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EXTRACT OF MINUTES OF A MEETING OF THE DIRECTORS (COUNCIL)

OF

ONTARIO ASSOCIATION OF GEOGRAPHIC AND ENVIRONMENTAL EDUCATION
(the “**Corporation**”)

At a meeting of the directors of the Corporation held on _____, the following Directors were present, being a quorum of the Board (Currently known as Council):

Motions to be read:

Motions Background	<p>In light of the recent enactment of the Ontario <i>Not-for-Profit Corporations Act</i> (known as “ONCA”), the Board has reviewed and recommended updating our corporate records for the purpose of modernizing and complying with ONCA. Accordingly, the following three documents have been presented for review by the Board:</p> <ol style="list-style-type: none">1. The “Articles of Amendment” attached at Schedule A;2. The updated “By-laws” attached at Schedule B; and3. The “By-law Transition Memorandum” attached at Schedule C.
Motion #1 re. Articles of Amendment	<p>Motion to approve the proposed Articles of Amendment in substantially the form presented to the Board and to submit the same to the officers for signature and to the members for ratification and approval.</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

Motion #2 re. New By-Law and Transition Memorandum	<p>Motion to approve the proposed By-laws and By-law Transition Memorandum, in substantially the form presented to the Board, and to submit the same to the officers for signature and to the members for ratification and approval.</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
Motion #3 New Registered Office	<p>Motion to update the registered office of the Corporation to the following address and submit this update to the membership for approval:</p> <p>Faculty of Education Duncan McArthur Hall 511 Union St., Room B188 Queen's University, Kingston, Ontario, Canada K7M 5R7</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

This document may be executed and delivered by any electronic means, including by email, portable document format (PDF) and DocuSign, which when so executed and delivered shall be an original.

I, Brenda Scarlett, Secretary of the Corporation, hereby certify the foregoing to be a true copy of an extract of minutes of meeting of the Directors of the Corporation held on _____, 2025.

Brenda Scarlett, Secretary

Schedule A

[See attached]

++NOTICE TO READER - THIS IS AN APPLICATION, NOT A CERTIFICATE

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This is the information that will be submitted as your NPPCA - Articles of Amendment and must be signed by the required persons. Please ensure the information is correct before proceeding.

Entity Name: ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL EDUCATION OCN: 506312

Review & Authorization

Corporation Name

✓ Complete

Corporation Name

ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL EDUCATION

Number of Directors

✓ Complete

Set out the number of directors Minimum/Maximum

Minimum Number of Directors 3

Maximum Number of Directors 20

Purposes & Provisions

✓ Complete

Is the corporation a charity, or does it intend to operate as a charity?

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

By deleting the terms, conditions and provisions of the corporation shown in the letters patent dated April 28, 1982 and substituting therefor the following special provisions:

- a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.
- b. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, the corporation's remaining property shall be distributed in the following manner: (i) If at the time of dissolution the corporation is neither defined as, nor deemed to be, a public benefit corporation pursuant to the Not for-Profit Corporations Act, 2010, S.O. 2010, c. 15, then its remaining property shall be distributed to any individuals or entities that may be selected by the board of the corporation; and (ii) If at the time of dissolution the corporation is defined as, or deemed to be, a public benefit corporation pursuant to the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15, then its remaining property shall be distributed to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.
- c. The corporation has one (1) class of members, and each member shall be entitled to one (1) vote at meetings of members.
- d. The registered head office of the corporation shall be in the Province of Ontario, at an address that may be updated in accordance with the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15.

Members Authorization and Requested Date

⚠ Incomplete

The resolution authorizing the amendment was approved by the members of the corporation on: [Not Provided]

Requested Date for Amendment [Not Provided]

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This is the information that will be submitted as your NFFCA - Articles of Amendment and must be signed by the required persons. Please ensure the information is correct before proceeding.

Entity Name: ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL EDUCATION OCN: 506312

Authorization

Required Signatures

I am signing these articles, application for authorization, or notice (as applicable) in accordance with the Not-for-Profit Corporations Act, 2010, regulations and Director's requirements.

I have read the review page(s) showing the information being filed that was generated as part of this electronic filing and authorized this information to be filed.

I acknowledge my agreement to the terms and conditions as a mandatory condition of filing.

