

BY-LAW NO. 1

Being a by-law relating generally to the transaction of the affairs and mandate of the Corporation

TOURISM SAULT STE. MARIE (hereinafter “TSSM” or “the Corporation”)

C O N T E N T S

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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Tourism Sault Ste. Marie as follows:

1. INTERPRETATION

1.1 **Applicable law** - The TSSM is subject to legislative requirements beyond those imposed on standard business and not-for-profit corporations. Specifically, TSSM is subject to a number of statutes and regulations, including but not limited to the *Ontario Corporations Act*, R.S.O. 1990, c C.38 (the “*Corporations Act*”), and specifically with respect to Part III and Part VII, acknowledging, however, that this legislation will soon be superseded in terms of governing legislation for TSSM by the Ontario *Not-for-Profit Corporations Act, 2010* (“*ONCA*”), the *Municipal Act, 2001*, (Ontario), or any successor or replacement legislation or regulation Any conflict between any of the provisions contained within this By-law and the *applicable legislation and regulations*, or any successive legislation or regulation, is to be remedied by adhering to the applicable legislation until amended by resolution of City Council for the City of Sault Ste. Marie. This by-law and the activities of the TSSM shall conform with all applicable law.

1.2 **Definitions** - In this by-law and all other by-laws and resolutions of TSSM, unless the

context otherwise requires:

"Act" means the *Corporations Act*, R.S.O. 1990, c C.38, as amended, or any act that may be substituted therefore, including any amendments made to it, acknowledging that upon the Ontario *Not-for-Profit Corporations Act, 2010* ("ONCA") coming into force, *Act* shall then refer to the *ONCA*;

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

"board" means the board of directors of the TSSM and "director" means a member of the board;

"by-laws" means this by-law and all other by-laws, including special by-laws, of TSSM as amended from time to time and which are, from time to time, in force and effect;

"City" or "*City of Sault Ste. Marie*" means The Corporation of the City of Sault Ste. Marie.

"City Clerk" means the person appointed by Council to carry out the duties of the clerk described in section 228 of the *Municipal Act, 2001*.

"City Staff" means any individual gainfully employed by the Corporation of the City of Sault Ste. Marie.

"City Treasurer" means the City Treasurer as appointed by Council.

"Council" or "*City Council*" means the municipal council for the Corporation of the City of Sault Ste. Marie.

"Deputy CAO" means any individual of the Corporation of the City of Sault Ste. Marie's senior management team with this title. For greater certainty, this by-law shall announce the full title wherein a specific Deputy CAO is referenced.

"Corporation" means this Corporation, being the corporation to which the Articles pertain, and named "TOURISM SAULT STE. MARIE";

"Letters Patent" means the Letters Patent as stamped on June 8th, 2020 by the Ministry of Government and Consumer Services.

"recorded address" means, in the case of a member, his address as recorded in the members' register; in the case of a director, officer, auditor or member of a committee of the board, his latest address as shown in the records of TSSM or in the most recent notice filed under the *Corporations Information Act*, whichever is the more current. The secretary may change or cause to be changed the recorded address of any person in accordance with any information believed by him or her to be reliable.

“members” includes members of the board of directors.

“Regulations” means the regulations made under the *Act* as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-Laws of TSSM to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

“special resolution” means and requires two-thirds (2/3) of the votes cast at a meeting of directors.

1.3 **Interpretation Rules** - In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- a) Except where specifically defined herein, words, terms and expressions appearing in this by-law, including the terms "resident Canadian" shall have the meaning ascribed to them under the Act;
- b) Words importing the singular include the plural and *vice versa*;
- c) Words importing gender include the masculine, feminine and neuter genders;
- d) Words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.
- e) **Statutes** - References to laws in this by-law are meant to refer to the statutes, as amended from time to time that are applicable within the Province of Ontario.
- f) **Severability** - If a court or tribunal of competent jurisdiction declares any portion of this by-law to be illegal or unenforceable, that portion of this by-law shall be considered to be severed from the balance of the by-law, which shall continue to operate in full force and effect.

