

BY-LAW NO. 1

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

of

THE LONDON ROWING CLUB

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of The London Rowing Club (hereinafter called the "L.R.C.") as follows:

Interpretation

1. In these by-laws and in all other by-laws of the L.R.C. hereafter passed, unless the context otherwise requires,
 - (a) words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
 - (b) the computation of time, except where a contrary intention appears,
 - (i) where there is a reference to a number of days between two events, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens, including all calendar days; and
 - (ii) only in the case where the time for doing an act expires on a holiday, the act may be done on the next day that is not a holiday.

Definitions

2. Capitalized terms in this By-law have the following meanings:
 - (a) "A.G.M." means the annual general meeting of the Membership;
 - (b) "Associate Member" or "Associate Members" means those Members of the L.R.C. who, as established from time to time by Board policy, *do not have* voting privileges;
 - (c) "Board" means the board of directors of the L.R.C.;
 - (d) "Club Facilities" means the L.R.C.'s head office and boat storage and launch facility located at 199 Wonderland Road, London, Ontario, N6G 1B4;
 - (e) "Chair" means the person appointed to preside over meetings of the Board, Membership or a committee;
 - (f) "Full Member" or "Full Members" means those Members who, as established from time to time by Board policy, *have* voting privileges;
 - (g) "Member in Good Standing" means a Member who has paid all Membership or other fees owing to the L.R.C. and is not subject to any disciplinary sanction ordered by the Board;
 - (h) "Member" or "Members" means any person who, by fulfilling the requirements prescribed from time to time by Board policy, becomes a Full Member, Associate Member, Honorary of the L.R.C.;
 - (i) "Membership" means all Full, Associate or Honorary Members, of the L.R.C.;
 - (j) "Misconduct" means any violation of the code of conduct established from time to time by Board policy;
 - (k) "New Business" means any special or general business or issues concerning the L.R.C. raised without advance notice at a meeting of the Members or of the Board;

PART 1 - IDENTITY

Head Office

3. The head office of the L.R.C. shall be in the City of London in the Province of Ontario and at such place therein as the directors may from time to time determine.

Colours

4. The colours of the L.R.C. shall be orange and blue. No person other than a *bona fide* Member shall be given the permission of the L.R.C. to represent themselves as, or hold themselves out to be, a Member by carrying or wearing the colours of the L.R.C.

Objectives

5. To organize, promote and encourage the sport of rowing in the London area and to provide training and competition and to acquire and maintain facilities to achieve aforesaid objects.
6. Additionally, the objectives of the L.R.C. shall be achieved through:
 - (a) sponsorship and encouragement of amateur rowing and sculling;
 - (b) encouragement of fellowship and social relations among those concerned with the sports of rowing and sculling;
 - (c) fundraising and receipt of money and other property, real, personal, or mixed by gift, devise, bequest, fees, or otherwise and apply same to the furtherance of rowing;
 - (d) promotion of youth involvement in rowing and sculling; and
 - (e) involvement in any other activity as the directors may from time to time deem appropriate to promote the sport of rowing.

Financial Year

7. Unless otherwise resolved by the Board, the fiscal year of the L.R.C. shall terminate on the 31st day of December in each year.

PART 2 - MEMBERSHIP

Members

8. Membership in the L.R.C., unless otherwise determined by the Board, shall consist of three(3) classes of Membership, namely, Full Member(s), Associate Member(s), and Honorary Member(s) as follows:
 - (a) Full Members have voting privileges at any A.G.M. or special meeting of the Membership, and may include, but are not limited to, the following categories of Membership: Competitive, Recreational, Coach, Official, Volunteer and Board Member;
 - (b) Associate Members do not have voting privileges but may attend any A.G.M. or special meeting of the Membership, and may include, but are not limited to, the following categories of Membership: Learn-to-Row, Bantam, National and High School.
 - (c) Honorary Members have voting privileges at any A.G.M. or special meeting of the Membership and includes those Members whom the Board have, by resolution, recognized for their contribution to the rowing community and the L.R.C. Designation as an Honorary Member is a gratuitous act of the Board, and as such, a Member's entitlement to such status remains within the discretion of the Board who may at any time, upon notice to the affected Member, remove such designation. Notwithstanding the

foregoing, any Member who holds the designation of Honorary Member, or formerly Life Member, as of the date this Bylaw is passed, shall retain all rights and privileges to which they were entitled as of that date.