Signatory Name: Anne Mansfield, Chair

Signature: _____

Date: _____

Check one of the following:

Incorporator

Director

Officer

Liquidator (applicable only for Notice of Winding Up)

Interested Person (applicable only for Articles of Revival)

The interest of the applicant is: _____ (e.g. Director, Officer, Member)

You must have this document signed by each required signatory.

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This is the information that will be submitted as your NFPAC - Articles of Amendment and must be signed by the required persons. Please ensure the information is correct before proceeding.

Entity Name: ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL EDUCATION OCN: 506312

Authorization

Required Signatures

I am signing these articles, application for authorization, or notice (as applicable) in accordance with the Not-for-Profit Corporations Act, 2010, regulations and Director's requirements.

I have read the review page(s) showing the information being filed that was generated as part of this electronic filing and authorized this information to be filed.

I acknowledge my agreement to the terms and conditions as a mandatory condition of filing.

Signatory Name: Brenda Scarlett, Secretary

Signature: _____

Date: _____

Check one of the following:

Incorporator
 Director
 Officer
 Liquidator (applicable only for Notice of Winding Up)
 Interested Person (applicable only for Articles of Revival)

The interest of the applicant is: _____ (e.g. Director, Officer, Member)

You must have this document signed by each required signatory.

Draft - Not an Endorsed Document

++NOTICE TO READER - THIS IS AN APPLICATION, NOT A CERTIFICATE

Generated on December 05, 2024, 15:36

This is the information that will be submitted as your NFFCA - Articles of Amendment and must be signed by the required persons. Please ensure the information is correct before proceeding.

Entity Name: ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL EDUCATION OCN: 506312

Administrative Information

Official Email: president@oagee.org

An official email address is required for administrative purposes and must be kept current. All official documents or notices and correspondence to the corporation will be sent to this email address.

Note: The official email, activity, and intention to operate as a charity collected only for administrative purposes and appear on this document; they will not appear on the public record or on any search products.

Draft - Not an Endorsed Document

Schedule B

[See attached]

BY-LAW No. 1

Being a general By-law of

ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL EDUCATION

(the "Corporation")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

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Section 1 Interpretation

Section 1.01 Definitions. In this By-law, unless the context otherwise requires:

"**Act**" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

"**Articles**" means the letters patent and supplementary letters patent of the Corporation and includes all articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, dissolution, reorganization, or revival of the Corporation as the same may be restated from time to time.

"**Auditor**" means the auditor of the Corporation or a Person appointed to conduct a review engagement of the Corporation.

"**Board**" means the board of the Corporation.

"**By-law**" means this By-law.

"Chair" means chair of the Board.

"Director" means a director of the Board.

"Entity" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"Executive Committee" has the meaning given in Section 5.12.

"Member" means a member of the Corporation.

"Ordinary Resolution" means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a meeting of the Members of the corporation or the Member's attorney;

"Past Chair" means the Past Chair of the Corporation as appointed pursuant to Section 6.02.

"Person" includes any individual or Entity.

"Recorded Address" means:

- (a) in the case of a Member, their address as recorded in the register of Members of the Corporation;
- (b) in the case of an officer, Auditor, or member of a committee of the Board, their latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act.

"Secretary" means the secretary of the Corporation.

"Special Resolution" means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast or consented to by each Member entitled to vote at a meeting of the Members of the corporation or the Member's attorney.

"Treasurer" means the treasurer of the Corporation.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words

"herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) any reference to gender shall include all genders.

Section 1.03 Reference. Unless the context otherwise requires, references herein: (a) to "Sections" mean the sections of this By-law; (b) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (c) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

Section 1.04 Severability and Precedent. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 2 Members

Section 2.01 Members. Membership in the Corporation shall be available to individuals who are interested in furthering the Corporation's purposes, and who have subscribed to be added as members to the Corporation and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation, and each Member shall be entitled to one (1) vote at such meetings. The Board may set annual dues payable by Members from time to time and require payment by Members annually as a condition of membership. Membership fees paid are not refundable.

Section 2.02 Termination of Membership. A membership in the Corporation is annual, expiring one (1) year after the date of membership purchase. Membership may only be transferred to the Corporation, and is terminated if/when:

- (a) the Member dies or resigns;
- (b) the Member is expelled, or their membership is otherwise terminated or expired in accordance with the Articles or By-laws; or
- (c) the Corporation is liquidated and dissolved under the Act.

