



**KAWARTHA KOMETS SPECIAL NEEDS HOCKEY PROGRAM  
("THE KOMETS")**

**BY-LAW NO. 2**

**DRAFT TO MEMBERS  
ON**

**JULY 27, 2021**

**KAWARTHA KOMETS SPECIAL NEEDS HOCKEY PROGRAM**

**(“THE KOMETS”)**

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**KAWARTHA KOMETS SPECIAL NEEDS HOCKEY PROGRAM  
("THE KOMETS")**

**BY-LAW NO. 2**

**BE IT ENACTED** as a By-Law No. 2 of Kawartha Komets as follows, and all previous By-Laws relating to the transaction of the affairs of the Komets are hereby repealed and replaced with this By-Law:

**ARTICLE 1        INTERPRETATION**

**1.01    Definitions**

In this By-Law, the following capitalized terms have the following meanings:

- (a)    "**Act**" means the *Corporations Act* (Ontario), and where the context requires, includes the regulations made under it, as from time to time amended;
- (b)    "**Board**" means the board of directors of the Komets;
- (c)    "**By-Laws**" means this By-Law and all other By-Laws of the Komets from time to time in force and effect;
- (d)    "**Executive Director**" means the individual engaged as the senior administrator of the Komets, accountable for its operations to the Board;
- (e)    "**Director**" means a person elected to the Board;
- (f)    "**ex-officio**" means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;
- (g)    "**The Komets**" means the Kawartha Komets Special Needs Hockey Program, incorporated as a corporation without share capital under the Act by Letters patent dated August 2, 2013, ;
- (h)    "**Head Office**", until changed in accordance with the Act, shall be located in the City of Peterborough, Ontario, or at such place as the Board may from time to time determine;
- (i)    "**Member**" Members shall consist of the elected Directors from time to time, who shall be ex-officio Members so long as they serve as Directors; and

- (j) “**Officer**” is defined in section 7.01(a); and
- (k) “**ONCA**” means the *Ontario Not for Profit Corporations Act*, and where the context requires, includes the regulations made under it, as from time to time amended;
- (l) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose or at an annual meeting of the Members, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

## **1.02 Interpretation**

This By-Law shall be interpreted in accordance with the following rules:

- (m) The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (n) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (o) Any references in this By-Law to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

## **ARTICLE 2. MEETING PROCEDURES**

- (a) Any Director, Member, officer or employee, as the context requires, and unless expressly prohibited by this By-Law or by the rules and policies of the Komets, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purpose of the Act and this By-Law, to be present at the meeting.
- (b) A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote

on that resolution at a meeting of the Members, is as valid as if it had been passed at a meeting of the Board or a meeting of the Members, respectively.

- (c) Subject to paragraph (b) above, business arising at any meeting of the Komets, the Board or any committee established pursuant to these By-Laws shall be decided by a majority of votes.
- (d) Voting shall take place as follows:
  - (i) Except as provided in these By-Laws, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Komets, Board or committee, respectively.
  - (ii) Members may vote by proxy by appointing a current Member to attend and act at the meeting as the Member's nominee, in the manner, to the extent and with the power conferred by the proxy, in accordance with the Act. Proxies shall be in writing, in a form acceptable to the Secretary, and must be submitted to the Secretary at least forty-eight (48) hours in advance of the meeting.
  - (iii) Votes shall be taken by a show of hands, among all Members, Directors and committee members present and entitled to vote. The Chair of any meeting of the Members, the Board or any committee shall have an initial vote and, in case of an equality of votes, the vote shall be lost. In the event of a Member participating via telephone, an oral vote shall be recorded by the Chair.
  - (iv) An abstention shall not be considered as a vote cast.
  - (v) After a show of hands has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or requested shall be taken in such manner, as the Chair of the meeting shall direct. A request for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.
  - (vi) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or requested, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

- (e) Minutes shall be kept for all meetings of the Members, the Board or any committee, and shall be approved at the next meeting of the Members, the Board or the committee, as the case may be.
- (f) The declaration of the Secretary or Chair that notice has been given pursuant to these By-Laws shall be sufficient and conclusive evidence of giving of such notice.
- (g) No error or omission in giving notice for a meeting of the Board of any committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director or committee member, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (h) Any questions of procedure at or for any meetings of the Members, of the Board, or of any committee that have not been provided for in these By-Laws or by the Act shall be determined by the Chair of the meeting.