2. **GENERAL BUSINESS MATTERS**

2.1 **Registered Office** - The registered office of the Corporation shall be located in Sault Ste. Marie.

2.2 **Corporate Seal** - The Corporation may, but need not, have a corporate seal; if adopted, such seal shall be in the form approved from time to time by the board.

2.3 **Fiscal Year** - Unless and until another date has been effectively determined, the fiscal year or financial year of the Corporation shall end on December 31 in each year.

2.4 **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the chair and the Secretary. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.5 **Banking** - All matters pertaining to the banking of the Corporation shall be transacted with such banks, trust companies or other financial organizations as the board may designate or authorize from time to time. All such banking business shall be transacted on behalf of the Corporation pursuant to such agreements, instructions and delegations of powers as may, from time to time, be prescribed by the board. Cheques may be signed by the Chair and the Secretary.

3. ESTABLISHMENT AND MAINTENANCE OF THE BOARD OF DIRECTORS

3.01 **Purpose of the Corporation and Creation of the Board:** The Corporation is established as a body corporate and, subject to the provisions of this by-law, is entrusted with the mandate and responsibilities set out herein and as described in the Letters Patent. Specifically the Corporation through its Board is:

3.01.1 To provide advice and guidance to the City of Sault Ste. Marie on the strategic development of the tourism sector and requests to utilize Municipal Accommodation Tax resources;

3.01.2 To undertake research and development to better understand the tourism industry both locally, provincially, nationally and globally, and to share that knowledge with the tourism industry in the City of Sault Ste. Marie and surrounding area;

3.01.3 To encourage and assist private sector investment in the tourism sector and to promote local and regional tourism economic development;

3.01.4 To support and facilitate the development of new tourism experiences and destination attractions; and

3.01.5 To work with industry and organizations to support the maintenance and growth of the tourism economic contribution to the City of Sault Ste. Marie and surrounding area.

3.02 **Mandate of the Board:** The purpose of the Corporation is as set out in 3.01 of this By-law and in the Letters Patent. In general terms:

- a) The Board will provide their recommendations to City Council. The recommendations will be through resolution and presented to Council through the Director, Tourism and Community Development or the City's Deputy CAO – Community Development & Enterprise Services, and to no other person, on how to best allocate MAT funds to promote local tourism and tourism products;
- b) The Board will provide conceptualized ideas that will help promote tourism and recommend them to the City's Director, Tourism and Community Development for his or her strategic planning;
- c) The CITY approves and provides funding of the annual budget of the Corporation. The Funding of the Corporation comprises in part, of the Municipal Accommodation Tax (MAT referred in Section 3.02(a) above) collected by the CITY. The funds provided by The CITY are required to be spent and administered by the Corporation to promote local tourism. The annual budget of the Corporation shall be presented to the CITY, for approval in accordance with the procedure established, from time to time by the CITY. The Corporation in its presentation to Council in seeking approval of its budget for the coming year shall account for all proceeds approved and advanced by the CITY the previous year. Funding approved and advanced by the CITY but not spent by the Corporation shall be permitted to be kept in reserve by the Corporation and accounted for with an explanation by the Corporation as to the intended future purpose of the same. Any funds committed for a specific purpose and a liability incurred by the Corporation in any year, but payment not yet made shall be considered as spent.
- d) Any and all direction to City Staff shall come from the City's Director of Tourism and Community Development, or their delegate..

3.03 **Powers** – The directors shall manage or supervise the management of the business and affairs of the Corporation. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and or by the By-Laws or any Special Resolution of the Corporation or by statute required to be done by the Corporation of the general meeting of the members. The directors of the Corporation may administer the affairs of the Corporation and all things that make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into that are required to perform the tasks and expend the funds approved by Council, and, save as herein after provided, generally, may exercise all such other powers and do all such other things as the Corporation is by its Letters Patent and section 3.01 or otherwise authorized to exercise and do.