Application for Membership

9. No individual, club, association, or business shall be admitted as Members unless:
 - (a) the candidate has made an application for membership in the manner prescribed by the Board;
 - (b) the candidate has paid all dues and or fees as prescribed by the Board; and
 - (c) the candidate has been approved as a member by the Board or by any committee or individual delegated this authority by the Board;
10. Notwithstanding the foregoing the Board retains the right to refuse Membership to any individual within thirty (30) days of the candidate's submission of an application for Membership. In the case where a candidate is refused Membership the candidate shall have all moneys submitted to the L.R.C. returned, less any fees reasonably expended. The decision of the Board on Membership is final.

Benefits of Membership

11. The rights and privileges attributed to each category of Membership shall be the rights and privileges as from time to time are granted by Board policy.

Default in Payment of Membership Fees

12. All Members shall be permitted fifteen (15) days to pay all outstanding arrears to the L.R.C. So long as arrears remain outstanding, such Member shall not be in Good Standing and shall forfeit any right to vote which he or she may have held
13. Any Member who has not paid all arrears within fifteen (15) days is in default and may be expelled from the Membership by the Board. No Member shall be expelled from the Membership for default unless that same Member has been given notice of default by the L.R.C.

Expulsion from Membership and Other Sanctions

14. The Board may suspend or expel any Member who is guilty of Misconduct. The Board may also require any Member to compensate the L.R.C. for damage caused to L.R.C. property.
15. A suspended Member shall be subject to whatsoever restrictions and conditions the Board deems fit to place upon such Member's use of L.R.C. equipment, facilities and programs. Such Member will forfeit any right to vote which he or she may have held, until such time as he or she is reinstated as a Member in Good Standing.
16. A Member who is expelled shall cease to be a Member of the L.R.C.
17. No Member shall be expelled from the Membership unless such Member has been given notice of the potential expulsion at least fifteen (15) days prior to such time as the matter is to be considered by the Board, and such Member shall be on interim suspension until such time as their potential expulsion is considered by the Board. Notice to the Member shall state the material facts of the complaint against the Member, the date and time of the hearing, shall inform the Member of a right to appear and call witnesses, and shall inform the Member that failure to appear or respond to the notice will result in the Board considering the matter in the absence of the

same Member. The Board shall notify a Member of its decision within seven (7) days of any hearing. Such notice shall state the penalty imposed and inform the Member that this decision may be appealed.

18. Any disciplinary sanction of the Board, other than an interim suspension pending expulsion, may be appealed to an Appeal Panel upon provision of notice in writing to the Board. The Appeal Panel shall be appointed by the President or his or her designate, and shall be comprised of three Members who will have no significant relationship with the affected parties, will have had no involvement with the decision being appealed, and will be free from any other actual or perceived bias or conflict. The Appeal Panel shall forward any recommendation arising from the appeal to the Board.

PART 3 - ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

Location

19. The annual or any special general meeting of the Membership shall be held at the Club Facilities of the L.R.C. or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

Annual General Meeting

20. The A.G.M. shall be held on a date, to be determined by the incumbent Board, provided it is held within the first two months of each calendar year and that notice of the meeting, and any constitutional or by-law changes, is provided to each Member by telephone, or electronic communication, or where and as necessary by mail, thirty (30) calendar days prior to such date.
21. The executive officers shall prepare written reports and ~~shall present~~ such reports shall be presented at the A.G.M.
22. The directors may provide to the Members, along with the notice of the A.G.M., a list of the officer positions being vacated, and to which the Board will be appointing the directors elected at the A.G.M.

A.G.M. Agenda

23. The following items shall, except as otherwise provided, be addressed at every A.G.M., in addition to any other business that may be transacted:
 - (a) President's opening remarks;
 - (b) amendments to the constitution and ratification by the Membership;
 - (c) the reports of the executive officers;
 - (d) committee reports if deemed necessary;
 - (e) the financial statements and optionally an audit, ~~of the auditors~~ shall be presented and ratified by the Membership;
 - (f) Membership categories, fees and changes thereto for the upcoming year;
 - (g) election of directors;
 - (h) any New Business.

Special General Meetings

24. The Board or the President or Vice-President shall have power to call at any time a special general meeting of the Membership.

25. Notice of the time and place of every such meeting shall be given to each Member by delivering the notice by telephone, or electronic communication, or where and as necessary by mail, ten (10) days before the time fixed for the holding of such meeting.
26. Notwithstanding any other provision of this by-law any meetings of the Membership may be held at any time and place without such notice if all the Members of the L.R.C. are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the L.R.C. at annual or special meetings may transact.

Contact Information

27. For the purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address of any Member, director or officer shall be his or her last recorded contact information on the books of the L.R.C.

Error or Omission in Notice

28. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the Membership shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Adjournments

29. Any meetings of the Membership may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

Quorum of Members

30. A quorum for the transaction of business at any meeting of the Membership shall consist of a majority of the Members present in person, and/or represented by proxy.

