



**THE FEDERATION OF ONTARIO COTTAGERS' ASSOCIATIONS
INCORPORATED**

BY-LAW NO. 12

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By-law No. 1

THE FEDERATION OF ONTARIO COTTAGERS' ASSOCIATIONS INCORPORATED ("FOCA")

Be it enacted as a By-law of FOCA as follows:

ARTICLE 1 INTERPRETATION

1.01 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 from time to time;
- (b) "**Articles**" means any instrument that incorporates FOCA or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (c) "**Association**" means associations, whether incorporated or not, formed to represent the interests of cottagers, cottager road associations and waterfront residents in a given local area in Ontario;
- (d) "**Board**" means the board of directors of FOCA;
- (e) "**By-law**" means this by-law of FOCA and all other by-laws of FOCA;
- (f) "**Director**" means an individual elected or appointed to the Board;
- (g) "**Members**" means members of FOCA as described in Article 3;
- (h) "**officer**" means any of the individuals appointed pursuant to Article 8 of this By-law as an officer;
- (i) "**ordinary resolution**" means a resolution that is submitted to a Members' meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members' meeting or the Member's attorney;

- (j) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (k) “**Policies**” means a rule or a policy adopted by the Board in accordance with section 5.11 of this By-law;
- (l) “**special resolution**” means a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney; and
- (m) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.02 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 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.

ARTICLE 2 ORGANIZATION AND FINANCIAL

2.01 Registered Office

FOCA shall at all times have a registered office in Ontario at the location specified in its Articles. FOCA may change the location of the registered office within a municipality or geographic township by resolution of the Directors. FOCA may change the municipality or geographic township in which the registered office is located to another place in Ontario by special resolution.

2.02 Seal

FOCA's seal, if any, shall be in the form determined by the Board.

2.03 Financial Year

Unless otherwise determined by the Board, FOCA's fiscal year end shall be the last day of September in each year.

2.04 Execution of Documents

- (a) Subject to subsection 2.04(b) of this By-law, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring FOCA's signature (each a "**Document**"), shall be signed by two people, one of whom shall be the Chief Executive Officer or their delegate, and the other shall be any of the President, Treasurer, Vice-President or Secretary and all Documents so signed shall be binding upon FOCA without any further authorization or formality.
- (b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing officer may affix FOCA's seal to any Document, and may certify a copy of any Document, resolution, or By-law of FOCA to be a true copy.

2.05 Auditor and Financial Review

FOCA shall be subject to the requirements relating to the appointment of an auditor or person to conduct a review engagement and level of financial review required by the Act.

ARTICLE 3 MEMBERSHIP IN FOCA

3.01 Classes and Conditions of Membership

The membership shall consist of those who are Members of FOCA at the time of enactment of this By-law. FOCA shall have a single class of Members, made up of Associations.

3.02 Transferability

A membership in FOCA is not transferable.

3.03 Membership Fees

The annual fees for membership in FOCA shall be as approved from time to time by the Members. A member in good standing is defined as any member that has paid the required membership fees within 60 days of their annual renewal date.

3.04 Applications for Membership

The Members shall consist of such Associations as have completed an application for membership in FOCA and have paid the membership fees for the relevant year. Membership becomes effective once received and accepted by the Chief Executive Officer or designate.

3.05 Member Discipline or Expulsion

The Board shall have the power to discipline or expel a Member by resolution of two-thirds of the Board in the following circumstances:

- (a) the Member violates any provision of the Articles, By-law or Policies; or
- (b) the Member is carrying out any conduct which may be detrimental to FOCA as determined by the Board in its sole discretion; or
- (c) the Member's conduct damages FOCA's property, or the property of a Member, Director, officer, employee, contractor or agent of FOCA, or the property of a user of FOCA's facilities or a participant in FOCA's programs; or
- (d) the Member interferes with the membership entitlements of other Members; or
- (e) for any other reason that Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of FOCA.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this section 3.05 of this By-law are in addition to any Policies adopted by the Board from time to time.

ARTICLE 4 MEMBERS' MEETINGS

4.01 Place of Meetings

Members' meetings shall be held at FOCA's registered office or at any place in Ontario as the Board may determine.

4.02 Annual Meetings

The Board shall call an annual meeting of the Members within six (6) months of the financial year end and not later than fifteen (15) months after the last annual meeting.

4.03 Special Meetings

The Board may call, at any time, a special meeting of the Members. The Board shall call a special meeting of the Members on written requisition of Members who hold at least ten percent (10%) of the votes that may be cast at the meeting, unless the exceptions in the Act are met. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.04 Special Business

In accordance with the Act, all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

4.05 Notice of Meetings

- (a) Notice of the time and place of a Members' meeting shall be given in accordance with section 11.01 of this By-law:
 - (i) to each Director,
 - (ii) to each Member entitled to receive notice, and
 - (iii) to FOCA's auditor or the person appointed to conduct a review engagement of FOCA,not less than thirty (30) days and not more than fifty (50) days prior to the meeting.
- (b) Notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a Members' meeting at which special business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any special resolution to be submitted to the meeting.

