

Ontario Geothermal Association  
By-Laws Revision, October 12, 2011

**A by-law relating generally to the conduct of the affairs of  
ONTARIO GEOTHERMAL ASSOCIATION**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of **ONTARIO GEOTHERMAL ASSOCIATION** (hereinafter called the Corporation) as follows:

1. **DEFINITIONS.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
  - (a) **Board of Directors** means the board of directors of the Corporation as the same may be elected from time to time;
  - (b) **By-law** means any by-law (bylaw) of the Corporation from time to time in force and effect;
  - (c) words importing the singular number only shall include the plural and vice versa; words importing the feminine shall include the masculine and neuter genders and vice versa;
  - (d) 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.

**PRINCIPAL OFFICE**

2. The Corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**ROBERTS RULES OF ORDER**

3. **ROBERTS RULES OF ORDER.** The latest version of Roberts Rules of Order shall be constituted to be the authority and rules governing the organization, unless otherwise demonstrated in these Bylaws.

**CONDITIONS OF MEMBERSHIP**

4. **CLASSES OF MEMBERS.** The membership of the Corporation shall consist of two classes: voting members and non-voting members. Any individual, corporation or partnership may belong to only one class of membership only.
5. **VOTING MEMBERS.** Any individual, corporation or partnership may become a voting member of the Corporation on such terms and conditions as may be determined by the Board of Directors from time to time. The Board of Directors shall also determine the period of time during which each voting member shall continue as a voting member of the Corporation.
6. **NON-VOTING MEMBERS.** Any individual, corporation or partnership may become a non-voting member of the Corporation on such terms and conditions, as may be determined by the Board from time to time. The Board of Directors shall also determine the period of time during which each non-voting member shall continue as a non-voting member of the Corporation.
7. **WITHDRAWAL OF MEMBERS.** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation, and lodging a copy of the same with the Secretary of the Corporation.

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- 8. VOTING RIGHTS.** Each voting member present at a meeting shall have the right to exercise one vote. Non-voting members shall have no voting rights. A voting member may, by means of a written proxy, appoint a proxy holder to attend and act at any specific meeting of voting members, in the manner and to the extent authorized by the proxy. A proxy holder must be a voting member of the Corporation.
- 9. MEMBERSHIP NON-TRANSFERABLE.** Membership shall be non-transferable.
- 10. MEMBERSHIP CATEGORIES.** Members shall only be permitted to belong to one category; however the board of directors may approve the change of a member from one category to another, upon renewal of membership. The corporation shall have the following categories of members:
- A. **Companies and Professionals: Installers, Drillers, Designers, Engineers, Architects** – Voting members
    - 1-3 people: - 1 vote (principal)
    - 4-10 people: - 2 votes (principal + 1)
    - Over 10 people: - 3 votes (principal + 2)
  - B. **Ontario Manufacturers, Distributors and Suppliers** – Voting members
    - 1-3 people: - 1 vote (principal)
    - 4-10 people: - 2 votes (principal + 1)
    - Over 10 people: - 3 votes (principal + 2)
  - C. **Government Agencies, Utility Companies and other Patrons** – Voting members
    - - 1 vote (representative)
  - D. **Providers of Specialized Services** – Non voting members
  - E. **Educational Institutions, Students and Retired Professionals** – Non voting members
  - F. **Professional Associations** – Non voting members
  - G. **Honorary Members** – Non voting members
- 11. MEMBERSHIP FEE.**
- Membership fees are subject to applicable taxes.
  - The voting and non-voting members are required to renew their membership annually.
  - Should fees not be paid within 60 days from issuance, the membership may be cancelled.
  - Honorary members will be invited by the Board of Directors to become members. Their membership invitation will be reviewed annually.
  - The Board of Directors shall decide upon a MEMBERSHIP CATEGORIES AND FEES SCHEDULE annually, before the fiscal year end.
  - Membership period is identical with the fiscal year of the Corporation.

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**MEETINGS OF VOTING MEMBERS**