3.04 **Transaction of Business** - Business may be transacted by resolutions passed at meetings of directors or committees of directors at which a quorum is present or by resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

3.05 **Composition**: The Corporation shall be comprised of nine (9) voting members appointed by Council, as follows:

- a) Five individuals from the accommodation/hotel sector in the City of Sault Ste. Marie; and,
- b) Four individuals from the tourism/hospitality sector of the City of Sault Ste. Marie.

3.06 **Number** - Until changed by Council for the City of Sault Ste. Marie, the board shall consist of nine directors. From time to time by special resolution and with the approval of the Council for the City of Sault Ste. Marie, the number of directors may be changed by the board, if a special resolution empowers the directors to determine the number, by resolution of the board.

3.07 **Qualifications**: In order to be eligible to be a voting Member of the Board, a person must meet the following minimum requirements, in addition to any criteria established by the Board or Council from time to time:

- a) He or she is at least eighteen years of age;
- b) He or she is a Canadian citizen;
- c) He or she will not, as a result of direct or indirect pecuniary interests under the Municipal Conflict of Interest Act, R.S.O. 1990, c.M.50, as amended, be consistently prevented from participating in the business of the Corporation;
- d) He or she is not an undischarged bankrupt.

3.08 **Term of Office**: The first members of the board of directors for TSSM were appointed by resolution of Council on March 9th, 2020 for a period up to and including December 31st, 2022. Subsequent to December 31st, 2022, members of the board of directors for the Corporation shall be appointed at the pleasure of Council and within the terms set out herein

3.09 **Non-Voting Participants**: The Chair may request any City Staff person to attend any meeting of the Board through their respective Deputy CAO and subject to availability as a non-voting participant. No person other than those appointed by Council are entitled to vote at Board meetings.

3.10 **Reappointment**: Any Board Member is eligible for reappointment on the expiration of his or her term of office, subject to any by-laws of the Board within the following parameters:

- a) No person shall serve as a Member of the Board for more than two (2) consecutive two (2) year terms. A 2 year leave from the board shall occur to be eligible for any reappointment to the Board, save for any exemption within this by-law.;
- b) The Chair of the Board may serve (1) additional term if the total full consecutive term is not exceeded prior to appointment as the Chair;

3.11 **Resignation** - A director who is not named in the letters patent may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later. A director named in the Letters Patent shall not be permitted to resign his office unless at the time the resignation is to become effective a successor is elected or appointed.

3.12 **Removal** - Subject to the provisions of the applicable legislation, the directors may, by special resolution, request Council to remove any director from the board of directors of the Corporation before the expiration of their term and if Council passes the appropriate resolution for removal of any director, Council may appoint a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed. Council may remove any number of directors without cause at its pleasure by Council resolution.

3.13 **Vacancies:** The seat of a member of the Board becomes vacant if:

- a) the member no longer satisfies the qualifications required in Section 3.0 7 (“Qualifications”) of this by-law;
- b) the appointed term of the member expires;
- c) the member dies;
- d) the member tenders his or her resignation;
- e) the member is absent from the meetings of the Board for three (3) consecutive months or meetings (whichever is greater) without being authorized to do so by resolution of the Board, or by act of Council; or
- f) Council chooses to remove the member.

Where a vacancy occurs in the membership of the Board for any cause, Council shall appoint a qualified person to fill the vacancy for the remainder of the term for which his or her predecessor was appointed. The constituency previously represented by the vacated member may nominate to the Board a person to fill the vacated seat. The Board shall put the names of possible candidates for appointment forward for consideration by Council.

4. MEETINGS OF DIRECTORS

4.1 **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 Ontario, and it is not necessary that, in any financial year of the Corporation, a majority of such meetings be held in Canada.

4.2 **Participation by Telephone/Electronic Means** - With approval from the City Clerk, a director may participate in a meeting of the board or in a meeting of a committee of directors by means of such telephone, electronic, video 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 such a meeting by such means is deemed for the purposes of the applicable legislation and this by-law to be present at that meeting. A consent pursuant to this provision may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the board and/or committees of the board.

4.3 **Calling of Meetings** - Meetings of the board shall be held from time to time at such place, date and time as the chair or any two directors may determine and notice of all meetings shall be provided to the Deputy CAO – Community Development & Enterprise Services.

