

By-Law No.	By-Law – NOTE: These By-Laws were revised and approved at the AGM of June 7, 2013 and June 25, 2014.
1	Head Office - The Head Office of the Corporation shall be in the City of Brockville, in the County of Leeds, in the Province of Ontario, and at such place therein as the directors may from time to time determine.
2	Seal - The Seal, and impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.
3	Board of Directors - The affairs of the Corporation should be managed by a board of nine directors, each of whom at the time of his or her election of within ten (10) days thereafter and throughout his or her three (3) year term, shall be a member of the Corporation. The election may be a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass resolution is given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his/her term.
4	Vacancies, Board of Directors a) If a vacancy arises on the board during the year, the remaining directors may appoint a member at large, if they see fit to do so, to fill the vacancy for the remainder of the fiscal year. b) All other vacancies on the board shall be filled at the annual general meeting by a vote of the membership present or by proxy. Candidates for such vacancies will be brought forward at the annual general meeting: i. by a Nominating Committee that consists of one director and two members at large; and/or ii. by nominations from members present or by proxy.
5	Quorum and Meetings, Board of Directors - a) A majority of the directors shall form a quorum for the transaction of business. b) Except as otherwise required by law, the board shall hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. c) Notice of such meetings shall be telephoned or emailed to each director not less than four days before the meeting is to take place or shall be mailed to each director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. d) Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. e) The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board. Meetings of the board are open to members but only directors may vote. Members are only permitted to participate in a discussion when invited to do so by the board. A majority of the directors present may request an 'in camera' discussion which will be open to directors only.
6	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.
7	Voting, Board of Directors - a) Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. b) In case of an equality of votes, the question is deemed defeated. c) A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution unless so requested by the directors.
8	Powers - The powers and duties of the board include: a) promoting membership in the Corporation;

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	b) maintaining and protecting the Corporation's assets and property; c) approving all contracts for the Corporation; d) approving an annual budget for the Corporation; e) paying all expenses for operating and managing the Corporation; f) investing any extra monies; g) maintaining all accounts and financial records of the Corporation; and h) approving legal counsel as necessary.
9	Remuneration of Directors - The directors shall receive no remuneration for acting as such.
10	Officers of the Corporation - a) There shall be a President, Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. b) One person may hold more than one office except the offices of President and Vice-President. c) The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors. In default of such an election, the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of a written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.
11	Duties of the President and Vice-President - The President shall: a) Chair all meetings of the members of the Corporation and of the board of directors; b) be charged with the general management and supervision of the affairs and operations of the Corporation; and c) with the Secretary or other officer appointed by the board for the purpose, sign all by-laws. The Vice President shall: d) Exercise the duties and powers of the President during the absence or inability of the President and during the absence or inability of the Vice-President, the directors will elect any other director for this purpose; and perform other duties as from time to time the board may assign.
12	Duties of the Secretary - The Secretary shall: a) attend all meetings of the Corporation and of the board and keep accurate minutes of these meetings; b) make sure all notices of various meetings are sent; c) make sure a record of names and addresses of all members of the Corporation is kept up to date; d) be the custodian of the seal of the Corporation and of all goods, papers, records, correspondence, contracts and other documents belonging to the

Corporation which he/she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution; and

perform other duties as from time to time the board may assign.

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Duties of the Treasurer

The Treasurer (or person performing the usual duties of a Treasurer) shall:

- a) keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- b) deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated

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- c) **by the board of directors;**
- d) **disburse the funds of the Corporation under the direction of the board of directors and not without supporting third party documentation;**
- e) **present monthly reconciliations of the bank to the board;**
- f) **make sure a detailed account of revenues and expenditures is presented to the board as requested;**
- f) **present the statement of financial position and the statement of earnings at the annual general meeting; and**

perform such other duties as may from time to time be determined by the board of directors.

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Duties of Other Officers - The duties of all other officers or the Corporation shall be such as the terms of their engagement call for or the board of directors requires them.

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Execution of Documents –

- a) Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary or Treasurer, and the Secretary shall affix the seal of the Corporation to such instruments as required.
- b) Contracts in the ordinary course of the Corporation's operations may not be entered into on behalf of the Corporation unless authorized by a resolution of the board.
- c) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors must direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Corporation may or shall be executed by resolution of the board.

