BY-LAW No. 1

being the General By-Law of the

Ottawa Construction Labour Relations Association

ARTICLE I - NAME

1. The organization shall be known as the Ottawa Construction Labour Relations Association. It may be referred to as the "Association Des Relations du Travail de la Construction d'Ottawa" and as "Ottawa CLRA".

ARTICLE II - OBJECTS

2. The objects for which the corporation is incorporated are the establishment and operation of a Corporation for the purposes of:

a) rendering assistance in all matters involving employers under the Labour Relations Act (Ontario), S.O. 1995, C 1, Schedule A, as amended, to the Corporation's members;

b) promoting sound labour relations in the construction industry;

c) entering into collective bargaining, and carrying out and administering collective agreements and other related undertakings of agreements applicable to the Industrial, Commercial and Institutional (ICI) sector of the construction industry on behalf of its members and on behalf of such other employers as it may be authorized to represent;

d) assisting or representing its members in any proceedings before any Court, Commission, Board, or Government body;

e) representing its members at the Provincial Employer Bargaining Agency, to which industry funds are contributed;

f) investing and dealing with the monies of the corporation, not immediately required for its objectives in such a manner as may be determined by the Board of Directors; and

g) doing all such things as may be directly or indirectly seem to be incidental, conducive, convenient or proper for the accomplishment of the purposes of the attainment of the objectives of the Corporation, or expedient for the protection or benefit of its members.

ARTICLE III - DEFINITIONS

3. In this By-law, all other Bylaws and special resolutions of the Corporation, 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) "By-Law" means any By-law of the Corporation from time to time in force and effect;

c) "contractor" shall mean those businesses engaged in the provision of construction related services, for whom a union or council of trade unions has bargaining rights;

d) "ICI" is the Industrial, Commercial and Institutional sector of the Ontario Labour Relations Division;

e) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;

f) "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 the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;

g) "Telephonic or Electronic Means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

ARTICLE IV - GOVERNING AUTHORITY

4. The Corporation shall be governed and operated in accordance with the Laws of the Province of Ontario, Articles of Incorporation of the Corporation, By-laws, Statements of Policy, its Board of Directors, and the instructions of its members.

ARTICLE V - HEAD OFFICE

5. **Head Office**: The Head Office of the Corporation shall be located in the City of Ottawa, or at such other place as the Board of Directors may from time to time decide and change in accordance with the Act.

6. **Financial Year:** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

7. **Auditor:** The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at

the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any interim vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

8. **Financial Statements:** A financial statement of the preceding fiscal year, including a statement of revenue and expenditure for such year, together with the auditor's review therein shall be presented to each annual meeting.

9. **Industry Funds:** The Board of Directors may from time to time establish industry fund contributions as it shall determine in connection with the operations and other functions carried on by the Corporation may be based upon such formula or formulae as may be determined or contained in a collective agreement signed by the Corporation.

ARTICLE VII - MEMBERSHIP

10. **Entitlement:** Membership in the Corporation shall include construction contractors having an interest in or carrying on business in the construction industry in and around the geographic region of the City of Ottawa, and who are bound to one or more of the following collective agreements:

    a. Carpenter Provincial ICI - Local 93, Ottawa, and Local 249 Zone 2 - Smith Falls;

    b. Labourer Provincial ICI - Local 527 Ottawa; or

    c. Operating Engineer Provincial ICI - Local 793, Schedule "K", Ottawa

11. **Termination of Membership**: The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

    a) upon death or dissolution of the member;

    b) when the member's period of membership expires (if any);

    c) when the member ceases to be bound to one of the collective agreements listed above.

ARTICLE VIII - MEMBER'S MEETINGS

12. **Meetings:** The Annual Meeting or General Meeting and any Special Meeting of the Corporation shall be held at such time and place within Ontario for such purposes as may be decided on by the Chairperson or, in his/her absence, the Vice-Chair, or by at least seven (7) members of the Corporation.

13. **Annual Meetings:** At every Annual Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor shall be presented and an auditor appointed for the ensuing year.

14. **Business:** The members may consider and transact any business, either special or general, at any meeting of the members. The Board of Directors or the Chairperson or Vice-Chair shall have power to call, at any time, a special general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

15. **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 if the Corporation makes such means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic mean or by a combination of one or more telephonic or electronic means and voting in person.

16. **Notice:** Notice of each meeting shall be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to each member at least ten (10) days and not more than fifty (50) days prior to the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

    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.

17. **Voting:** Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation entitled to vote at association meetings.

18. **Quorum**: A quorum at any meeting of the members shall be persons present being not less than seven (7) members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 17 with regard to notice shall apply to such adjournment.

19. **Majority of Votes:** A majority of the votes cast by the members present, and carrying voting rights, shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

20. **Errors or Omissions in Giving Notice**: No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting to make void any proceedings taken there and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his/her last address recorded on the books of the corporation.