12. **ANNUAL MEETINGS**. An annual meeting of the voting members of the Corporation shall be held at least once in each calendar year and not more than eighteen (18) months after holding of the last preceding annual meeting.
13. **PLACE OF MEETINGS**. The annual or any other general meeting of the voting members shall be held at the head office of the Corporation, or at any place as the Board of Directors may determine and on such day and at such time as the said directors may appoint.
14. **CALLING SPECIAL GENERAL MEETINGS**. The Board of Directors, the President, the Chair, the Executive Director/s or the Vice-Chair shall have the power to call, at any time, a general meeting of the voting members of the Corporation. The Board of Directors shall call a special general meeting of the voting members on written requisition of voting members carrying not less than 5% of the voting rights.
15. **BUSINESS OF ANNUAL MEETING**. At every annual meeting, in addition to any other business that may be transacted, the report of the president, executive director, the financial statement and the report of the auditors shall be presented. As well, auditors may be appointed for the ensuing year. The voting members may consider and transact any business either special or general at any meeting of the members.
16. **QUORUM**. Fifteen (15) voting members present at the meeting will constitute a quorum for the annual general meeting.
17. **NOTICE**. Fourteen (14) days written notice by mail shall be given to each voting member of any annual or special general meeting of voting members. Notice of any meeting should contain sufficient information to permit the voting members to form a reasoned judgment on the decision to be taken. Notice of each meeting of voting members must remind the voting member of the right to vote by proxy. Non-voting members shall have no right to receive notice of any meeting. For purposes of sending notice to any voting member, director or officer for any meeting or otherwise, the address of the voting member, director or officer shall be his or her last address reported on the books of the Corporation. E-mail notices are acceptable, as well.
18. **MEETING WITHOUT NOTICE**. A meeting for voting members may be held for any purpose at any date and time, and at any place within Canada without notice, if all the voting members are present in person, or represented by proxies at the meeting, or if all the absent voting members entitled to notice of such meeting have signified their assent in writing to such meeting being held. Such assent may be validly given either before, or after the meeting to which such assent relates.
19. **OMISSION OF NOTICE**. No error or omission in giving notice of any annual or general meeting to any voting member of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat. Any voting member may at any time waive notice of any such meeting and may ratify, approve and confer any, or all proceedings taken or had thereat.
20. **VOTES**. Every question submitted to any meeting of voting members shall be decided in the first instance by a majority of votes, unless the Act or these by-laws otherwise provide. In the case of an equality of votes the chairperson shall have a casting vote.
21. **POLLING**. A declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of those recorded in favor, or against the motion, unless a poll is demanded.

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22. **CHAIR OF MEETINGS.** If the position of Chair of the association is not assigned, the President shall act as chairperson of all meetings. In the absence of the President, the Vice-President shall act as chairperson of the meeting; the voting members shall choose another director as chairperson of the meeting. In the absence of all the above, the board will chose a new Chair for the meeting.
23. **ADJOURNED MEETINGS.** The chairperson may, with the consent of any meeting, adjourn the same from time to time to a fixed time and place. No notice of the time and place for the holding of the adjourned meeting need be given to the voting members. Any business may be brought before or dealt with at the original meeting.

**BOARD OF DIRECTORS**

24. **POWERS OF DIRECTORS.** The Directors may administer or delegate the affairs of the Corporation in any, or 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. They may exercise all such other powers and do such other acts and things, as the Corporation is authorized to exercise and do. The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time, and may delegate expenditures to the Treasurer, Executive Director or Executive Committees.
25. **NUMBER AND QUALIFICATIONS.** From and after the first annual meeting, the property and business of the Corporation shall be managed by a board of not less than five (5) and not more than thirteen (13) directors. Directors must be individuals, eighteen (18) years of age or older, with power under law to contract. Directors must be voting members of the Corporation.
26. **COMPOSITION OF THE BOARD OF DIRECTORS.** The Board of Directors shall be comprised of voting members, with the membership fee paid in full, elected by the voting members at the annual meeting or by a designated composition formula approved by the Board of Directors.
- 50% plus 1 of the OGA Board must be Installer and Drilling Companies from Category A.
- The Board of Directors shall not have more than one representative from any one company (this includes individuals or businesses that have long term contractual working arrangements for financial remuneration with that company).
27. **REPLACEMENT OF DIRECTORS.** If any Director is unwilling or unable to act as a Director of the Corporation, the voting members shall, at the next meeting of directors, elect a replacement representing the same interest as the Director who ceased to act as a Director of the Corporation.
28. **ELECTION.** Directors may be elected at the annual meetings by the voting members on a show of hands or by ballot.
29. **TERM OF OFFICE.** Board directors elected at annual meetings shall be elected for a two (2) year term. Half of the positions shall be deemed vacant, voting taking place for a 2 year term.
30. **EXPIRY OF TERM.** At the annual meeting upon which a director's term expires, the director shall retire. Every retiring director shall remain in office until a successor is duly elected. Every retiring director shall be eligible for re-election.
31. **VACATION OF OFFICE.** The office of a director shall be automatically vacated:

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- (a) if the director resigns the office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the director is found by a court to be mentally incompetent or incapable of managing his or her affairs;
- (c) if the director becomes bankrupt, or suspends payment or compounds with his or her creditors;
- (d) if at a Special General Meeting of voting members a resolution directing the removal of the director is passed by the vote of two-thirds (2/3) of the voting members present at the meeting. Notice to the voting members of at least five (5) signifying the intent to pass such a resolution is a condition precedent to the validity of such resolution; and
- (e) on death;

Provided that if any vacancy shall occur for any reason, the Board of Directors may, by majority vote, identify a replacement individual to fill such vacancy, who shall represent the same interest as the director ceasing to act. A director appointed to fill such vacancy will remain in office for the remainder of the original director's term.

