

## By-law No. 1

A By-law relating generally to the conduct of the affairs of

### Redstone Lake Cottagers Association

(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### 1. Purpose, Definitions & Interpretation

- 1.1. The purpose of this by-law is to establish the rules relating to the promotion of the purposes of the Corporation set out in the Articles.
- 1.2. In this by-law, unless the context otherwise requires:
  - a) "Accountant" means a certified public accountant qualified in the Province of Ontario;
  - b) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the Regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended or re-enacted from time to time;
  - c) "Articles" means the original or restated Letters Patent or Supplementary Letters Patent of the Corporation, and any amendments thereto;
  - d) "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board and "Directors" means more than one Director;
  - e) "by-law" 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;
  - f) "Chair" means the chair of the Board in accordance with section 12.4(a);
  - g) "Corporation" has the meaning first set out above in this by-law;
  - h) "cottage property" means any property with a unique property assessment roll number, located near or around a shoreline of any of the Lakes, that is assessed by the Municipality of Dysart et al for the payment of municipal taxes, and "cottage properties" means more than one such cottage property;
  - i) "Lakes" means certain lakes of Haliburton County, namely Bitter, Burdock, Coleman, Little Redstone, Pelaw and Redstone, and any other smaller surrounding lakes admitted into this definition by resolution of the Board and confirmed by the members;
  - j) "meeting of members" means an annual meeting of members;
  - k) "member" means a member of the Corporation, and "members" means the collective membership of the Corporation;
  - l) "Officer" means an Officer of the Corporation in accordance with section 12 of this by-law, and "Vice-Chair", "Secretary", "Treasurer" and "Membership Coordinator" means such Officers in accordance with section 12.4;
  - m) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
  - n) "special resolution" means a resolution passed by the Directors and confirmed without or without variation by at least two-thirds of the votes cast at a special members' meeting duly called for that purpose or at an annual meeting of members with notice provided for the resolution, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

- 1.3. Other than as specified in section 1.2, all terms contained in this by-law that are defined in the Act shall have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words importing gender neutrality, such as “they” and its other grammatical forms (“them”, “themselves” and “their”) are used for all genders to refer to indefinite pronouns and singular nouns; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations. The division of this by-law into sections and paragraphs, and the insertion of headings, are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to a section or a paragraph is to the corresponding section or paragraph hereof. Whenever the words “include”, “includes” or “including” are used in this by-law, unless the context otherwise requires, such words shall be deemed in each instance to be following by the words “without limitation”. Any references in this by-law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto. Except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail addresses. It is the intent of the Corporation to use electronic communication whenever possible so long as the recipient has expressly consented to receiving notices in such manner.
- 1.4. 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.
- 1.5. 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 shall prevail.

## **2. Head Office**

Pursuant to the Act, the head office of the Corporation shall be in the township of West Guilford in the municipality of Dysart et al. as provided in the Articles, and such place may be changed from time to time in accordance with the Act.

## **3. Corporate Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be approved by the Board and signed by any one (1) of the Officers or Directors of the Corporation. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Any document required to be signed pertaining to the business and affairs of the Corporation may be executed in several counterparts and delivered by electronic transmission, including but not limited to facsimile or internet transmission. When such counterparts have been executed

by all of the parties thereto, each counterpart so executed shall be deemed to be an original and such counterparts together shall constitute one and the same document.

**5. Financial Year End**

The financial year end of the Corporation ends on December 31 of each year or on such other date as shall be determined by resolution of the Board from time to time.

**6. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company 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 an Officer or Officers of the Corporation and/or other Directors as the Board may by resolution from time to time designate, direct or authorize.

**7. Annual Financial Statements**

The Directors shall lay before each annual meeting of members:

- a) A financial statement for the period that commenced immediately after the end of the last completed financial year and ended not more than six (6) months before such annual meeting, made up of:
  - (i) a statement of profit and loss for such period;
  - (ii) a statement of surplus for such period; and
  - (iii) a balance sheet as at the end of such period;
- b) The report of the Accountant to the members, if any, in accordance with section 18; and
- c) Such further information respecting the financial position of the Corporation as the Act, the Articles or this by-law require.