- (d) The Board may fix in advance a record date for determining Members entitled to receive notice of and to vote at a Members' meeting. The record date must be not more than fifty (50) days prior to the date of the Members' meeting. If no record date is fixed, the record date for determining Members entitled to receive notice of and to vote at Members' meetings shall be (i) the close of business on the day immediately preceding the day on which notice is given, or (ii) if no notice is given, the day on which the meeting is held.
- (e) FOCA is not required to give notice of a Members' meeting to Members who were not registered on FOCA's records on the record date determined under subsection 4.05(d) of this By-law.
- (f) Not less than twenty-one (21) days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, FOCA shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of FOCA and the results of its operations required by the Articles or this By-law to all Members who have informed FOCA that they wish to receive a copy of those documents.

4.06 Adjournments

- (a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- (b) If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 4.05 of this By-law.

4.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, supporters or supporting groups as designated by the Board, the Directors, the auditor or the person who

has been appointed to conduct a review engagement of FOCA, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of FOCA 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.

4.08 Chair of the Meeting

The chair of Members' meetings shall be:

- (a) the President of the Board; or
- (b) a Vice President, if the President of the Board is absent, unable, or unwilling to act;
or

a chair elected by the Members present if the President of the Board and Vice President(s) are absent or unable to act. The Secretary, if one has been appointed and present at the meeting, shall preside at the election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

4.09 Quorum

A quorum for the transaction of business at a Members' meeting is twenty-five (25) Members entitled to vote at the meeting, including persons present by telephonic or electronic means or by proxy if permitted by the By-law. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

4.10 Meetings Held by Electronic Means

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that those means must enable all persons entitled to attend the meeting to reasonably participate and a person participating in the meeting by those means is deemed to be present at the meeting. A vote at a meeting of the Members may 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.

4.11 Voting of Members

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law.

- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and the chair of the meeting, if a Member, shall have a vote.
- (d) An abstention shall not be considered a vote cast.
- (e) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member or proxyholder 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. Members or proxyholders may withdraw a demand for a ballot.
- (f) 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.

4.12 Absentee Voting by Proxy

FOCA may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with FOCA, and such time shall be specified in the meeting notice.

4.13 Appointment of Voting Delegates

Each Association shall from time to time appoint, in a form prescribed by FOCA, a voting delegate and an alternate, and such voting delegate or their alternate, referred to herein as a voting Member, shall have the right to cast one vote on behalf of such Association on all matters determined by vote at any meetings of Members. No person so appointed as a voting delegate or alternative may represent more than two Associations at any meeting of Members.

4.14 Proposals by Members

A Member entitled to vote at an annual meeting may submit to FOCA notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of Members entitled to vote at the meeting at which the Proposal is to be presented. Provided the Proposal complies with the Act and is received by FOCA not less than fifteen (15) days before the annual meeting, FOCA shall include the Proposal in the notice of meeting, and, if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the Members' name and address. The Member who submitted the 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 of the Members present at the meeting.

ARTICLE 5 DIRECTORS

5.01 Duties and Responsibilities

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of FOCA.

5.02 Number of Directors

- (a) In accordance with the Articles, the Board shall consist of up to fifteen (15) Directors who satisfy the criteria set out in section 5.03 of this By-law and shall be elected by the Members entitled to vote in accordance with section 5.04 of this By-law or appointed in accordance with section 5.05 of this By-law.
- (b) The number of Directors of FOCA and the number of Directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.
- (c) No Director of the Board may be an employee of FOCA or its affiliates.

5.03 Director Qualifications

An individual is disqualified from being a Director if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt; or
- (e) are not a member of an Association who is a Member in good standing.

A Board decision as to whether or not an individual is qualified to be a Director is final. A Member in good standing is one who is not in arrears more than thirty (30) days in the payment of any fee, assessment or account to FOCA.

5.04 Election of Directors and Term

The Directors shall be elected for a term of up three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 5.05 of this By-law or until the end of the meeting at which their successor is elected or appointed. It is not necessary that all Directors elected at a meeting

be elected to hold office for the same term. An election of Directors is not required to take place at each annual Members' meeting. A Director may be elected for one additional term at the end of their initial term.

A Director who has completed two consecutive terms of office shall not be eligible for re-election for one year following the completion of their second term as Director. The Board of Directors at its discretion may extend the term of the Director serving in any Officer role for an additional year, to a maximum of two additional years.

5.05 Appointments and Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by appointment by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members' meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

5.06 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

5.07 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) in accordance with the process set out in the Act, by not less than ten percent (10%) of the Members entitled to vote at the Members' meeting at which the election is to occur.

The Board decision as to whether a candidate is qualified to stand for election is final.

5.08 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) is removed by the Members in accordance with subsection 5.08(c) of this By-law; or
 - (iv) becomes disqualified under section 5.03 of this By-law.
- (b) A resignation of a Director becomes effective at the time the resignation is received by FOCA or at the time specified in the resignation, whatever is later.
- (c) The Members may, by ordinary resolution at a special Members' meeting, remove from office any Director or Directors and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.
- (d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

5.09 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

5.10 Books and Records

The Directors shall ensure that all necessary books and records of FOCA required by the Act, the By-laws, or by any applicable statute or law are regularly and properly kept.