Section 2.03 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

Section 2.04 Discipline of Members.

- (a) Upon at least fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership: (i) for violating any provision of the Articles, By-laws, policies of the Corporation, applicable law; and/or (ii) any other conduct that in the reasonable opinion of the Board is detrimental to the Corporation or its Directors, Members, officers, or volunteers.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the Board. The Board shall consider the oral or written submission of the Member before making a final decision regarding disciplinary action or termination of such Member's membership.
- (c) Subject to the Act, the decision of the Board shall be final and binding on the Member without any further right of appeal.

Section 3

Meetings of Members

Section 3.01 Annual Meetings. The annual meeting of the Members for the election of Directors, consideration of the financial statements, report of the Auditor, reappointment or new appointment of the Auditor to conduct a review engagement for the coming year and for the transaction of such other business as may properly come before the meeting, shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

Section 3.02 Special Meetings. Special meetings of Members for any purpose or purposes may be called by the Board. The Board shall also call a special meeting of Members in accordance with the Act on the written requisition of Members carrying not less than 10% of the voting rights (and such requisition must state the business to be transacted at such special meeting and must be sent to each Director and the registered office of the Corporation). If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

Section 3.03 Adjournments. The chair of a meeting may, with the majority consent of any meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members other than by announcement at the meeting that is adjourned, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at

any properly adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 3.04 Notice of Meetings. Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the Auditor, as applicable. Notice of any meeting where special business will be transacted must state the nature of that business in sufficient detail to permit an attendee to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. If the meeting of Members is 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.

Section 3.05 Quorum. A quorum at any meeting of the Members shall be **at least twenty-five (25) Members, of which three (3) must also be on the Executive Committee.** If, however, such quorum is not present or represented at any meeting of the Members, the Members entitled to vote thereat, shall have power, by the affirmative vote of a majority thereof, to adjourn the meeting from time to time, in the manner provided in Section 3.03, until a quorum shall be present or represented. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Section 3.06 Persons Entitled to Attend. The only Persons entitled to attend a meeting of Members are the Members, the Auditor and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other Person(s) may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 3.07 Conduct of Meetings.

- (a) At every meeting of Members, the Chair or, in the Chair's absence or inability to act, one of the Members who is present at the meeting chosen by the Members present and entitled to vote at the meeting, shall act as chair of, and preside at, the meeting. The Secretary or, in the Secretary's absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the Members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting.
- (b) 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 in a way that enables all Persons entitled to attend the meeting to reasonably participate.

Section 3.08 Voting. Business arising at any meeting of Members shall be decided by a majority of votes unless otherwise required by the Act or the By-law, provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands or electronic poll among all Members present;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands or electronic poll has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) the chair of the meeting shall not have a second or casting vote. If there is a tie vote by a show of hands or a written ballot, the motion is lost; and
- (f) whenever a vote by show of hands or electronic poll is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Section 3.09 Resolution in Writing of Members. Subject to the provisions of the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members.

Section 3.10 Absentee Voting. Voting by proxy shall not be permitted.

Section 4 Board of Directors

Section 4.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

Section 4.02 Number of Directors. Subject to any minimum and maximum number of Directors permitted by the Articles, the Board shall be comprised of the fixed number as determined from time to time by Special Resolution or, if the Special Resolution empowers the Board to determine the number, by resolution of the Board.

Section 4.03 Qualifications. In addition to any qualifications required by the Act or Articles, a Director must be a Member at all times throughout such Director's term as a Director.

Section 4.04 Election and Term of Office. The Members shall, by Ordinary Resolution, elect the Directors at the first meeting of the Members and at each succeeding annual meeting of the Members. A Director shall be elected for a term expiring not later than the close of the next annual meeting of Members following such election. Notwithstanding the forgoing, each Director shall hold office until a successor is duly elected or until the earliest of the Director's death, resignation, disqualification or removal.

Section 4.05 Ex Officio. If the Members have appointed a person to the office of Past Chair in accordance with Section 6.02, such person shall be a Director of the Corporation by virtue of such office for so long as such person holds such office.