Voting of Members

31. Only Full Members in Good Standing who have reached the age of 16, may make or second a motion and vote. Notwithstanding the foregoing, where a Full Member under the age of 16 wishes to make or second a motion, or vote, his or her parent or legal guardian may do so on his or her behalf; all such votes shall be made in person and not by proxy.
32. Subject to the provisions, if any, contained in the Letters Patent or Supplementary Letters Patent of the L.R.C., each Full Member shall at all meetings of the Membership be entitled to one vote and, in the case of Full Members who have reached the age of 16, he or she may vote by proxy. Such proxy must be a Full Member and must before voting produce and deposit with the Secretary, or other person designated by the Board, sufficient appointment in writing from his or her appointer.
33. At all meetings of Membership every question shall be decided by a majority of the votes of the Full Members present in person, and represented by proxy, unless otherwise required by the by-laws of the L.R.C., or by law.
34. Every question shall be decided in the first instance by a show of hands unless a secret ballot be demanded by any Full Member. Unless a secret ballot be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the L.R.C. shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

35. The demand for a secret ballot may be withdrawn, but if a secret ballot be demanded and not withdrawn the question shall be decided by a majority of votes given by the Full Members present in person, and represented by proxy, and such secret ballot shall be collected and counted by two scrutineers, who shall not be members of the Board. The scrutineers shall report the number or proportion of the votes recorded in favour of or against such resolution to the Membership and an entry of the results in the minutes of the L.R.C. which discloses the number or proportion of the votes recorded in favour of or against such resolution, shall be deemed the decision of the L.R.C. upon the matter in question.
36. In case of an equality of votes, whether upon a show of hands or at a secret ballot, the Chair shall be entitled to a second, or deciding, vote.

PART 4 - MANAGEMENT

Board of Directors

37. The affairs of the L.R.C. shall be managed by a Board of no fewer than four (4) and no more than fifteen (15) directors elected by the Full Members. Every director shall be a Member in Good Standing throughout his or her term of office and shall have been a Member in Good Standing fourteen (14) days prior to the date of his or her election or appointment. No director shall be under the age of 18 years.

Decisions of the Board

38. *The Board speaks with one voice.* Once a resolution is reached such resolution shall be the last word on any matter so resolved. All directors shall uphold, without exception, each and every resolution of the Board.

Nomination to the Board

39. Nominations to the Board shall be made, and seconded, by Members.
40. A Member may not nominate him or herself, or second his or her own nomination, as a director.

Quorum of Directors

41. A majority of the directors elected at the last A.G.M. shall form a quorum for the transaction of business of the Board.

Directors' Term of Office

42. The directors shall be elected for a one (1) year terms excluding;
- (a) When a director is filling a vacancy left by another director.

Removal of a Director

43. The Members of the L.R.C. may, by resolution passed by at least two-thirds of the votes cast at a general meeting of Membership which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead *for the remainder of the term.*

Vacancies on the Board

44. Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from the Membership, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Membership to fill the vacancy. Any Member appointed in such manner shall be appointed for the remainder of the vacated term.

Meetings of Directors

45. Attendance and/or participation in meetings of the Board is restricted to the directors unless otherwise provided by Board.
46. Any person may, at the Board's discretion and request, attend at a meeting of the Board. Any person attending a Board meeting on that basis shall withdraw from such meeting immediately upon the direction of the Board.
47. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.
48. Directors shall meet at least six (6) times a year, in addition to the A.G.M.
49. Directors' meetings may be formally called by the President, Vice-President or Treasurer, or by the Secretary on direction of the President, Vice-President, Treasurer, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or sent by facsimile or electronic communication to each director not less than one (1) day before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
50. For the purpose of sending notice to any director or officer for any meeting or otherwise, the address of any director or officer shall be his or her last recorded contact information on the books of the L.R.C.
51. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the A.G.M.
52. The directors shall be entitled from time to time to adopt such rules of procedure as are deemed appropriate by the directors.
53. The directors may consider or transact any business either special or general at any meeting of the Board.
54. If all the directors present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.
55. Notwithstanding any other provision of this by-law, any by-law or resolution signed by all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

Error or Omission in Notice

56. No error or omission in giving notice of a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Adjournments

57. Any meetings of the Board, or any committee thereof, may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

Voting

58. As stated further below, the President shall preside as Chair of the Board. In the absence of the President his or her duties as Chair may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.
59. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall be entitled to a second, or deciding, vote.
60. All votes at meetings of the Board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
61. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Powers of the Board