5.11 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of FOCA's activities and affairs and the conduct of the Directors, officers and Members, provided however that any such Policy shall be consistent with the provisions of the Act and the By-laws.

ARTICLE 6 BOARD MEETINGS

6.01 Calling of Meetings

Meetings of the Board may be called by the President of the Board, the Vice President, or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of FOCA or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meetings

- (a) Notice of meetings, other than meetings described in sections 6.04 and 6.05 of this By-law, shall be given to all Directors at least twenty-four (24) hours prior to the meeting. A meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.
- (b) Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Unless the By-law otherwise provides, notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting.
- (d) Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.04 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

6.05 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

6.06 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

6.07 Participation at Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present at the meeting.

6.08 Quorum

A majority of the Directors shall constitute a quorum.

6.09 Votes to Govern

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes. In case of an equality of votes, the meeting chair shall not have a second vote.

6.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

6.11 Dissent of Director at Meeting

A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director's dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or
- (d) the Director submits their written dissent immediately after the meeting is terminated to FOCA.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

6.12 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director has:

- (i) caused their written dissent to be placed with the meeting minutes; or
- (ii) submitted their written dissent to FOCA.

6.13 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent on the invitation of the President of the Board.

6.14 Meeting Adjournment

- (a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.
- (b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.15 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. FOCA shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

ARTICLE 7 COMMITTEES

7.01 Committees of the Board

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject

to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors.

ARTICLE 8 OFFICERS

8.01 Officers

- (a) FOCA's officers shall include:
- (i) the President, who shall also be the Chair of the Board for the purposes of the Act; and
 - (ii) the Chief Executive Officer,
- and may include one or more Vice Presidents, a Secretary, a Treasurer, and any such other officers as the Board may by resolution determine.

8.02 Appointment

- (a) Subject to the Articles and the By-laws, the Board may specify the duties of officers and delegate to them powers to manage FOCA's activities and affairs.
- (b) Other than the Chair of the Board, who must be a Director, FOCA's officers may but need not be Directors. A person may hold more than one office.

8.03 Terms of Office

- (a) Unless otherwise provided in this By-law, officers shall be appointed by the Board at the first meeting of the Board immediately following the annual meeting of Members and shall hold their position for a period of one (1) year or until their successors are appointed. Officers shall be subject to removal by Board resolution at any time.

ARTICLE 9 CONFLICT OF INTEREST

9.01 Declaration of Conflict

A Director or officer who is a party to a material contract or transaction or proposed material contract or transaction with FOCA 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 FOCA 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.

ARTICLE 10
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Standard of care

Every Director and officer in exercising their powers and discharging their duties to FOCA shall,

- (a) act honestly and in good faith with a view to FOCA's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

10.02 Liability of Directors and Officers

No Director, officer or committee member of FOCA is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of FOCA or for joining in any receipt or for any loss, damage or expense happening to FOCA through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of FOCA or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to FOCA 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 their respective office or trust provided that they have:

- (a) complied with the Act, the Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

10.03 Indemnification of Directors and Others

- (a) Every Director or officer or former Director or officer of FOCA or an individual who acts or acted at FOCA's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of FOCA's funds from and 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 action or proceeding in which the individual is involved because of that association with FOCA or other entity.
- (b) FOCA may advance money to an individual referred to in subsection 10.03(a) of this By-law for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 10.03(c) of this By-law.
- (c) FOCA shall not indemnify an individual under subsection 10.03(a) of this By-law unless:

- (i) the individual acted honestly and in good faith with a view to FOCA's best interests or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.04 Insurance

Subject to the Act and applicable laws, FOCA may purchase and maintain insurance for the benefit of an individual referred to in section 10.03 of this By-law, against any liability incurred by that individual in the individual's capacity as a Director or an officer of FOCA, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at FOCA's request.

ARTICLE 11 NOTICES

11.01 Method of Giving Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:
 - (i) each Director at their latest address as shown in FOCA's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;
 - (ii) to each Member, officer, or committee member at their latest address as shown in FOCA's records; or
 - (iii) to FOCA's auditor or the person appointed to conduct a review engagement of FOCA at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000*.

- (b) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.

11.02 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

11.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of FOCA or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of FOCA or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.04 Waiver of Notice

Any Member, Director, officer, committee member, or FOCA's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the By-laws, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 12 AMENDMENTS TO ARTICLES AND BY-LAWS

12.01 Amendment of Articles

Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of FOCA with respect to the matters listed in section 103(1) of the Act.

12.02 Amendment of By-law

Unless the Articles or the By-laws otherwise provide, the Directors may by resolution make, amend or repeal any By-law, except in respect of a matter referred to in sections 103 (1) (g), (k) or (l) of the Act. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and FOCA shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law,

amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

ARTICLE 13 EFFECTIVE DATE AND REPEAL

13.01 Effective Date

This By-law is effective on the date shown in the certificate of amendment issued by the Director appointed under section 6 of the Act.

13.02 Repeal of Previous By-law

All previous By-laws of FOCA related to the subject matter of this By-law are repealed as of the date specified in section 13.01 of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.