capacity at the Corporation's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in Section 5.22(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE VI Officers

Section 6.01 Appointment of Officers. The Board shall appoint from its Directors a Chair,

and may designate additional offices of the Corporation, such as vice-chair, president, executive director, secretary or treasurer. The Board may appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.10(a) through Section 5.10(g)). A Director may be appointed to any office of the Corporation. An officer shall be a Director. The office of Chair and President may be held by the same person. The office of Vice-Chair and Vice-President may be held by the same person. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The past-Treasurer shall remain as ex-officio officers for a three-year term following the end of the past-Treasurer's term as officer.

Section 6.02 Description of Offices. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair.** The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify;
- (b) **Vice-Chair of the Board.** The vice-chair of the Board, if one is appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify;
- (c) **President.** If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;
- (d) **Secretary.** If appointed, the secretary shall attend and act as the secretary of all meetings of the Board, the members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the auditor/person engaged to conduct a review engagement and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (e) **Treasurer.** If appointed, the treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall

render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all their transactions as treasurer and of the financial condition of the Corporation. If appointed, the treasurer shall have such powers and duties as the Board may specify.

Section 6.03 Other Officers. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the president requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.10(a) through Section 5.10(g).

Section 6.04 Term. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

Section 6.05 Removal of Officers by the Board. The Board may remove any Officer by resolution. An Officer may be removed for any of the following reasons: theft, mismanagement, perjury, contravention of Board policies

Section 6.06 Vacancy in Office. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 6.07 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the president or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

ARTICLE VII

Notice

Section 7.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- (c) sent to such person by electronic means in accordance with the *Electronic Commerce Act, 2000*, S.O. 2000, c. 17.

Section 7.02 Deemed Receipt of Notice.

- (a) A notice:
 - (i) delivered in accordance with Section 7.01(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.01(a);
 - (ii) mailed in accordance with Section 7.01(b) shall be deemed to have been received on the fifth day after it was sent; and
 - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.01(c) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (b) The secretary may change or cause to be changed the recorded address of any member, Director, officer, auditor/person engaged to conduct a review engagement or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

Section 7.03 Omissions and Errors. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor/person engaged to conduct a review engagement, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law 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 VIII Dispute Resolution

Section 8.01 Dispute Resolution. If a dispute or controversy among the Corporation, its members, Directors, officers or committee members of the Board arising out of or related to the Articles, the By-laws or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) The dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the

parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law or mixed fact and law; and

- (b) All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

ARTICLE IX

General Provisions

Section 9.01 Authority. The Corporation is a chartered organization operating under the authority of the Chief Firearms Officer of Ontario; hereinafter referred to as the "Authority" unless and until legislative changes determine otherwise. In the event that any provision of the Articles, By-laws, rules or policies of the Corporation contravene a requirement of the Chief Firearms Officer of Ontario, or any applicable law or regulation, then the Articles, By-laws, rules or policies of the Corporation shall be read to give effect to such requirement to the extent of said contravention.

Section 9.02 Financial Year. The financial year of the Corporation shall be the last day of April unless otherwise determined by the Board.

Section 9.03 Annual Financial Statements. Not less than 21 days before each annual meeting, the Corporation shall send a copy of the annual financial statements and other documents referred to in section 84(1) (Presentation of Annual Financial Statements to Members) of the Act to all members who have informed the corporation that they wish to receive a copy of those documents.

Section 9.04 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 or Directors. Also, 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 person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

Section 9.05 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 9.06 Borrowing Powers. The Board may, without authorization of the members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge debt obligations of the Corporation;

- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or
- (d) mortgage, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Section 9.07 Conflict with Applicable Law or Articles. This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

ARTICLE X

Amendment and Repeal

Section 10.01 Amendment. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board 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.

Section 10.02 By-laws Requiring Special Resolution. Section 10.01 does not apply to a By-law that requires a special resolution of the members according to section 103(1) (Amendment of Articles) of the Act. A special resolution is required to make any amendment to Section 3.01 (Membership Conditions), Section 3.02 (Transfer of Memberships), Section 4.07(a) and Section 4.07(b) (Notice of Meetings), the last paragraph of Section 4.11 (Conduct of Meetings), Section 4.13 (Absentee Voting) and this Section 10.02.

Section 10.03 Repeal. All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

MADE by the Board the ____ day of August 2024.

Damon A. Harvey

President & Chair of the Board