**8. Membership**

- 8.1. There shall be one class of members in the Corporation. Membership shall be available to one designated individual representative for each cottage property, including where the registered title is held by more than one person. Such designated individual representation shall be determined in the sole discretion of the cottage property owner(s) from time to time, and the cottage property owner(s) may change the designated individual representative or transfer the membership from time to time upon notice to the Board. The Board may issue memberships accordingly or, if delegated by the Board by resolution, the issuance of memberships and any changes to memberships may be performed by the Membership Coordinator in accordance with the balance of this section 8 and section 12.4(e). Notwithstanding that only one representative individual from each cottage property shall be a member with voting rights, any other person residing at or being otherwise interested in a cottage property may attend and participate in discussions at any meeting of members but shall not have any voting rights. Additionally, if the representative individual from a particular cottage property, who is designated as the member, is unavailable to attend or participate in a special members' meeting or an annual meeting of

members, such individual may appoint another person residing at or being otherwise interested in such cottage property to vote for them by proxy. The Board may make policies from time to time relating to membership with such policies to be determined by the Board by resolution and confirmed by the members.

The additional conditions of becoming a member of the Corporation are as follows:

- a) The member shall be at least 18 years of age;
  - b) The member agrees to abide by the Act, the Articles and this by-law, including the requirement for the payment of annual membership fees;
  - c) The member (including for any change or transfer of membership) shall have fully completed and submitted an application for membership in the Corporation, in the form and in the manner prescribed by the Board.
- 8.2. The Board shall determine whether a property is “located near or around a shoreline of any of the Lakes”.
  - 8.3. There shall be one voting member for each cottage property. If a member has an ownership interest in more than one cottage property and is a designated individual representative for more than one cottage property, such member may exercise a vote for each cottage property in respect of which such individual is a voting member, provided all other criteria set forth in this by-law are met.
  - 8.4. Members may assign their votes on a temporary basis to any other person residing at or being otherwise interested in such member’s cottage property for any particular meeting of members, by proxy.
  - 8.5. An annual membership fee is due and payable by each member for each cottage property that they represent and for each Membership Year. “Membership Year” means a year commencing on January 1st and ending on December 31st in the same calendar year. The annual membership fee shall be in such amount as is set by the Board by resolution and shall be the same amount for all members. The annual membership fee shall remain at the same amount each Membership Year until amended by the Board by resolution. Any change in the annual membership fee shall not take effect until after the end of a particular Membership Year. The Membership Coordinator shall notify members of the annual membership fee payable for the next Membership Year on or before November 1<sup>st</sup> prior to the commencement of such Membership Year, and such fee shall be due and owing in accordance with such notice.
  - 8.6. Each member shall promptly be informed by the Membership Coordinator of their admission as a member, once such membership has been granted.
  - 8.7. If a cottage property changes ownership during a Membership Year, a paid annual membership fee in the Corporation for the applicable Membership Year is transferable to the new owner(s), provided all other criteria set forth in this by-law are met including submission of a change of member to the Membership Coordinator and the new member meeting all conditions of membership.
  - 8.8. Upon fifteen days’ written notice to a member, the Board may pass a resolution authorizing disciplinary action of a member within the scope of this by-law (including any membership policies in effect at such time) or the termination of membership of a member if such member has violated any provision of this by-law (including any membership policies in effect at such time). 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 seven days before the end of the said fifteen day period. The Board shall consider the

written submission of the member before making a final decision regarding disciplinary action or termination of membership.