- 32. REMOVAL OF DIRECTORS.** If any elected member of the Board of Directors is absent without reasonable cause for more than two consecutive meetings of the Board of Directors, such director shall, unless otherwise specified by the Board of Directors, be removed as a director of the Corporation.
- 33. REMUNERATION OF DIRECTORS.** Directors shall not receive remuneration except in respect of services provided to the Corporation in a capacity other than as a director. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to precluding any director from serving the Corporation as an officer, or in any other capacity in receiving compensation therefore.

### **POWERS OF DIRECTORS**

- 34. POWERS.** The Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the Corporation. Those powers or acts which are by the by-laws, or any special resolution of the Corporation, or by statute expressly directed or required to be done by the Corporation at a general meeting of voting members may not be exercised by the Board of Directors. No officer, director or other person will have the power to overrule or direct Board of Directors' decisions on matters conferred upon the Board of Directors by the by-laws or in any other way effectively fetter the discretion of the Board of Directors.
- 35. POWER TO EMPLOY.** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.
- 36. FIXING REMUNERATION.** The Board of Directors may fix a reasonable remuneration for all officers, agents, employees or Committee members.
- 37. FINANCIAL POLICY.** The Board of Directors will develop policy to reflect financial authority at Executive and Executive Director levels.

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**MEETINGS OF THE BOARD OF DIRECTORS**

- 38. ANNUAL MEETINGS.** There shall be at least one (1) meeting of the Board of Directors per year. Meetings of the Board of Directors shall be held at such time and place as is determined by the directors.
- 39. NOTICE.** Notice of such meeting shall be given at least five (5) working days, by means other than mail, prior to the meeting. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such meeting or make void any proceeding taken thereat. Any director may at any time waive notice of any such meeting and may ratify and confirm any or all proceedings taken or had thereat.
- 40. QUORUM OF DIRECTORS.** A majority of the board of directors shall constitute a quorum for the transaction of business.
- 41. VOTING.** Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided in the first instance by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a casting vote as chairperson only.
- 42. DEEMED TO ASSENT.** Any director absent from a directors' meeting will be deemed to have assented to all business conducted at that meeting, unless a contrary intention is expressed within a reasonable time after the minutes of such meeting are made available.
- 43. TELEPHONE MEETINGS.** Directors may participate in a meeting of the Board of Directors or any Committee of the Board of Directors by a conference telephone or other communication device, provided all persons participating in the meeting are able to hear each other simultaneously and instantaneously. Approval to hold such meetings must be given by all directors generally, or in respect of each particular meeting. A director participating in such a meeting by such means is deemed to be present at the meeting.
- 44. QUALIFICATION OF THE OFFICERS OF THE CORPORATIONS.** The Officers of the Corporation shall be a President, Vice-President, Chair, Vice Chair, Secretary, Treasurer, the Executive Director and any such other officers as the Board of Directors may determine. Any two (2) offices may be held by the same person. Officers must be a director and a voting member, except the Executive Director.
- 45. ELECTION AND APPOINTMENT.** The President, Vice-President, Chair and Vice-Chair shall be elected at the first meeting of the Board of Directors following the annual meeting of voting members in which the directors are elected. Officers other than the Chair shall also each be elected by resolution/motion of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of voting members in which the directors are elected.
- 46. REMOVAL OF OFFICERS.** Officers shall be subject to removal by resolution of the Board of Directors at any time.
- 47. PRESIDENT AND CHAIR.** The President and Chair shall share the following responsibilities:
- (a) preside at all meetings of the Board of Directors;
  - (b) be the spokesperson for the Board of Directors, unless the Board of Directors has otherwise authorized someone else to speak;
  - (c) report to each annual meeting of the voting members of the Corporation concerning the operations of the Corporation;
  - (d) represent the Corporation at public or official functions;
  - (e) perform such other duties as may from time to time be determined by the Board of Directors; and
  - (f) be a member ex-officio of all committees of the Board of Directors.