21. **Chairperson of the Meeting**: In the event that the Chairperson is absent, or is not a director and there is no Vice-Chair present who is a director and a member, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson of the meeting.

ARTICLE IX - DIRECTORS

22. **Duties and Number:** The property and business of the corporation shall be managed by a Board of Directors, comprised of twelve (12) persons. The members shall elect twelve (12) persons to the Board of Directors. Directors must be individuals, eighteen years of age, with the power under law to contract. Directors must be members of the Corporation.

23. **First directors**: The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members.

24. **Election and Term**: Subject to the provisions of this By-law, directors shall be elected yearly by the members at an annual meeting. The directors' term of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole Board of Directors shall retire at the annual meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election.

25. **Vacancies:** The office of director shall be automatically vacated:

    a) If at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office;

    b) if a director has resigned his office by delivering a written resignation to the secretary of the corporation;

    c) if he is found by a court to be of unsound mind;

    d) if he becomes bankrupt, suspends payment of debts, generally makes an authorized assignment or is declared insolvent

e) if the director dies; or

f) if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;

25. **Remuneration:** The directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

26. **Retirement:** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

27. **Filling of Vacancies**: A vacancy occurring in the Board of Directors shall be filled as follows:

a) if the vacancy occurs as a result of the removal of any director by the members is accordance with paragraph 24 (a) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;

b) any other vacancy in the Board of Directors may be filled for the remainder of the term by the directors then in office, if they shall be fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;

c) otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

28. **Executive Committee**: Subject to Section 70 of the Act and in the event that the number of directors on the board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may delegate to such executive committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Board of Director. Subject to the By-laws and any resolution of the Board of Directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however that if the executive committee is

authorized to fix its quorum, such quorum shall not be less than a majority of its members. Any executive committee member may be removed by resolution of the Board of Directors. Executive committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

ARTICLE X - DIRECTORS MEETINGS

29. **Place of Meeting**: Meetings of Directors may be held at any time and at any place within Ontario.

30. **Notice**: A meeting of directors may be convened by the Chairperson of the Board (if any and if so authorized by special resolution of the Corporation), the Chairperson, the Vice-chair who is a director, or any two directors at any time. The Secretary, when directed or authorized by any such officers or any two directors, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting.

    If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

31. **Time for Notice:** Notice of any meeting of directors shall be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to each director, within five (5) days of the proposed meeting.

32. **Error or Omission in Giving Notice**: No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

33. **Waiver of Notice:** The requirement for notice of any meetings of the members or of the Board of Directors may be waived if all members or directors are in attendance or if those not in attendance have waived in writing their right to notice of the meeting.

34. **Quorum**: A majority of directors in office, from time to time, but no less than seven (7) directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the board of directors where a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the corporation.

35. **Voting**: Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

36. **Telephone Participation**: If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

37. **Mandatory Meeting:** There shall be at least three (3) meetings per year of the Board of Directors.

ARTICLE XI - POWERS OF DIRECTORS

38. **Administer Affairs**: The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, 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.

39. **Expenditures**: The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the Board of Directors may prescribe.

40. **Powers**: The Board of Directors is hereby authorized, from time to time,

a) to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

b) to secure any such bond, debentures or other securities, or any other present of future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the corporation, and the undertaking and rights of the corporation;

c) to negotiate and to administer any collective agreements which it is authorized to negotiate by a resolution of its members; and

d) to appoint employer representatives to Jointly Trusteed Benefit Funds.

41. **Fund Raising**: The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants,

settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

42. **Agents and Employees**: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

43. **Remuneration of Agents and Employees:** Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

ARTICLE XII - INDEMNITIES TO DIRECTORS AND OTHER

44. **Indemnities to Directors and Others:** Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation of any company controlled by it and their 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 corporation, from and against;

a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

c) the Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

ARTICLE XIII - OFFICERS

45. **Officers**: The officers of the Corporation shall be Chairperson, Vice-Chair, Secretary and Treasurer and any such other officers as the Board of Directors may by resolution determine. Any two offices may be held by the same person. None of the said Officers need be directors, nor members of the Corporation, except the Chairperson of the Board.

46. **Election and Appointment**: The Chairperson shall be elected at an annual meeting of members. Officers other than the Chairperson of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.

47. **Term:** The officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

48. **Vacancies**: Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;

b) the appointment of a successor;

c) that officer ceasing to be a director or member, if such is a necessary qualification of appointment;

d) the meeting at which the directors annually appoint the officers of the Corporation;

e) that officer's removal; or

f) that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

49. **Remuneration of Officers**: The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors.

