

General Operating By-law

MASTER BREWERS ASSOCIATION OF CANADA

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General Operating By-law

MASTER BREWERS ASSOCIATION OF CANADA (the “Corporation”)

A By-law relating to the transaction of the activities and affairs of the Corporation.

Be it enacted as a By-law of the Corporation 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 the Corporation 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) “**Board**” means the board of directors of the Corporation;
- (d) “**By-law**” means this by-law of the Corporation and all other by-laws of the Corporation;
- (e) “**Director**” means the Directors ex-officio pursuant to section 5.02(d);
- (f) “**ex-officio**” means “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (g) “**MBAA**” means the Master Brewers Association of the Americas;
- (h) “**MBAA Representative**” has the meaning set out in section 8.01(b) of this By-law;
- (i) “**Members**” means members of the Corporation as described in Article 3, namely Professional Members, Retired Members and Student Members, provided that where references are made to “Members” in this By-law in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes

of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters;

- (j) “**officer**” means any of the individuals appointed pursuant to Article 8 of this By-law as an officer, also known as “District Officers”;
- (k) “**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;
- (l) “**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;
- (m) “**Policies**” means a rule or a policy adopted by the Board in accordance with section 5.09 of this By-law;
- (n) “**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
- (o) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

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 MBAA

The Corporation is the Ontario district of MBAA and is bound by the articles, by-laws, policies, rules and regulations of MBAA applicable to the Corporation that are in place from time to time.

2.02 Registered Office

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

2.03 Financial Year

Unless otherwise determined by the Board, the Corporation's fiscal year end shall be the last day of October 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 the Corporation's signature (each a "**Document**"), shall be signed by **any two (2) Directors and officers**, and all Documents so signed shall be binding upon the Corporation 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 the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or By-law of the Corporation to be a true copy.

2.05 Auditor and Financial Review

The Corporation 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 THE CORPORATION

3.01 Classes and Conditions of Membership

Subject to the Articles, there shall be three (3) classes of Members: Professional, Retired and Student. The term of membership shall be one (1) year. The following conditions of membership shall apply:

- (a) Professional Members shall be any individuals working in or interested in the field of brewing, malting or associated industries who has applied for and been accepted as a Professional Member of the Corporation by MBAA and paid the applicable membership fees. Each Professional Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Professional Member shall be entitled to one (1) vote at such meetings.
- (b) Retired Members shall be individuals who have retired from brewing, malting, consulting or associated industries who have applied for and been accepted as a Retired Member of the Corporation by MBAA. Retired Members shall not pay any membership fees. Each Retired Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Retired Member shall be entitled to one (1) vote at such meetings.
- (c) Student Members shall be any individual presently enrolled, as a full-time student in an accredited college or university in Canada and endorsed by a faculty member of that college or university who has applied for and been accepted as a Student Member of the Corporation by MBAA. Any Student Member may remain in good standing only so long as they continue their course of study, provide evidence of same annually, and remains current in their membership fees. Each Student Member shall be entitled to receive notice of and attend, but not vote at, Members' meetings.

All membership applications will be submitted to MBAA, along with the applicable membership fees. All Members of the Corporation must also be Members of MBAA. There must be a minimum of seven (7) Members.

3.02 Transferability

A membership may only be transferred to the Corporation.

3.03 Membership Fees

The Board or MBAA may require Members to make an annual contribution or pay annual dues or fees and may determine the manner in which the contribution is to be made or the dues are to be paid.

3.04 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies;
- (b) the Member ceases to maintain the conditions for membership set out in section 3.01 of this By-law;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-law;
- (e) the Member's term of membership expires, if any; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles or By-law, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

ARTICLE 4 MEMBERS' MEETINGS

4.01 Place of Meetings

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

4.02 Annual Meetings

In accordance with the Act, 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. The annual meeting of the Members shall be held as early as is practical following the second regular meeting of the board of governors of MBAA.

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 the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation,not less than ten (10) 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) 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, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

4.06 Responsible Alcohol Use Statement

At every meeting of Members a statement regarding responsible consumption of alcohol at events affiliated with the Corporation shall be read.

4.07 Adjournments

- (a) If within one-half (½) 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.

4.08 Persons Entitled to be Present

- (a) The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.
- (b) **Honorary members** of the MBAA shall not be Members but shall be entitled to attend all Members' meetings.

4.09 Chair of the Meeting

The chair of Members' meetings shall be:

- (a) the President; or

(b) the MBAA Representative, if the President is absent, unable, or unwilling to act; or a chair elected by the Members present if the President and Treasurer are absent or unable to act. The Members, from those present, shall choose a Member to preside at the election.

4.10 Quorum

A quorum for the transaction of business at a Members' meeting is ten percent (10%) of the Members entitled to vote at the meeting, including persons present by telephonic or electronic means. 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.

4.11 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.