4.4 **Notice of Meeting** - Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than seven clear days (excluding Sundays and holidays as defined by the *Interpretation Act*) before the date of the meeting. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. All Notice of meeting shall adhere to the applicable legislation, including but not limited to the City's Procedural By-law.

4.5 **First Meeting of New Board** - Provided that a quorum of directors is present, a newly appointed board may, without notice, hold its first meeting within thirty days of the board members being newly appointed by Council for the City of Sault Ste. Marie.

4.6 **Regular Meetings** - The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the applicable legislation requires the purpose thereof or the business to be transacted thereat to be specified.

4.7 **Open Meetings:** All meetings of the Corporation shall be open to the public and no person shall be excluded from a meeting that is open to the public except for improper conduct.

Where not identified in this by-law, and in accordance with the Municipal Act, 2001, the Corporation shall be subject to the Procedural By-law of the City and the provisions of sections 239, 239.1 and 239.2 of the Municipal Act, 2001.

4.8 **Closed Meetings:** A meeting of the Corporation, may be closed to the public, in

accordance with Section 239(2) of the Municipal Act, 2001, or any successor or replacement legislation or regulation and shall receive the approval or the City Clerk.

4.9 **Quorum** – 50% +1 of the members of the Board of Directors constitutes a quorum at any meeting of the board.

4.10 **Votes to Govern** - At all meetings of the board, except as herein provided or pursuant to applicable law, every question shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

4.11 **Disclosure of Conflict of Interest** – The directors and officers of the Corporation shall be deemed to be members for the purposes of the *Municipal Conflict of Interest Act* or any successor or replacement legislation. A director or officer of the Corporation who is a party to, or who is a director or an officer of, or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his interest. Disclosure, as aforesaid, shall be made at the time and in the manner required by the Act, and a director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

4.12 **Delegation by Directors (Committees)** - The board may appoint from their number a committee of directors, and delegate to such committee any of the powers of the board except those which relate to matters over which a committee shall, pursuant to the Act, not have authority. Unless otherwise determined by the board, 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 regulate its procedure. Such committee of directors shall perform an advisory role and report back with recommendations to the board of directors with respect to any responsibility that it has been tasked with by the board of directors. No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation.

4.13 **Remuneration and Expenses** - All Board Members are considered volunteer positions. Mileage costs and other minor expenses related to Board activities may be eligible for reimbursement subject to budget approvals by Council and policies adopted by Council.

5. **OFFICERS**

5.1 **Appointment** - The board may from time to time designate the offices of the Corporation, appoint officers, specify their duties and, subject to the applicable legislation or the Letters Patent, delegate to such officers powers to manage the business and affairs of the Corporation. An officer must be a director. A director may be appointed to any office of the Corporation.

5.2 **Term of Office (Removal)** - In the absence of a written agreement to the contrary, the board or Council may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until his or her successor is appointed or until the resignation, whichever shall first occur.

5.3 **Description of Offices** - Unless otherwise specified by the board (which may, subject to the applicable legislation modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:

- a) **Chair** - The chair shall, subject to the authority of the board, have general supervision of the business and affairs of the Corporation and when present, preside at all meetings of the board of directors. During the absence or inability of the chair, their duties and powers may be exercised by the secretary/treasurer and during the absence or inability of the secretary/treasurer, the duties of the chair and powers may be exercised by such other directors as the board may from time to time appoint for their purpose, to exercise any such duty or power, the absence or the inability of the chair shall be presumed with reference thereto. The primary point of contact the Corporation shall have with the City shall be between the Chair and the City's Director, Tourism and Community Development.
- c) **Secretary/Treasurer** - The secretary, when in attendance, shall be the secretary of all meetings of the board and committees of the board and, whether or not he/she attends, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings and shall perform such other duties as may from time to time be determined by the board of directors; he/she shall give, or cause to be given, as and when instructed, notices to directors, auditors and members of committees; he/she shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation.