Section 4.06 Vacancies. The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) a Director ceases to be qualified in accordance with this By-law or the Act or Articles;
- (d) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (e) if at a meeting of the Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office. A Director subject to such removal is entitled to give the Corporation a statement giving reasons for opposing their removal as a Director if a meeting is called for the purpose of removing him or her. The Corporation shall immediately give the Members a copy of the statement.

Section 4.07 Filling Vacancies. A vacancy on the Board shall be filled as follows, and the Directors so-elected shall hold office for the remainder of the unexpired term of the Director's predecessor:

- (a) If the vacancy occurs pursuant to any of Section 4.06(a) to Section 4.06(d) inclusive, a quorum of Directors may fill the vacancy.
- (b) If the vacancy occurs pursuant Section 4.06(e), the Members may fill the vacancy by Ordinary Resolution.

Section 5

Meetings of Directors

Section 5.01 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 time to be named and shall hold no fewer than two (2) meetings per year. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting unless such other notice is required by the Act, including if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the Members any question or matter requiring the approval of the Members;
- (b) filling a vacancy among the Directors;
- (c) updating the fixed number of Directors (if permitted);
- (d) filling a vacancy in the office of Auditor;
- (e) issuing debt obligations except as authorized by the Board;
- (f) approving any annual financial statements;
- (g) adopting, amending or repealing By-laws; or
- (h) establishing contributions to be made, or dues to be paid, by Members.

Section 5.02 Calling of *Ad Hoc* Board Meetings. *Ad hoc* meetings of the Board may be held at such times and at such places as may be determined by the Chair and the Secretary, or at the request of at least two (2) Directors.

Section 5.03 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board, as required, shall be given in the manner provided in Section 9 to every Director at least **three (3) days** before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting; or (b) those Directors who are absent have waived notice of, or otherwise signified their consent to holding, such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting. A notice of meeting of Directors shall specify any matter referred to in Section 5.01(a) through (h) that is to be dealt with at the meeting. The notice of a meeting of Directors held by telephonic or electronic means need not specify a place of the meeting, but 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.

Section 5.04 Telephone or Electronic Meetings. A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.

Section 5.05 Adjourned Meetings. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.06 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called.

Section 5.07 Organization. At each meeting of the Board, the Chair or, in the Chair's absence, another Director selected by the Board, shall preside as the chair of the meeting. The Secretary shall act as secretary at each meeting of the Board. If the Secretary is absent from any meeting of the Board, the individual presiding as chair of the meeting may appoint any Director to act as secretary of the meeting.

Section 5.08 Quorum of Directors. The presence of **a majority of Directors then in office** shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.09 Majority Vote. Each Director shall have one (1) vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to their original vote as a Director.

Section 5.10 Resolutions in Writing. Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.11 Committees of the Board. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities, or to act in an advisory capacity to the Board. Subject to

Section 5.12, the Board shall determine the composition and terms of reference for any such committee, and the Board may dissolve any committee by resolution at any time.

Section 5.12 Executive Committee. The Board shall establish an executive committee comprised of the officers of the Corporation from time to time (the “**Executive Committee**”). The Executive Committee shall hold no fewer than two (2) meetings per year. During intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts as must by law be performed by the Board itself) in such a manner as the Executive Committee shall deem best for the interests of the Corporation and in all cases in accordance with any specific directions have not been given by the Board.

Section 5.13 Persons entitled to attend. The only Persons entitled to attend a meeting of Board are the Directors and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at a Board meeting. Any other Person may be admitted only if invited by the chair of the meeting or with the majority consent of the Directors that are present at the meeting.

Section 6 Officers

Section 6.01 Appointment of Officers. At each annual meeting of the Members, the Members **shall**, from among the incumbent Directors or individuals elected as Directors at such meeting, appoint, by Ordinary Resolution, a Chair, a Secretary and a Treasurer, and the Members **may** designate additional officers of the Corporation, including a Communications Officer, Conferences Officer, Curriculum Officer and Outreach Officer. A Director may be appointed to any office of the Corporation. An officer must be a Director unless this By-law specifies otherwise. Two (2) or more offices may be held by the same individual.

Section 6.02 Past Chair. Upon the cessation of a person’s term as Chair, the Members may, by Ordinary Resolution and with the consent of such person, appoint such person to the officer position of Past Chair. Such individual may hold such office from the date such person ceased being Chair until the date on which such person’s successor as Chair ceases to be Chair, or until they are removed pursuant to these By-laws.