## **2.02 Computation of Time**

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

## **ARTICLE 3. OBJECTS**

### **3.01 Objects**

The objects of the Komets, as set out in its Letters Patent, are to receive and maintain a fund or funds and from time to time to apply all or part thereof and/or the income therefrom for charitable and/or health related social and educational purposes and, for the attainment of such objects:

1. (a) To relieve conditions associated with disability by providing a special needs hockey program to support the physical, mental and emotional well-being of individuals with physical, emotional and/or neurodevelopmental challenges.
- b) To undertake activities incidental and ancillary to the attainment of the above charitable object.

## **ARTICLE 4. MEMBERSHIP AND MEMBERS' MEETINGS**

### **4.01 Members**

The Members of the Komets shall consist of the elected Directors from time to time, who shall be ex-officio Members so long as they serve as Directors. There shall be no dues payable by the Members. Each Member is entitled to one vote.

### **4.02 Annual Meetings of the Members**

- (a) The Komets shall hold an annual meeting of its Members not later than six (6) months after the end of the previous fiscal year.
- (b) The annual meeting of the Members shall be held at the Head Office or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine.
- (c) The business transacted at the annual meeting shall include:
  - (i) approval of the minutes of the previous annual meeting;
  - (ii) unfinished business, if any, from the previous annual meeting;
  - (iii) the report of the Chair on the affairs of the Komets for the previous year;
  - (iv) a report from the Executive Director of the Komets;
  - (v) the audit report for the previous fiscal year;
  - (vi) the election of the Directors; and
  - (vii) appointment of the person or firm qualified to conduct an audit or review engagement for the upcoming year, giving the Board the authority to fix the remuneration of such person or firm appointed.
- (d) No other item of business shall be considered at the annual meeting of the Members unless notice in writing of such other item of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting. Such notice of new business shall be signed by at least four (4) Members or by the Chair of the Board and shall be provided to the Secretary before the notice of the annual meeting is required to be circulated (see Section 4.04(a)).

### **4.03 Special Meetings**

- (a) The Chair or the Vice-Chair may call a special meeting of the Members.

- (b) Any one of the Members may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Komets that is properly within the purview of the Members' role and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office and may consist of several documents in like forms signed by one or more Members.
- (c) If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out in paragraph (b) above, the Board shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall state the purpose for which it is called and be delivered in the same manner as notice of an annual meeting of the Members.

#### **4.04 Notice**

- (a) Notice of the annual meeting of the Members shall be given to all Members by prepaid mail at least ten (10) days in advance of the meeting at the last address of the Member as shown in the records of the Komets; or by electronic communication (including facsimile and e-mail) ten (10) days in advance of the meeting by sending it to the last electronic communication address provided by a Member who has consented to receiving notices in such a manner.
- (b) A Member or any other person entitled to receive notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.05 Participation by Telephone or Other Communications Facilities**

- (a) If all of the Members of the Corporation consent, a Member may participate in a meeting of Members by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present in person at that meeting.

#### **4.06 Quorum**

- (a) A quorum at any meeting of Members shall be a majority of the members present in person or by proxy.

- (b) If, within one-half (1/2) hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

#### **4.07 Chair**

The Chair of a meeting of Members of the Komets shall be:

- (a) the Chair of the Board of Directors; or
- (b) if the Chair is absent, the Vice-Chair; or
- (c) if neither of the above is present within fifteen (15) minutes of the time fixed for holding the meeting, a Director elected by the Members present.

#### **4.08 Adjournment**

- (a) The Chair of a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- (b) At least forty-eight (48) hours notice of intention to hold the adjourned meeting shall be given.

### **ARTICLE 5. BOARD OF DIRECTORS**

#### **5.01 Board of Directors**

- (a) The Board shall consist of no more than eleven (11) and no less than three (3) Directors being: Directors elected by the Members pursuant to the nominations process set out at paragraph (b);
- (b) Nominations for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. No nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board of Directors in accordance with the Board's approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

#### **5.02 Duties and Responsibilities of Directors**

- (a) The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts

and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

### **5.03 Qualification of Directors**

Every Director shall:

- (a) be eighteen (18) years of age or older;
- (b) not have been found by a court of competent jurisdiction to be mentally incompetent;
- (c) not be an employee of the Komets.

### **5.04 Term**

- (a) The Directors shall hold office for terms of one (1), two (2) or three (3) years. The Board shall ensure that at least three (3) Directors retire each year, as required by the Act.
- (b) No person may be elected a Director for more terms than will constitute nine (9) consecutive years of service, provided, however, that following a break in the continuous service of at least one (1) year, the same person may be re-elected a Director.