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Books and Records - The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

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Membership –

- a) There are six categories of membership: Life Member, Benefactor, Patron, Donor, Adult, and Student.
 - i. To become a Life Member, an individual must
 - 1. have been a member of the Corporation for a minimum of ten consecutive years;
 - 2. be nominated at the discretion of the board for outstanding service to the Corporation; and
 - 3. appointed at a meeting of the members.
 - ii. To become a Benefactor, Patron, Donor, Adult or Student - an individual, corporation, or partnership must pay the annual membership fees for the respective level of membership as determined by the board.
- b) Each member in good standing shall be entitled to one vote, in person or by proxy, on each question arising at any special or general meeting of the members.
- c) Each member shall promptly be informed by the Secretary of his/her admission as a member.

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Annual and Other Meetings of Members –

- a) The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario and on such day as the board of directors may determine.
- b) A meeting of the members of the Corporation may be called at any time by
 - i. a resolution of the board;
 - ii. on the written request of at least 1/3 (one- third) of the voting members;
 - iii. by the President or Vice-President.
- c) Neither public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of the meeting shall

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be given to each member by sending the notice by prepaid mail or email, ten days before the time fixed for the holding of such meeting.

- d) **The Annual General Meeting deals with the following matters:**
 - i. **adopting the agenda;**
 - ii. **adopting the minutes of the last Annual General Meeting;**
 - iii. **considering the report of the directors**
 - iv. **reviewing the financial statements;**
 - v. **appointing the auditors whose remuneration will be fixed;**
 - vi. **electing the board of directors;**
 - vii. **any business either special or general that the members wish to transact, no notice of which is required.**
 - viii. **other business as may be determined by the board.**

General meetings of the Corporation are open to the public. A majority of the members present or by proxy may ask any persons who are not members to leave.

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Error or Omission in Notice - No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting 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. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

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Adjournments - Any meetings of the Corporation or 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 from 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.
21	Quorum of Members - A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen members present in person or represented by proxy; provided that in no case can any meeting be held unless there are ten members present in person.
22	Voting of Members - a) Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he/she may vote by proxy. The proxy holder need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. b) 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 law. Every question shall be decided in the first instance by a show of hands, unless a ballot is demanded by any member. c) The President or Chairperson declares a resolution carried or defeated and an entry to that effect in the minutes of the Corporation shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. d) The demand for a ballot may be withdrawn, but if a ballot is 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 ballot shall be taken in such manner as the Chairperson shall direct and the results of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. e) In case of an equality of votes, the question is deemed defeated.
23	Financial Year - Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30 th of April in each year.
24	Cheques and Deposit of Securities - a) The designated officers of the board, being the President, Vice-President, and Treasurer, sign all cheques drawn on the monies of the Corporation and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. b) Two signatures are required on all cheques. c) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. d) The withdrawal of any and all securities deposited must be accompanied by two signatures and authorized by a resolution of the board. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceedings thereof.

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25	25. Notice - Whenever under the provisions of the bylaws of the Corporation notice is required to be given, such notice may be given either personally or in writing by depositing the written notice in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the director, officer, or member at his or their address as the same appears on the books of the Corporation and shall be held to be sent at the time of mailing.
26	Borrowing Powers - Without the authorization by resolution of 2/3 of the membership, the directors may not a) Borrow money on the credit of the Corporation; or b) Issue, sell or pledge securities of the Corporation; or Charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, including book debts, 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.
27	Interpretation - In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
28	Amendments to By-Laws Etc. a) These by-laws may be cancelled, altered, or added to by a resolution of the By the membership at an Annual General Meeting of the Corporation. b) The amended by-laws take effect immediately after approval. All by-laws previously enacted by the Corporation are hereby repealed from and after confirmation of this by-law by the members. Such repeal shall not affect the previous operation of any by-law 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 pursuant to any such by-law prior to its repeal. All directors, officers, and persons acting under any by-law so repealed shall continue to act as if elected or appointed under the provisions of this by-law, and all resolutions with continuing effect of the board, or committees of the board passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

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