Section 6.03 Description of Offices. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of Corporations similar in organization and business purposes to the Corporation, subject to the control of the Board.

Section 6.04 Term. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) cessation as a Director; or
- (d) death.

Section 6.05 Vacancy in Office. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 7 Conflicts of Interest

Section 7.01 Conflicts of Interest. A Director or officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or 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 make the disclosure required by the Act. Except as provided by the Act, no such Director or officer shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction, and any resolution approving such contract or transaction must be approved in accordance with the Act.

Section 8 Protection of Directors and others

Section 8.01 Limitation of Liability. Every Director and officer of the Corporation in exercising their powers and discharging their duties to the Corporation 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. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 act 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 their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 8.02 Indemnity.

- (a) Subject to Section 8.02(c), the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another Entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other Entity.
- (b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.02(a). The individual shall repay the monies if they do not fulfill the conditions of Section 8.02(c).
- (c) The Corporation shall not indemnify an individual under in Section 8.02(a). unless they (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other Entity for which they acted as a director or officer or in a similar capacity at the Corporation's request; and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in in Section 8.02(a) in such other circumstances as the Act or the 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.

Section 9 Notice

Section 9.01 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a Member, Director, officer, member of a committee of the Board, or to the Auditor shall be sufficiently given if:

- (a) delivered personally to the Person to whom it is to be given or delivered to such Person's address as shown in the records of the Corporation. Such notice is deemed to be delivered once delivered personally;
- (b) mailed to such Person at such Person's Recorded Address by prepaid ordinary or air mail. Such notice is deemed to have been received after the fifth day it was sent;
- (c) sent to such Person by electronic means to the last known email address on the Corporation's books and records. Such notice shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch provided that no message failure response is received by the sender; or
- (d) with respect to meetings of the Members, if notice is enclosed with an issue of the journal of the Corporation which shall have been made available to the membership.

Section 9.02 Updates. The Secretary may change or cause to be changed the Recorded Address of any Member, Director, officer, member of a committee, or the Auditor in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice in the absence of evidence to the contrary. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

Section 9.03 Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board, or the Auditor, where in respect of the non-receipt of any notice by any such Person (where the Corporation has provided notice in accordance with this By-law), 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.

Section 10 **Financial Year and Execution of Documents**

Section 10.01 Financial Year. The financial year of the Corporation shall be determined by the Board.

Section 10.02 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, including cheques, may be signed by:

- (a) any two officers of the Corporation;
- (b) the Treasurer (without the requirement for additional officer signature); or
- (c) the President (without the requirement for additional officer signature).

In addition, the Board may from time to time direct the manner in which and the individual by whom a particular document or type of document shall be executed. Any such individual with signing authority may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

Section 10.03 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer or such officer of the Corporation or other Person as the Board may by resolution from time to time designate, direct or authorize.

Section 11 Amendment and Repeal

Section 11.01 Amendment. Subject to the Articles and the Act, the Board may, by resolution, make, amend or repeal any by-laws. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting of Members at which the by-law, amendment or repeal is submitted to the Members for approval. If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

Section 11.02 Repeal. All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such by-law before its repeal. All officers and Persons acting under the

provisions of this By-law, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

[Signature page follows]

THE OFFICERS BELOW hereby certify the enactment of this By-law in accordance with the terms herein:

Date By-laws approved by the Board: _____

Date By-laws approved by the Members: _____

Name:
Title:

Name:
Title:

Schedule C

[*See attached*]

**ONTARIO ASSOCIATION FOR GEOGRAPHIC AND ENVIRONMENTAL
EDUCATION**

(the “Corporation”)

By-law Transition Memorandum

The following transitional provisions apply in respect of the transition of the Corporation’s By-Laws 87-101 through to 87-104 and the OAGEE Constitution 2015 (collectively the “Legacy By-laws”) to the newly proposed By-Law No. 1 of the Corporation (the “New By-law”) proposed by and approved by the Board of the Corporation on _____, 2025:

Section 1.01 By-Law Transition. All provisions of the New By-law are conditional upon, and shall have no force and effect, until approved by the existing membership of the Corporation. For certainty, the Legacy By-laws shall remain in force until such approval (the date of such member approval being the “Enactment Date”).

