

## **By-Law No. 1**

### **1. Definitions**

In this by-law, 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 or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an Officer of the Corporation.

### **2. Head Office**

The head office of the Corporation shall be ????? (cannot be a post office box)

### **3. Board of Directors**

#### **a. Number**

The affairs of the Corporation shall be managed by a Board consisting of a minimum of nine (9) and a maximum of fifteen (15) Directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws of the Corporation or by statute expressly directed or required to be done by the Corporation at general meetings of the members.

**b. Qualifications**

Each Director, at the time of his election and throughout his term of office, shall be a member of the Corporation.

**c. Term of Office**

**The Directors shall be elected by the Members at the annual meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed**

**Commented [1]:** This doesn't align with our practice of asking Directors to serve terms of 3 years. Let's consider amending this to align with our practice.

**d. Vacation of Office**

The office of a Director may be vacated: If he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent; If he is found to be a mentally incompetent person or becomes of unsound mind; If by notice in writing to the Corporation, he resigns his office, provided that such resignation shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Corporation; If he ceases to meet any of the requirements specified herein to be an ordinary member of the Corporation. The determination of the Board of Directors as to the existence of any of the above- mentioned situations shall be conclusively binding upon all the interested parties thereto.

**e. Removal**

The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term.

**f. Vacancies**

Vacancies in the Board may be filled either by the members at a general meeting called for the purpose or, by the remaining Directors if constituting a quorum; otherwise, such vacancies shall be filled at the next meeting of the members at which Directors are elected.

**4. Quorum and Meetings, Board of Directors**

Six (6) of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such a place or places as it may from time to time determined. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified by waiver of notice that they consent to the meeting being held in their absence. A meeting of Directors may be called by the President or any Vice-President or by the Secretary on direction of the

President or any Vice-President or by the Secretary on direction in writing of any two Directors. Notice of meetings of Directors shall be delivered personally, telephoned, or sent by email or other electronic means to each Director not less than 48 hours before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation.

#### **5. Errors in Notice, Board of Directors**

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### **6. Voting, Board of Directors**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote.

#### **7. Remuneration of Directors**

The Directors shall receive no 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 and professional fees may be paid to a Director who acts as counsel or solicitor to the Corporation or otherwise serves it in a professional capacity.

#### **8. Participation in Meetings**

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

## 9. Protection of Directors

Every Director or officer of the Corporation and his 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:

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

No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipts or act for conformity or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, damage or misfortune whatever, which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or willful default.

## 10. Officers of the Corporation

**The Board shall appoint from among the Directors a Chair** and may appoint any other person to be president, vice-president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person.

The Board may appoint such other Officers and agents as it deems necessary. Officers shall have such authority and shall perform such duties as the Board may

prescribe from time to time and set out in the Policies of the Corporation

#### **11. Conflict of Interest**

**A Director 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 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.**

#### **12. Honourary Positions**

The Board of Directors, from time to time and whenever they shall so desire, may appoint any person to the position of an honorary officer, director or member of the Corporation and may specify the duration of said appointment and any other restrictions or conditions relating thereto. In default of specifying the duration of the appointment, it shall be deemed to be for the life of the person so appointed.

#### **13. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. **Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.**

#### **14. Membership**

Membership in the Corporation shall consist of individuals interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

Membership levels are set from time to time by the Board and approved by the Members at the annual meeting of the Members. Dues may vary according to the

applicable level of membership

### 15. Dues

The Secretary shall notify the members of the dues or fees at any time payable by them, and, if any are not paid within sixty (60) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by a vote of the Board of Directors.

### 16. Disciplinary Actions and Termination of Membership

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

### 17. Community

The Corporation shall draw its membership in general from the islands and shoreline of the Township of The Archipelago, but shall not be restricted thereto.

### 18. Annual Meeting of the Members

**The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements and other financial information required by the By-laws or articles.**

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;

**Commented [2]:** Is there a minimum number of voting members that must be present at the AMM like there is for a special meeting?

- d. election of Directors; and
- e. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

#### **19. Special Meetings of the Members**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition.

#### **20. Notice**

**Not less than 10 days written notice of any annual or special Members' meeting shall be given to each Member. Notice for the Annual Meeting shall be posted in the Corporation's yearly Membership Directory and on the Corporation's website. Notice of a Special Meeting of the Members will be sent to each member's last known email address and posted on the Corporation's website. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.**

#### **21. Error or Omission in Notice**

No error or omission in giving notice of any annual or special meeting of the Members or any adjourned meeting, whether annual or special, of the Members shall invalidate such meeting or make void any proceedings taken thereat 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.

#### **22. Adjournments**

Any meetings of the Corporation or any meetings of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting for which such adjournment took place. No notice shall be

required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **23. Quorum of Members**

A quorum for the transaction of business at any meeting of members shall consist of not less than thirty (30) members present or represented by proxy; provided that in no case can any meeting be held unless there are ten (10) members present in person.

### **24. Voting of Members**

Subject to the provisions, if any, contained in the Articles of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and each member may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by the Act. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible as evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed to be the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

### **25. Chair of the Member's Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair,



the Members present shall choose one of their number to chair the meeting.

## **26. Financial Year**

Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

## **27. Banking**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

## **28. Committees**

Committees may be established by the Board as follows:

- a. The Board may appoint from their number an executive committee of Directors and may delegate to the executive committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary. The Board shall determine the composition and terms of reference for any such committee. The Board may remove any member of any such committee or dissolve any committee by resolution at any time.

### **29. Adoption and Amendment of Bylaws**

This Bylaw may be amended by a majority vote of the Board and the Members.

### **30. 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 and the feminine gender, as the case may be and vice versa, and reference to persons shall include firms and corporations.

### **31. Severability and Precedence**

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-laws 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.

### **32. Repeal**

All previous Bylaws are hereby repealed and replaced with this Bylaw 1 and Bylaw 2.

Such repeal shall not affect the previous operation of any previous By-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles of the Corporation obtained pursuant to any such By-law prior to its repeal. All resolutions of Members of the Board acting under any previous By-law so repealed will have continuing effect except to the extent of being inconsistent with this By-law and until otherwise amended or repealed.

## By-Law No. 2

### Borrowing of Money

1. In addition to and without limiting such other powers which the Corporation may by law possess, the Directors of the Corporation may from time to time with authorization from the members:
  - a. borrow money on the credit of the Corporation;
  - b. issue, sell or pledge securities of the Corporation; and
  - c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

**Commented [3]:** Should we consider a limit to what can be borrowed without requiring member approval?

The word securities as used in this paragraph means bonds, debentures, debenture stock or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not. The Expression "property of the Corporation" includes both present and future property of the Corporation.

2. The Directors may from time to time authorize any Director or Directors, officer or officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.
3. The Directors may from time to time authorize any Director or Directors, officer or officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to sign execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Corporation.

4. The powers hereby conferred shall be deemed to be in supplement of, and not in substitution for, any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing by-law.