- 8.9. If an annual membership fee for a member in respect of a cottage property remains due and outstanding on the 30th day of September in any Membership Year, the member for such cottage property (the “**Defaulting Member**”) shall be in violation of this by-law and as of such date, all membership rights and benefits of the Defaulting Member and the right of any other person residing at or being otherwise interested in such cottage property to attend and participate in discussions at any special members’ meetings or meetings of members, shall be suspended, including the right of the member to vote at any such meeting. Provided the membership of the Defaulting Member has not been terminated in accordance with subparagraph 8.10(a) below, upon the Defaulting Member paying the outstanding annual membership fee, all membership rights and benefits of the Defaulting Member, including the right of any other person residing at or being otherwise interested in such cottage property to attend and participate in discussions at any special members’ meetings or meetings of members, shall be automatically restored.
- 8.10. A member’s membership in the Corporation is automatically terminated without further action required by the Board or an Officer of the Corporation upon the occurrence of any of the following events:
- a) if a member fails or omits to pay its annual membership fee when due and such annual membership fee remains outstanding as of June 30th of the year following the Membership Year (the “Last Day of Membership”), the membership in the Corporation of the member, including the right of any other person residing at or being otherwise interested in such cottage property to attend and participate in discussions at any special members’ meetings or meetings of members, shall automatically terminate as of the day after the Last Day of Membership;
  - b) if a member provides notice in writing to the Membership Coordinator that such member resigns their membership in the Corporation, the membership of the member shall automatically terminate as of the later of: (i) the date of termination set forth in the notice, if any; and (ii) the date of receipt of the notice by the Membership Coordinator;
  - c) if a member ceases to have any interest in a cottage property, and the owner of such cottage property provides notice in writing to the Membership Coordinator of such circumstances, the membership of the member shall automatically terminate as of the day such interest ceases and shall be transferred to an individual representative newly designated by the owner(s) of such cottage property in accordance with the requirements of this by-law;
  - d) a member’s membership is automatically terminated upon the death of such member, and such membership shall be transferred to an individual representative newly designated by the owner(s) of the applicable cottage property in accordance with the requirements of this by-law; and
  - e) if the Act provides for termination of membership, membership shall be terminated effective as of the date provided for by the Act.

## **9. Members’ Meetings**

- 9.1. Each special members’ meeting and every annual meeting of members shall be held at a location in the Municipality of Dysart et al, Ontario on such day as the Board shall appoint. The persons entitled to attend any such meeting are the members, the Directors, the Accountant (as hereinafter defined), if any, and such other persons who are entitled or

- required under any provision of the Act, the Articles, or this by-law to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
- 9.2. If practical, the meeting shall be held in a place which allows members to physically attend said meeting. All such meetings shall be compliant with the Accessibility for Ontarians with Disabilities Act, 2005. At the discretion of the Board, facility may be made to allow for attendance and voting by telephonic, electronic or other communication means in accordance with section 16 of this by-law. Any member participating in a meeting by such means shall be deemed to be present at the meeting and may vote at the meeting. If circumstances do not allow for an in-person meeting due to public safety, a fully telephonic, electronic or other communication facilities meeting shall be held.
  - 9.3. Notice of the time and place of a special members' meeting or a meeting of members shall be given to each member entitled to vote at the meeting, to each Director, to the Accountant (if any), and to any other person(s) to be present at such meeting, in writing by electronic communication, mail, courier or personal delivery, no less than ten (10) days and no more than fifty (50) days, or such other number of days prescribed by the Regulations, before the day on which the meeting is to be held. Notice of any meeting where special business shall 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.
  - 9.4. The Chair shall preside at member's meetings as the chair of the meeting. In the event that the Chair is absent, the members present and entitled to vote at the meeting shall choose another Director as chair of the meeting and, if no Director is present or if all Directors present decline to act as chair of the meeting, the members present shall choose one of their number to chair the meeting
  - 9.5. A quorum for the transaction of business at any meeting of members shall consist of not less than ten persons entitled to vote at the meeting (all being members in good standing). If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
  - 9.6. A voting member in "good standing" is a voting member who is in compliance with the Articles, this by-law and the Act and whose membership has not been suspended pursuant to this by-law. A voting member who is not in good standing shall not be entitled to vote.
  - 9.7. At any meeting of members, every question shall, unless otherwise provided by the Articles or this by-law or by the Act, be determined by a majority of the votes cast on the questions. Votes shall be taken by a show of hands. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
  - 9.8. Before or after a show of hands has been taken on any question, 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 directs.
  - 9.9. If there is a tie vote on any question, the chair of the meeting shall call for further discussion and a written ballot. If the written ballot also results in a tie, the motion shall not pass.
  - 9.10. An abstention shall not be considered a vote cast.

- 9.11. The Corporation shall hold an annual meeting of members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting of members. A copy of the approved financial statements, Accountant's report (if any) and other financial information required by the Act, the Articles or this by-law shall be given to each member together with notice of the annual meeting of members.