62. The directors of the L.R.C. may administer the affairs of the L.R.C. in all things and make or cause to be made for the L.R.C., in its name, any kind of contract which the L.R.C. may lawfully enter into, and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the L.R.C. is by its charter or otherwise authorized to exercise and do.
63. Without in any way derogating from the foregoing, the directors are expressly empowered from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the L.R.C., for such consideration and upon such terms and conditions as they may deem advisable.
64. The Board shall determine:
- (a) categories of Membership and the voting rights attributed thereto;
 - (b) annual Membership fees and annual private boat storage fees;
 - (c) fees to be levied upon Members for the use of facilities, equipment, services and activities offered by the L.R.C.; and
 - (d) the form and process of application for admittance into the Membership of the L.R.C.
65. The Board shall make policies and procedures relating to:
- (a) the discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures;
 - (b) the management of disputes within the L.R.C. and all disputes shall be dealt with in accordance with such policies and procedures; and
 - (c) any other actions necessary to carry out the day to day business of the L.R.C. as may from time to time be required.
 - (d)

66. The Board may:
- (a) employ or engage under contract such individuals as it deems necessary to carry out work of the L.R.C.; and
 - (b) grant the use of the Club Facilities to any person, group of persons, associations or corporations subject to the policies and conditions determined by the Board.
67. Notwithstanding any other provision of this by-law, the directors may, where and as necessary, make and act on resolutions amending this by-law, provided that the Members are notified of the resolution within five (5) days of the passage of such resolution, and are given the opportunity to call a special general meeting of the Membership to discuss or challenge the resolution. Any resolution amending this by-law shall be effective as of the date of its passing, and shall remain in force until the next A.G.M., or special general meeting called to discuss or challenge the resolution, at which time it must be ratified by the Members to remain in force.

Remuneration of Directors

68. The directors shall receive no remuneration for acting as such. Any variance between the Membership fees paid by Board Members and the Membership fees paid by other categories of Membership shall not be considered remuneration.

L.R.C. Officers

69. The officers of the L.R.C. shall, except as otherwise stated below, be directors, and shall be elected or appointed by the Board from among their number at the first meeting of the Board after the A.G.M., provided that in default of such election the then incumbents, should they remain as directors, shall hold office until their successors are elected.
70. There shall be the following executive officers:
- (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary; and
 - (d) a Treasurer;
71. Additional officers may include, but are not limited to the following:
- (a) a Boat Captain;
 - (b) a Membership Co-ordinator;
 - (c) a Fundraising Co-ordinator;
 - (d) a Regatta Co-ordinator;
 - (e) a Member(s) at Large; and
 - (f) such other officers as the Board may, by resolution, appoint from time to time from the Membership. The other officers of the L.R.C. need not be directors.
72. A director may hold more than one office except the offices of President, Vice-President.

DUTIES OF THE EXECUTIVE OFFICERS

President and Vice-President

73. The President shall be the official representative of the L.R.C.
74. The President shall, when present, preside as Chair at all meetings of the Membership and of the Board.
75. The President shall also be charged with the general management and supervision of the affairs and operations of the L.R.C., including but not limited to:
 - (a) public relations;
 - (b) fundraising;
 - (c) liaising with the City of London and other organizations integral to the successful operation of the L.R.C.
76. The President with the Secretary, or other officer appointed by the Board for the purpose, shall sign all by-laws should there be any.
77. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, or such other director as the Board may from time to time appoint for the purpose of exercising any such duty or power, and the absence or inability of the President shall be presumed with reference thereto.
78. The President, together with the Vice-President, shall annually prepare a report and present such report at the A.G.M.

Secretary

79. The Secretary shall attend all meetings of the Board, and of the Membership, and record all facts and minutes of all proceedings in the books kept for that purpose.
80. The Secretary shall give all notices required to be given to Members and to directors.
81. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the L.R.C. which he or she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
82. The Secretary shall keep records of all matters of general interest to the L.R.C., and shall annually prepare a report and present such report at the A.G.M.
83. The Secretary shall perform such other duties as may from time to time be determined by the Board.

Treasurer

84. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the L.R.C. in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the L.R.C. in such bank or banks as may from time to time be designated by the Board.
85. The Treasurer shall disburse the funds of the L.R.C. under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the L.R.C.