The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, he/she shall render to the board an account of his/her transactions as treasurer and of the financial position of the Corporation; the treasurer shall also perform such other duties as may from time to time be determined by the board of directors. The treasurer's responsibilities shall be undertaken with the assistance and final approval of the City Treasurer for the City of Sault Ste. Marie.

5.4 **Disclosure of Conflict of Interest** - An officer shall have the same duty to disclose his or her interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is, pursuant to the provisions of the Act and the by-laws, imposed upon

directors. Where a director or officer has disclosed a conflict of interest with the Corporation, the director shall not debate or vote on the matter that is the subject of the conflict.

6. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 **Standard of Care** - Every director and officer of the Corporation in exercising his or her powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, letters patent and the by-laws.

6.2 **Limitation of Liability** - Provided that the standard of care required has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

6.3 **Indemnity of Directors and Officers** - Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

6.4 **Insurance** - Subject to the Act, the Corporation shall purchase and maintain such

insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the board may from time to time determine.

7. NOTICES

7.1 **Method of Giving Notices** - Any notice, communication or other document required to be given by the Corporation to a member, director, officer, member of a committee of the board or auditor of the Corporation pursuant to the Act, the regulations, the letters patent or by-laws or otherwise shall be sufficiently given to such person if:

- a) delivered personally, in which case it shall be deemed to have been given when so delivered;
- b) delivered to his or her recorded address, in which case it shall be deemed to have been given when so delivered;
- c) mailed to him or her at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box; or
- d) sent to the recorded address by any means of prepaid transmitted or recorded communication, in which case it shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

or,

- e) delivered by electronic transmission or email at the individual's email address recorded with the Corporation. Provided that where services made in this manner between 5pm and midnight, it shall be deemed to have been made on the following day.

7.2 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specific number of days' between two events of any meeting or other event, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens even if they are described as clear days or the words, "at least" are used. Where a period of seven days or less are prescribed, holidays shall not be counted. 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. Where a time of day is mentioned in this by-law or any other document related to the Corporation, the time referred to shall be taken as eastern standard time.

7.3 **Omissions and Errors** - The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

7.4 **Waiver of Notice** - Any member, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required to be given him, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

8. DISPUTE RESOLUTION

8.1 Members:

At any time should any dispute or question arise between the Members which cannot be resolved by agreement among the Members, or attempts at mediation fail, then such dispute or question shall be submitted to arbitration as herein provided by one Member giving notice to the other Members. The notice so given by the Member submitting the dispute or question to arbitration shall appoint an arbitrator on behalf of such Member and the other Members shall each appoint an arbitrator within fifteen (15) Business Days of receipt of the said notice. The arbitrators so appointed shall then determine the dispute or question at issue. The arbitration shall be governed by the provisions of the *Arbitration Act*. The determination of the arbitrators shall be in writing and shall be final and binding upon the parties hereto. The cost of the arbitration shall be borne by the Members equally.

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9. EFFECTIVE DATE

9.1 **Effective Date** - This by-law shall come into force when enacted by the board, subject to the provisions of the applicable legislation.

ENACTED by the board this day of January, 2021.

Chair

Secretary

c/s

The foregoing by-law is hereby enacted by the directors of the Corporation as evidenced by the respective signatures hereto of all of the directors of the Corporation in accordance with the provisions of the *Corporations Act of Ontario* .

DATED the day of January, 2021.

JOSEPH BISCEGLIA

RICHARD WALKER

BEVERLEY BARBER

NICHOLAS BRASH

ROD DUHAIME

LAWRENCE FOSTER

TRICIA LESNICK

DONATELLO MARINI

ELIA MARINI

The foregoing by-law is hereby confirmed by the members of the Corporation in accordance with the provisions of the *Corporations Act of Ontario*, this day of August, 2020.

DATED the day of August, 2020.

JOSEPH BISCEGLIA

RICHARD WALKER

BEVERLEY BARBER

NICHOLAS BRASH

ROD DUHAIME

LAWRENCE FOSTER

TRICIA LESNICK

DONATELLO MARINI

ELIA MARINI