At each annual meeting, the members shall, in addition to any other business (including any special business) that may be transacted:

- a) Receive an agenda;
- b) Receive the minutes of the previous annual and subsequent special meetings;
- c) Consider the financial statements, any report of the Accountant and other financial information;
- d) appoint or re-appoint an Accountant or person to conduct a review engagement or provide a compilation of the financial statements for the coming year, if recommended by the Board and in accordance with section 18; and
- e) elect the Directors for the coming year.

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

- 9.12. The Directors or the Chair or Vice-Chair may at any time call a special members' meeting. The Directors shall convene a special members' meeting on written requisition of not less than one-tenth (1/10) of the members of the Corporation entitled to vote (namely, members in good standing) for the transaction of any business connected with the affairs of the Corporation that is not inconsistent with the Act, within twenty-one (21) days from the date of deposit of the requisition.
- 9.13. If a member, representing a particular cottage property, is unavailable to attend or participate in a special members' meeting or an annual meeting of members, such member may appoint another person residing at or being otherwise interested in such cottage property to vote for them by proxy.
- 9.14. Minutes shall be kept for all special members' meeting and annual meeting of members, and shall be approved at the next meeting of the members.
- 9.15. Any resolution signed by all the members is as valid and effective as if passed at a special members' meeting or a meeting of the members duly called, constituted and held for that purpose.
- 9.16. The chair of any meeting may, with the majority consent of any members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## 10. Directors

- 10.1. At the time of a Director's election and throughout their term of office, each Director shall be a member of the Corporation in good standing and shall be possessed of the qualifications required by the Act. The Board shall consist of a minimum of three(3) Directors and a maximum of ten (10) Directors.
- 10.2. The Directors shall be elected by the members at the annual meeting of members.
- 10.3. Subject to the Articles, each Director's term of office shall be from the date of the meeting at which they are elected or appointed until the next annual meeting of members or until their successors are elected or appointed. Directors may be re-elected for successive annual terms.
- 10.4. The resignation of a Director shall be made in writing. A Director whose resignation stipulates that it is not to be effective until a certain meeting of the Board or members shall remain in office until the dissolution or adjournment of the meeting at which their resignation is to be effective.
- 10.5. Subject to the Act, the members may, at an annual meeting of members, remove any Director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the Board in accordance with the Act.
- 10.6. As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, then the Directors in office shall, without delay, call a special members' meeting to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member.

The office of a Director shall be vacated immediately if:

- a) the Director dies or becomes bankrupt;
  - b) the Director delivers a written notice of resignation to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
  - c) the Director is found to be incapable of managing property by a court or under Ontario law;
  - d) the Director ceases to have the qualifications for Directors set out in section 10.1; or
  - e) the Director is removed from office by the members in accordance with section 10.5.
- 10.7. Board members may not seize assets of the Corporation, nor may they indebted the Corporation.



## 11. Board Meetings

- 11.1. The Board shall meet monthly, with the exception of the month of December; provided that if there are no significant matters to be discussed in a particular month and the majority of the Directors agree, such monthly meeting may be cancelled by the Chair or any two (2) Directors.
- 11.2. The monthly Directors' meetings may be called at any time and held in such manner and at any place and time on notice by the Chair or Vice-Chair or by the Secretary on the direction of the Chair or the Vice-Chair, or by the Secretary on the direction in writing of two (2) Directors.
- 11.3. Notice of such meetings shall be delivered in accordance with section 17 herein to every Director not less than seven days before the date that the meeting is to take place. Notice of a meeting is not necessary if all of the Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of members of the Corporation.
- 11.4. The meetings of the Board may be held at any place in or outside Ontario as the Directors may determine from time to time. Meetings shall be compliant with the Accessibility for Ontarians with Disabilities Act, 2005, and meetings may furthermore be offered by telephonic, electronic or other communication means in accordance with section 16 of this by-law
- 11.5. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting..
- 11.6. The Chair shall preside at Board meetings as the chair of the meeting. If the Chair is absent, the Directors present shall choose one of their number to act as the chair of the meeting.
- 11.7. The Board may pass such practices, procedures, and/or other governing instruments (collectively the "**Policies**") as determined by the Board acting prudently, including those relating to membership, provided such Policies do not contravene the provisions of the Act, the Articles, and the by-laws. In the event of any conflict between any provision of any of the Policies and the Act, the Articles, and the by-laws, the Act, the Articles and the by-laws shall govern.
- 11.8. A minimum number representing at least fifty percent (50%) of the Directors shall form a quorum for the transaction of business at a Directors meeting and notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. No business shall be transacted at a meeting of Directors unless a quorum of the Board is present.
- 11.9. Every Director has one vote. At all meetings of the Board, every question shall be decided by a majority of the votes of the Directors present at the meeting cast on the question, with votes to be taken by a show of hands. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote. A

declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

- 11.10. Minutes shall be kept for all meetings of the Directors, and shall be approved at the next meeting of the Directors.
- 11.11. Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.
- 11.12. A Director who is a party to or who is in any way directly or indirectly interested in a contract or transaction, or proposed 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.
- 11.13. The Board at its discretion may create a committee to examine a particular issue and report back to the full Board with recommendations. Final decisions on all issues shall be taken at the Board level.
- 11.14. The Board shall appoint a Chair at the first meeting of the Board after the annual election of such Board of Directors, and such other Officers as it may determine at its discretion, with all of such Officers to also be Directors.

## **12. Officers**

- 12.1. The Board shall appoint from among the Directors, a Chair, and may appoint any other person to be Vice-Chair, Treasurer and Secretary at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being Directors, shall hold office until their successors are elected. The Board may appoint other Officers and agents as it deems necessary, including a Membership Coordinator. These Officers and agents shall have such authority and duties as the Board may assign from time to time.
- 12.2. Neither the Chair nor the Vice-Chair can hold 2 offices. Other Directors may hold more than one office. For greater certainty, the offices of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.
- 12.3. Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of: (i) the Officer's successor being appointed; (ii) the officer's resignation; or (iii) the Officer's death.
- 12.4. Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
  - a) Chair: The Chair shall, when present, preside as the chair at all meetings of the Board and of the members. The Chair provides leadership to the Board, ensures the integrity of the Board's processes and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The Chair ensures the Board discusses all matters relating to the Board's mandate. The Chair shall have such other

duties and powers as may be required by law or as the Board may specify from time to time

- b) Vice-Chair: The Vice-Chair, shall, when present, preside at and be the chair of all meetings of the Board and of the members when the Chair is absent or is unable or refuses to act. The Vice-Chair shall have such other duties and powers as may be required by law or as the Board may specify from time to time.
- c) Secretary: The Secretary shall attend and be the secretary of all meetings of the Board and of the members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, to the appropriate persons, notices of meetings within the requisite times. The Secretary, or such other officer or employee as designated by the Secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, save and except such membership records maintained by the Membership Coordinator and financial records maintained by the Treasurer. The Secretary shall ensure that all the necessary books and records of the Corporation required by this by-law, the Articles and the Act are regularly and properly kept. The Secretary shall have such other duties and powers as may be required by law or as the Board may specify from time to time.
- d) Treasurer: The Treasurer shall keep, or cause to be kept, proper accounting records as required by the Act. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account, and shall deposit all monies or other available effects in the name and to the credit of the Corporation in such bank or banks as shall from time to time be designated by the Board, and shall arrange, settle, balance, and certify all books and accounts between the Corporation and its bankers. The Treasurer shall disburse the funds of the Corporation under the direction of the Board taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever such information is required, an account of all transactions performed as Treasurer, and of the financial position of the Corporation. The Treasurer shall have such other duties and powers as may be required by law or as the Board may specify from time to time.
- e) Membership Coordinator: The Membership Coordinator shall keep a record of all matters pertaining to the membership of members of the Corporation including all applications for membership and transfers of membership, contact information for all members, records of payments made for membership by members, a list of all voting members, and members not in good standing, and information relating to changes in membership of a member by reason of suspension, termination, withdrawal or for any other reason. The Membership Coordinator shall report to the Board from time to time as requested by the Board on membership matters. The Membership Coordinator shall prepare and give all notices concerning membership required to be given to members, as directed by the Board. The Membership Coordinator shall perform such other duties as may from time to time be determined by the Board.

12.5. The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer. In the event that any of the Officers above are not appointed, to the extent that such Officers have any responsibilities pursuant to any other provisions of this by-law, the Board may assign those responsibilities to another Officer or employee of the Corporation. The Officers may delegate to others the performance of all or any of such powers and duties.