4.12 Voting of Members

- (a) 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.
- (b) 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.
- (c) An abstention shall not be considered a vote cast.
- (d) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. Members may withdraw a demand for a ballot.
- (e) If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

4.13 Absentee Voting by Mail or by Telephonic or Electronic Means

Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the Act.

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 the Corporation.

5.02 Number of Directors

- (a) In accordance with the Articles, the Board shall consist of **three (3) to seven (7)** Directors who satisfy the criteria set out in section 5.03 of this By-law.
- (b) The number of Directors of the Corporation must be the number determined from time to time by special resolution.
- (c) No decrease in the number of Directors shall shorten the term of an incumbent Director.
- (d) The officers of the Corporation, being the President, the Treasurer and the MBAA Representative and any other officer elected by the Members pursuant to Article 8 of this By-law, shall be ex-officio Directors.

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 and officer of the Corporation.

5.04 Filling Vacancies

A vacancy among the Directors may be filled only by a vote of the Members.

5.05 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.

5.06 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) 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 the Corporation or at the time specified in the resignation, whatever is later.
- (c) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

5.07 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.

5.08 Books and Records

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

5.09 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation'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 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 the Corporation 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 forty-eight (48) 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, no notice of a Board meeting need specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 7.01 of this By-law, in which case the notice must specify that matter.
- (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 except if notice is required to be given because the meeting is intended to deal with a matter referred to in section 7.01 of this By-law, in which case the notice must specify that matter.

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 the Corporation.

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 the Corporation.

6.13 Persons Entitled to be Present

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

6.14 Meeting Adjournment

- (a) If within one-half (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. The Corporation 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 Delegation – Executive Committee

The Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing

director or committee any of the powers of the Board except those which may not be delegated by the Board in accordance with subsection 36(2) of the Act as follows:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal By-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Members.

The executive committee must have at least six (6) members, including the President, the Treasurer, the MBAA Representative and the past President. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

7.02 Other Committees

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) The Corporation's officers shall be elected by the Members at the annual meeting and shall include:
 - (i) the President, who shall also be the chair of the Board for the purposes of the Act, and who may be appointed for a term of up to two (2) years, and may be elected for an additional term, up to a maximum of four (4) consecutive years; and
 - (ii) the Treasurer who may be appointed for a term of up to two (2) years, and may be elected for two (2) additional terms, up to a maximum of six (6) consecutive years.

- (b) In accordance with the by-laws of MBAA, the Members shall also elect a Member as an officer to serve as the representative of the Corporation at meetings of the board of governors of MBAA (the “**MBAA Representative**”). The MBAA Representative shall serve for a three (3) term, and may be elected for an additional term, up to a maximum of six (6) consecutive years.
- (c) The officers of the Corporation may include such other officers as the Members may by resolution determine. Unless otherwise provided in this By law, officers shall hold their position for a period of one (1) year or until their successors are appointed. Officers may be removed by ordinary resolution of the Members.
- (d) The Corporation’s officers must be Members and shall be ex-officio Directors in accordance with section 5.02(d) of this By-law. A person may hold more than one office.

8.02 Description of Office

- (a) **President and Chair of the Board** –The President shall, when present, preside at all meetings of the Board and of the Members. The President shall perform such other duties as may be prescribed by the By-laws or the Board. The President shall be an ex-officio member of all committees.
- (b) **Treasurer** – The Treasurer shall carry out the duties of the Corporation’s treasurer generally, and shall keep or cause to be kept full and accurate accounts of all of the Corporation’s assets, liabilities, receipts and disbursements in the books to be kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the By-laws or the Board.
- (c) **MBAA Representative** – The MBAA Representative shall attend and represent the Corporation at the regular meetings of the MBAA board of governors and report back to the Board regularly and to membership annually regarding such meetings. The MBAA Representative shall perform such other duties as may be prescribed by the By-laws or the Board.
- (d) **Other Officers** – The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

**ARTICLE 9
CONFLICT OF INTEREST**

9.01 Declaration of Conflict

The Directors and officers shall comply with the conflict of interest provisions of the Act and any Policies.

**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 the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation'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 the Corporation is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of 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 the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation'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 the Corporation or other entity.

- (b) The Corporation 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) The Corporation 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 the Corporation'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, the Corporation 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 the Corporation, 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 the Corporation'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 the Corporation'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 the Corporation's records; or
 - (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation 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* (Ontario).

- (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 the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation 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 the Corporation'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 Corporation's By-law, 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 the Corporation with respect to the matters listed in section 103(1) of the Act.

12.02 Amendment of By-law

In accordance with the Articles, the Members may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation by special resolution.

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 the Corporation 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.

[Signature page follows]

CERTIFIED to be the General Operating By-law of the Corporation effective as of the date specified in section 13.01 of this By-law, as enacted by the Board by resolution dated 31 January, 2025 and confirmed by the Members by resolution dated 31 January 2025.

Original signed by Richard Preiss

Original signed by Ian Johnson

President

Board of Governors Representative