### **5.05 Removal from Office**

- (c) The office of a Director shall automatically be vacated if the Director:
  - (i) ceases to meet the qualifications set out in section 5.02; or
  - (ii) by notice in writing to the Secretary, resigns his or her office.
- (d) The office of a Director may be vacated by a resolution of the Board if:
  - (i) a Director is absent, without the permission of the Board, for three (3) consecutive regular meetings of the Board or, without the permission of the board, if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period; or
  - (ii) a Director fails to comply with the Act, or the Komets's By-Laws, rules, regulations, policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care policies.

- (e) The office of a Director may be vacated by a special resolution with 2/3 majority of the Members present in person or by proxy at a special meeting for which notice specifying an intention to pass such a resolution is given.

#### **5.06 Vacancies**

If a vacancy occurs at any time among the Directors, for any reason, such vacancy may be filled by the Board until the next annual general meeting of members, taking into account the recommendations of the Governance and Nominating Committee.

#### **5.07 Remuneration of Directors**

The Directors shall serve as such without remuneration, and no such Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses properly incurred by him in the performance of his or her duties as Director (including travelling and other expenses).

#### **5.08 Standard of Care**

Every Director and Officer of the Komets, in exercising his or her powers and discharging his or her duties shall:

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

#### **5.09 Conflicts of Interest**

- (a) A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

#### **5.10 Board Committees**

- (a) The Board shall appoint two standing Board committees:
  - (i) a Governance & Nominating Committee; and
  - (ii) a Finance and Audit Committee.
- (b) The terms of reference for these standing Board committees shall be set out in Board policy.

- (c) The Board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such advisory powers as it shall see fit.
- (d) All members of committees need not be Directors but the committee must have a minimum of two Directors appointed to each committee. All members of committees shall be appointed by the Board. Any non-Director on a committee shall have full voting rights on that committee, provided he or she shall agree in writing that he/she bound by the confidentiality and conflict of interest rules applicable to Directors.
- (e) A Director shall serve as chair of any such committee.
- (f) Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or policy.
- (g) The Board may remove any member of any such committee.

## **ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD**

### **6.01 Regular Meetings**

- (a) The Board shall meet at the Head Office or at any other place in Ontario as, from time to time, the Board may determine.
- (b) There shall be at least four (4) regular meetings per year.
- (c) No person other than Directors may attend meetings of the Board except upon invitation by the Chair of the Board or the Executive Director.

### **6.02 Special Meetings**

Special meetings of the Board shall be called by the Secretary on the request of any of the following:

- (a) the Chair or Vice-Chair of the Board; or
- (b) the Secretary, upon the written request of any two (2) Directors.

### **6.03 Notice of Regular and Special Meetings**

- (a) The Board shall appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board, and a copy of any resolution of the Board fixing the place and time of regular Board

meetings shall be sent to each Director, with no further notice required for regular meetings.

- (b) Notice of a special meeting of the Board may be given directly by telephone and/or email and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.
- (d) Notice of a meeting may be waived, provided all Directors present at the meeting waive notice and all Directors who are absent have signified their consent to the meeting being held in their absence.

#### **6.04 Participation by Telephone or Other Communications Facilities**

- (a) If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present in person at that meeting.

#### **6.05 Quorum**

- (a) A quorum at any meeting of the Board shall be a majority of the Directors present in person.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.
- (c) If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

#### **6.06 Chair of Board Meetings**

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair, in the absence of the Chair; or

- (c) a Director elected by the Directors present if the Chair and the Vice-Chair are both absent.

## **ARTICLE 7. OFFICERS**

### **7.01 Officers**

- (a) The officers of the Komets (the “Officers”) shall be:
  - (i) the Chair of the Board of Directors;
  - (ii) the Vice-Chair of the Board of Directors;
  - (iii) the Treasurer of the Board of Directors;
  - (iv) and Secretary of the Board of Directors;
- (b) The Board shall elect the Chair, Vice-Chair, Treasurer and Secretary from amongst its members, at its first meeting following the annual meeting of the Members.
- (c) The Executive Director may act as Secretary, in a non-voting capacity, if so appointed by the Board of Directors.
- (d) The Chair of the Board shall serve no more than three consecutive terms.
- (e) The duties of the Officers shall be set out in Board policy.

### **7.02 Duties of the Executive Director**

- (a) The Executive Director shall be responsible to the Board for the management of all affairs of the Komets as directed by the Board from time to time. The Executive Director’s duties include the exercise of the authority delegated to the Executive Director by the Board through Board policies for the organization and operation of the Komets, and the Executive Director shall be accountable to the Board for the accomplishment of applicable Board.
- (b) The Executive Director may serve as Secretary of the Corporation and hold the seal of the corporation, in a non-voting capacity if so appointed by the Board of Directors;
- (c) In the case of absence or inability to act of the Executive Director, or for any other reason that the Board may deem sufficient, the Board shall delegate all or any of the powers of the Executive Director to one or more member(s) of the Komets administration for the time being.