86. The Treasurer shall ensure that, if determined by the board, a financial review is conducted by external accountants after the L.R.C.'s fiscal year end, and the results presented to the Membership at the next A.G.M.. The treasurer shall annually prepare a report and present such report at the A.G.M.
87. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

Committees and Special Projects

88. The Board may institute the committees referred to hereafter and such additional committees as it deems necessary; any committee so instituted shall have such duties and powers as the Board may determine:
 - (a) Rowing Committee;
 - (b) Fundraising and Grant Application Committee;
 - (c) Membership Committee;
 - (d) Facility/Truck and Trailer Care Committee;
 - (e) Social Committee; and
 - (f) Youth Committee.
89. The Board may, as it deems necessary, authorize the instigation of any special project, which shall be carried out in the manner directed by the Board.
90. Expenditures of any committee or related to any special project shall be approved in advance by the Board, unless the Board directs otherwise.
91. The Board may, by resolution, dissolve any committee, or terminate any special project, at any time.

Books and Records

92. The directors shall see that all necessary books and records of the L.R.C. required by the by-laws of the L.R.C., or by any applicable statute or law, are regularly and properly kept. Additionally, the directors shall ensure that provision is made for the duplication and remote storage of such documents.

Execution of Documents

93. Deeds, transfers, licences, contracts and engagements on behalf of the L.R.C. shall be signed by the President or Vice-President together with either the Secretary or the Treasurer, or any person authorized by the Board.
94. Contracts in the ordinary course of the L.R.C.'s operations may be entered into on behalf of the L.R.C. by the President, Vice-President, Secretary, Treasurer or any person authorized by the Board.
95. The President, Vice-President, Secretary or Treasurer, or any person or persons from time to time designated by the Board, may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the L.R.C. in its corporate or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the L.R.C. transfers of shares of stock, bonds or other securities from time to time transferred to the L.R.C., and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the L.R.C. seal or otherwise any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.
96. Notwithstanding any provisions to the contrary contained in the by-laws of the L.R.C., the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the L.R.C. may or shall be executed.

Cheques Etc.

97. Generally: All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the L.R.C., shall be signed, except as otherwise provided, *by any two executive officers, namely the President, Vice-President, Treasurer, Secretary, or a person authorized by the board*, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the L.R.C. through its bankers, and endorse notes and cheques for deposit with the L.R.C.'s bankers for the credit of the L.R.C., or the same may be endorsed "for collection" or "for deposit" with the bankers of the L.R.C. by using the L.R.C.'s rubber stamp, if any, for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the L.R.C. and the L.R.C.'s bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.
98. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness over \$500.00 including tax, incurred outside of the ordinary course of L.R.C.'s budgeted operations, including special projects, require an approved motion by the Board before they may be settled.

Borrowing

99. The directors may from time to time, upon resolution of the Board:
- (a) borrow money on the credit of the L.R.C.;
 - (b) issue, sell or pledge securities of the L.R.C.; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the property of the L.R.C., including book debts, unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the L.R.C.

Limitation of Liability

100. Subject to the provisions of the *Not-for-Profit Corporations Act* (Ontario) no director or officer for the time being of the L.R.C. shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the L.R.C. through the insufficiency or deficiency of title to any property acquired by the L.R.C. or for or on behalf of the L.R.C. or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the L.R.C. 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 including any person, firm or corporation with whom or which any moneys, securities or other assets belonging to the L.R.C. or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default.
101. The directors for the time being of the L.R.C. shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the L.R.C., except such as shall have been submitted to and authorized or approved by the Board of which the director or directors to whom recourse is being had was or were members.
102. If any director or officer of the L.R.C. shall be employed by or shall perform services for the L.R.C. otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the L.R.C., the fact of his or her being a director or officer of the L.R.C. shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

Indemnification and Insurance

103. Every director or officer of the L.R.C. or other person who has undertaken or is about to undertake any liability on behalf of the L.R.C. or any corporation controlled by it and their heirs, executors, administrators, assigns and estate and effects respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the L.R.C. from and against:
- (a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything or permitted by him or her in respect of the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the L.R.C.;

provided that no director or officer of the L.R.C. shall be indemnified by it in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under the *Not-for-Profit Corporations Act* (Ontario) or under any other statute unless in an action brought against him or her in his or her capacity as a director or officer, he or she has achieved complete or substantial success as a defendant.

104. The L.R.C. shall purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine, except insurance against the liability, costs, charge or expense of the director or officer incurred as a result of the contravention of Section 46(5) of the *Not-for-Profit Corporations Act* (Ontario), as amended from time to time.

Revocation of Previous Constitution and By-Law

Any and all previous Constitutions and By-laws of the Association are hereby revoked and replaced by this By-law No. 1, effective as of the date of approval of this by-law by the Members.

PASSED by the Board the 6th day of September 20, 2017.

Chair of the Board of Directors

Secretary

CONFIRMED by the Members the 11th day of February, 2018.

Secretary