50. **Directors**: All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

ARTICLE XIV - DUTIES OF OFFICERS

51. **Powers and Duties**: All officers shall sign such contract, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:

a) **Chairperson**: The Chairperson shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the Board of Directors. The Chairperson shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of a director.

b) **Vice-Chair**: The Vice-Chair or, if more than one, the Vice-Chair, in order of seniority, shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence or inability or refusal to act of the Chairperson; provided, however, that a Vice-Chair who is not a director shall not preside as chairperson at any meeting of the Board of Directors or of committees of directors, if any, and that a Vice-Chair who is not a director and member shall not, subject to this By-law, preside at any meeting of members;

c) **Secretary**: The Secretary shall give or cause to be given notices for all meetings of the Board of Directors of the executive committee, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers;

d) **Treasurer**: Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided;

e) **Manager**: The Board of Directors may from time to time appoint an Manager and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Manager shall confirm to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

52. **Other Officers:** The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires from them.

ARTICLE XV - COMMITTEES

53. **Committees**: The Board of Directors may appoint or dissolve committees that are necessary for the conduct of the affairs of the corporation whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine the duties, composition, terms of reference and authority of the committees, and may fix by resolution, any remuneration to be paid.

ARTICLE XII - LABOUR NEGOTIATIONS COMMITTEES

54. **ICI Negotiations**: The Board of Directors shall establish a trade ICI bargaining committee comprised of Corporation members who are signatory to the specific collective agreement at issue. The committee shall designate a maximum of two individuals to represent the concerns of members in each round of provincial ICI negotiations. Each trade ICI bargaining committee will determine the priority regional issues of negotiation in consultation with the signatory members.

55. **Ratification**: Ratification of a collective agreement, settlement or any other agreement negotiated by a trade ICI bargaining committee shall be ratified by the Corporation members that are signatory employers to the trade affected by the specific agreement, namely the Carpenter Provincial ICI, the Labourer Provincial ICI or the Operating Engineer Provincial ICI. Ratification shall occur at a special meeting, duly called for that purpose, or the next annual meeting, provided the meeting or the next annual meeting occurs within thirty days of the negotiation. Ratification shall be by a simple majority of votes, and a tie vote shall constitute non-ratification.

56. **Definitions for Labour Negotiations**: For the purposes of negotiations by the Labour Negotiations Committee, the following definitions will apply:

a) **Total Wage Package**: The Total Wage Package includes any or all of the following: The base hourly wage rate, contributions and/ or payments in respect of pension, welfare, vacation pay, training, pre-paid legal, supplementary unemployment benefits and other similar contributions or payments.

b) **Single Total Wage Package**: A wage package based on the same Provincial-wide cents per hour adjustment (or freeze) or a common adjustment expressed as a percentage with the same effective date for adjustments.

c) **Multiple Total Wage Package**: A wage package based on two (2) or more different adjustments in wage and/or different effective dates for wage adjustments.

ARTICLE XVII -EXECUTION OF LABOUR AGREEMENTS

57. **Execution:** Any labour agreement reached by the Corporation shall be executed by the Chairperson and such other duly authorized persons retained, appointed or elected by the Corporation for purposes of negotiating such agreement. Such agreement so signed shall be deemed to be binding upon the Corporation and upon the members of the Corporation for whom they were authorized to negotiate the agreement.

ARTICLE XVIII - EXECUTION OF GENERAL DOCUMENTS

58. **Execution of General Document:** Subject to the aforesaid, all other Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

ARTICLE XIX - AMENDMENT TO BY-LAW (S)

59. **Amendments to By-law(s):** The By-Law(s) of the Corporation may be amended by a two-thirds vote of the membership of the Corporation present at the annual or special meeting. Notice of amendments shall be given in writing to the Board of Directors. Copies of such amendments shall be forwarded to the members at least thirty (30) days prior to the date of the annual or special meeting at which same is to be considered. Amendments may be adopted in their original or in amended form.

ARTICLE XX - BOOKS AND RECORDS

60. **Books and Records**: The directors shall see that all necessary books and records of the corporation required by the By-laws of the corporation or by any applicable statute or law are regularly and property kept.

ARTICLE XXI - CORPORATE SEAL

61. **Seal:** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

ARTICLE XXII - RULES AND REGULATIONS

62. **Rules and Regulations:** The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

ARTICLE XXIII - INTERPRETATION

63. **Interpretation:** In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE XXIV - NOTICES

64. **Service**: Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or director or to the auditor shall be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein, then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

65. **Signature of Notices**: The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

66. **Computation of Time**: Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

67. **Proof of Service**: With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 56 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice of other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

68. **Dissolution:** In the event the affairs of the Association are to be terminated, or on the dissolution of the Association in any manner by law, then after discharge of all Association debts and liabilities, any remaining assets shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada), such as recognized charities, tax exempt institutions or organizations with similar objects that qualify them as tax exempt, non-profit organizations (as designated and determined by the outgoing Board of Directors).

- OTTAWA CLRA BYLAW ORIGINALLY ENACTED on the 12th day of May, 2000.
- FIRST AMENDMENT on the 5th day of December, 2003
- SECOND AMENDMENT on the 27th day of May, 2026

WITNESS the seal of the Corporation.

Chairperson Secretary