Section 1.02 Member Transition. Effective as of the Enactment Date, all existing members of the Corporation pursuant to the Legacy By-laws (including all “Regular”, “Subscription” and “Student” members), shall be the sole membership of the Corporation in accordance with the New By-law.

Section 1.03 Board Transition. Effective as of the Enactment Date, all members of “the Council” pursuant to the Legacy By-laws shall become the Directors of the Board in accordance with the terminology in the New By-law.

Section 1.04 Officer Transition. Effective as of the Enactment Date, the following officer roles shall be transitioned from the Legacy By-laws to the New By-law:

Legacy By-Laws	New By-law
President	Chair
Past President	Past Chair
Secretary	Secretary
Treasurer	Treasurer
VP of Communication	Communications Officer
VP of Curriculum	Curriculum Officer
VP of Conferences	Conferences Officer
VP of Outreach	Outreach Officer

EXTRACT OF MINUTES OF A SPECIAL MEETING OF THE MEMBERS
OF
**ONTARIO ASSOCIATION OF GEOGRAPHIC AND ENVIRONMENTAL
EDUCATION**
(the “Corporation”)

At a meeting of the Members of the Corporation held on _____, the following Members were present, being a quorum of membership:

Attendance:

Motions to be read:

Motions Background	<p>In light of the recent enactment of the Ontario <i>Not-for-Profit Corporations Act</i> (known as “ONCA”), the Board has reviewed and recommended updating our corporate records for the purpose of modernizing and complying with ONCA and has presented the membership with “Articles of Amendment”, “By-laws”; and a “By-law Transition Memorandum” as well as a request to change the registered office of the Corporation.</p>
Motion #1 re. Articles of Amendment	<p>Motion to ratify, approve, and adopt the proposed Articles of Amendment in substantially the form presented to the Members.</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No (2/3 of votes required)</p>
Motion #2 re. New By-Law and By-Law Transition Memorandum	<p>Motion to ratify, approve, and adopt the proposed By-Laws and By-law Transition Memorandum in substantially the form presented to the Members without modification.</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No (2/3 of votes required)</p>
Motion #3 re. Fixing the Number of Directors	<p>Motion to empower the Board to determine and fix the number of directors of the Corporation from time to time.</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No (2/3 of votes required)</p>

Motion #4 re. Change in Registered Office	<p>Motion to update the registered office of the Corporation to the following address:</p> <p>Faculty of Education Duncan McArthur Hall 511 Union St., Room B188 Queen's University, Kingston, Ontario, Canada K7M 5R7</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No (2/3 of votes required)</p>
Motion #5 re. Execution of Documents	<p>Motion to authorize and empower the officers of the Corporation to execute all documents on behalf of the Corporation and to take all such further actions as they or any one of them deem necessary or desirable to carry out the full intent and purposes of the foregoing resolutions.</p> <p>Motioned by: _____</p> <p>Seconded by: _____</p> <p>Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

[Execution page follows]

This document may be executed and delivered by any electronic means, including by email, portable document format (PDF) and DocuSign, which when so executed and delivered shall be an original.

I, Brenda Scarlett, Secretary of the Corporation, do hereby certify the foregoing to be an extract of a special meeting of the members of the Corporation on the date first above written.

Brenda Scarlett, Secretary

EXTRACT OF MINUTES OF A MEETING OF THE DIRECTORS
OF
**ONTARIO ASSOCIATION OF GEOGRAPHIC AND ENVIRONMENTAL
EDUCATION**
(the “Corporation”)

At a meeting of the directors of the Corporation held on _____, the following Directors were present, being a quorum of the Board:

Motions to be read:

Motions Background	Whereas the membership has provided the Board with the power to fix the number of Directors from time to time
Motion #1 re. No. of Directors	Motion to fix the number of Directors at _____. Motioned by: _____ Seconded by: _____ Passed? <input type="checkbox"/> Yes <input type="checkbox"/> No

This document may be executed and delivered by any electronic means, including by email, portable document format (PDF) and DocuSign, which when so executed and delivered shall be an original.

I, Brenda Scarlett, Secretary of the Corporation, hereby certify the foregoing to be a true copy of an extract of minutes of meeting of the Directors of the Corporation held on _____
_____.

Brenda Scarlett, Secretary