### **7.03 Vacancies**

If the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect or appoint a replacement to fill such vacancy.

## **ARTICLE 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **8.01 Indemnity**

Every Director and Officer, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Komets, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

### **8.02 Insurance**

- (a) The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, officers, and members of said committees will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Komets.
- (b) No indemnity shall be paid or insurance purchased if doing so would render the Komets insolvent.

## **ARTICLE 9. BUSINESS AND FINANCIAL MATTERS**

### **9.01 Corporate Seal**

Until changed in accordance with the Act, the corporate seal of the Komets shall be in the form impressed hereon and will be kept by the Secretary of the Board.

### **9.02 Financial Year**

Until otherwise ordered by the Board, the financial year of the Komets shall end on May 31<sup>st</sup> each year.

### **9.03 Execution of Contracts etc.**

- (a) All contracts and agreements shall be signed as set out in the Board's Signing Authority Policy, as amended from time to time.
- (b) In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

### **9.04 Borrowing**

The Board may from time to time, on behalf of the Komets, without authorization of the Members:

- (a) borrow money on the credit of the Komets;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Komets; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Komets, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Komets.

### **9.05 Banking**

- (a) Bank accounts of the Komets shall be kept at such banks and in such places as the Board shall from time to time determine by By-Law.
- (b) Two of the following: Chair, Vice-Chair, Executive Director or such other persons designated by the Board are hereby authorized for and in the name of the Komets:
  - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money;
  - (ii) to receive all monies and to give a quittance for the same;
  - (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, and other securities; and
  - (iv) generally, for and in the name and on behalf of the Komets, to transact with the said bank any business they may think fit.

- (c) Any Officer or any person as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Komets:
  - (i) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Komets only, all or any bills of exchange, promissory notes, cheques or money orders for the payment of money and other negotiable paper;
  - (ii) from time to time to arrange, settle, balance, and certify all books and accounts between the Komets and the Komets' bank;
  - (iii) to receive all paid cheques and vouchers; and
  - (iv) to sign the bank's form of settlement of balance and release.

#### **9.06 Audit**

- (a) The Members shall at each annual meeting appoint an person or firm qualified to conduct an audit or review engagement, who shall not be a member of the Board or an Officer or employee of the Komets and shall be duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to audit the accounts of the Komets, and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of such person or firm shall be fixed by the Board.
- (b) The person or firm conducting the audit or review engagement shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

#### **9.07 Investments**

The Board may invest in any investments that are authorized by the Komets' investment policy. The Komets' investment policy and disbursement policy, with any future amendments, shall be developed and approved by the Board.

### **ARTICLE 10. ADOPTION AND AMENDMENT OF BY-LAWS**

#### **10.01 Amendments to By-Laws**

- (a) The Board may pass or amend the By-Laws of the Komets from time to time.
  - (i) Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director by prepaid mail at least five (5) days in advance of the

meeting at the last address of the Director as shown in the records of the Komets; or by electronic communication (including facsimile and e-mail) five (5) days in advance of the meeting by sending it to the last electronic communication address provided by a Director who has consented to receiving notices in such a manner.

- (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
  - (iii) By-laws may be amended by a majority vote of the Board of Directors present in person.
- (b) Subject to paragraphs (d) and (e) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
- (i) from the time the motion is passed, or
  - (ii) from such future time as may be specified in the motion.
- (c) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Komets called for that purpose. The notice of such annual meeting or special meeting shall refer to the By-Law or amendment to be presented.
- (d) By-Laws may be amended by a majority vote of the Members, provided they do not change the Corporation's articles or contain authorization for a corporation to continue into another jurisdiction.
- (e) Any amendment to any By-Laws that would change the Corporation's articles or contain authorization for a corporation to continue into another jurisdiction requires a special resolution to be approved by at least two-thirds of the votes cast at a members' meeting.
- (f) Any amendment to the By-Laws relating to an action requiring approval by special resolution, as defined by the Act, is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
- (g) In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this Article, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection, amendment or refusal to approval.


**10.02 Effective Date**

This By-Law shall come into force when confirmed by the Members in accordance with the Act.

WITNESS the corporate seal of the Komets.

**ENACTED** by the Board on the 15th day of December 20 25

**CONFIRMED** by the Members on the 15th day of December 20 25

  
Josh McClimovic (Dec 16, 2025 21:23:21 EST)

Chair



Vice Chair

  
Kate Dykstra (Dec 16, 2025 21:20:50 EST)

Secretary