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- 48. VICE-PRESIDENT AND VICE-CHAIR.** The Vice-President and Vice-Chair shall, in the absence or disability of the President and Chair, perform the duties and exercise the powers of the President and Chair and shall perform such other duties as shall from time to time be specified by the Board of Directors.
- 49. SECRETARY.** The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the voting meetings and of the Board of Directors.
- 50. TREASURER.** The Treasurer of the Corporation shall:
- (a) be custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Canada Revenue Agency and any other applicable legislation;
  - (b) submit a year-end financial statement at each annual meeting of the Corporation indicating the financial position of the Corporation at the close of the proceedings year; and
  - (c) the Treasurer may delegate to employees of the Corporation those duties that he or she considers appropriate to delegate, and that he or she is allowed by law to delegate.
- 51. OTHER OFFICERS.** More officers may be added. 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 of them.

**DIRECTORS AND OFFICERS OBLIGATIONS**

- 52. DUTY OF GOOD FAITH.** Every director and officer of the Corporation shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Corporation. In connection therewith, the directors and officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances. They shall be governed by a ***Code of Conduct*** in addition to these by-laws as adopted and revised from time to time by the Board of Directors.
- 53. CONFLICT OF INTEREST.**
- (a) Any director who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Corporation shall declare his or her interest in the contract or transaction at a meeting of the Board of Directors.
  - (b) In case of a proposed contract or transaction, the director shall declare his or her interest at the meeting of the Board of Directors, at which the question of entering into the contract or transaction is first taken into consideration, or if he or she is not present at such a meeting, then at the first Board of Directors meeting held thereafter, at which he or she is present. If the Director is not, at the date of that meeting, interested in the proposed contract or transaction, he or she shall make the declaration at the first Board of Directors meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the director becomes interested in a contract or transaction after it is made, the director shall declare his or her interest at the first Board of Directors meeting held after he or she becomes interested.
  - (c) Directors, their families and their companies shall not enter into any proposed contract or transaction with the Corporation except:
    - (1) On a competitive-bid basis or other similar basis in writing; and

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- (2) Where the director has declared any interest therein, and where he has absented himself from the meeting and where he has refrained from voting thereon.
- (d) Directors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.
- (e) Any director who has declared an interest in any proposed contract or transaction or other financial interests with the Corporation which is being discussed shall absent him or herself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

**INDEMNITIES TO DIRECTORS AND OTHERS**

- 54. INDEMNIFICATION.** Every director or officer of the Corporation and every member of a committee of the Corporation and their heirs, executors and administrators shall be indemnified and saved harmless, by the Corporation from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or Committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her 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 or 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 or her own willful neglect or fault.

The indemnity herein before provided for shall be applicable only if the director, officer or committee member of the Corporation acted honestly and in good faith, with a view to the best interests of the Corporation and in the case of a criminal or administrative action, or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

- 55. AUDITORS.** The voting members shall at each annual meeting appoint an auditor (internal or external) to review the accounts of the Corporation for report to the voting members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor.

**STANDING COMMITTEES**

- 56. STANDING COMMITTEES.** The Board of Directors may establish such Standing Committees from time to time, as they deem necessary. The Board of Directors shall establish and alter the duties of the Standing Committees, and appoint or remove Standing Committee members as necessary.

**SPECIAL COMMITTEES**

- 57. SPECIAL COMMITTEES.** The Board of Directors may appoint Special Committees from time to time, as deemed necessary to carry out the objectives of the Corporation, or to advise the Board of Directors. The Board of Directors shall prescribe the duties of such Special Committees and appoint or remove Special Committee members as necessary.

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**EXECUTION OF DOCUMENTS**

58. **EXECUTION OF DOCUMENTS.** Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) officers. 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, or a director, or directors 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 stocks, bonds and other securities of the Corporation.

**MINUTES OF THE BOARD OF DIRECTORS**

59. **MINUTES.** The minutes of the Board of Directors, or the minutes of any committee thereof shall be available to the voting members of the Corporation, upon request.
60. **AMENDMENT OF BY-LAWS.** The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said by-law.

**BOOKS AND RECORDS**

61. **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 produced and properly kept.
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 voting members of the Corporation, when they shall be confirmed. Such rules and regulations shall cease to have any force and effect from the date of the annual meeting of the voting members of the Corporation, at which the voting members fail to confirm such rules and regulations.

**FISCAL YEAR**

63. **FISCAL YEAR.** Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be May 31<sup>st</sup>.
64. **DISSOLUTION OF CORPORATION.** It is specially provided that in the event of dissolution or winding-up of the Corporation all it's remaining assets after payment of it's liabilities shall be distributed to one or more not-for-profit corporations with similar goals and objectives, or as designated by the Board of Directors.

*End of By-Laws, as revised on October 12, 2011*

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Brian Beatty, President

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Gabriela Grigoriu, Secretary-Treasurer