### **13. Responsibilities of Directors and Officer**

13.1. Every Director and Officer of the Corporation, in exercising their powers and discharging their duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

13.2. Every Director, Officer, and member of a committee of the Board shall respect the confidentiality matters (including identifiable personal information) brought before the Board and brought before any committee. Directors shall also comply with any Corporation policy relating to identifiable personal information.

13.3. Directors and Officers shall serve without remuneration, and no Director or Officer shall directly or indirectly receive any profit from their position as such, provided that:

- (a) a Director or an Officer may be reimbursed for reasonable expenses incurred in the performance of their duties; and
- (b) a Director or an Officer may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as a Director or an Officer, provided that the amount of any such remuneration or reimbursement is:
  - (i) considered reasonable by the Board;
  - (ii) approved by the Board for payment by resolution passed before such payment is made; and
  - (iii) in compliance with the conflict of interest provisions of the Act and this by-law.

### **14. Committees**

The Board may from time to time establish any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit, or terminate any committee or other advisory body, as it deems necessary

or appropriate. The functions, duties, responsibilities and powers of a committee, as well as the size, composition, structure and election process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

## **15. Legally Protecting Directors, Officers and Others**

- 15.1. No Director, Officer or committee member of the Corporation shall be liable for:
- a) the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation;
  - b) joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation;
  - c) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested;
  - d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or
  - e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:
    - complied with the Act, the Articles and this by-law; and
    - exercised their powers and discharged their duties in accordance with the Act.
- 15.2. Every Director, former Director, Officer, former Officer, committee member, former committee member, volunteer, former volunteer, employee and former employee of the Corporation and their heirs, executors and administrators (collectively the “Indemnified Parties” and singularly an “Indemnified Party”) shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses whatsoever which they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done, omitted to be made or done or permitted by them in or about the execution of the duties of their office, and
  - b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own gross negligence or willful misdeed.
- 15.3. If the Board approves, from time to time, the Corporation may purchase and maintain insurance for a Director or Officer of the Corporation against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.
- 15.4. If the Board approves, from time to time, the Corporation may purchase and maintain such other insurance as determined reasonably necessary by the Board.

## **16. Electronic Meetings**

- 16.1. If all the participants consent and if the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a members' or Directors' meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. In addition, any such meeting must
- a) allow the chair or delegate to verify the identity of anyone casting a vote; and
  - b) each person participating by such means is deemed to be present at that meeting.

## **17. Notices**

- 17.1. Unless otherwise expressly provided herein, whenever under the provisions of the Act, the Articles, this by-law or otherwise, notice (which term includes any communication or document) is required to be given (which term includes sent, delivered or served) to a member, Director, Officer, member of a committee of the Board, to the Accountant (if any) or any other person entitled to such notice, such notice shall be sufficiently given:
- a) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for such purpose, so long as the recipient has expressly consented to receiving notices in such manner;
  - b) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, if delivered to the Director's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is more current; or
  - c) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a Director to the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is more current.

A notice sent by means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the intended recipient's recorded address for that purpose on the earlier of the day the intended recipient actually receives it or the first business day after the transmission is sent; a notice delivered personally shall be deemed to have been given when it is delivered directly to the intended recipient or to the recorded address of the intended recipient as aforesaid; and a notice mailed as aforesaid shall be deemed to have been given five (5) days following the date it is deposited with prepaid postage in a post office or public letter box. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, Accountant (if any) or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable, including information provided by the Membership Coordinator. The declaration by the Secretary or the chair of a meeting that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. 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, type-written or printed or partly written, stamped, type-written or printed. Provided always that notice may be

waived or the time for the notice may be waived or abridged at any time with the consent of the person entitled to it.

- 17.2. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 17.3. The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or Accountant (if any), or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the 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 which was otherwise founded on such notice.

## **18. Accountant**

- 18.1. On the recommendation of the Board, one or more Accountants may be appointed as auditor of the financial records of the Corporation or to conduct a review engagement of the financial records of the Corporation, at each annual meeting of members. The Accountant(s), if appointed, shall hold office until the next annual meeting of members after their appointment or until their successors are appointed, unless previously removed by resolution at a special members' meeting or annual meeting of members or by resolution of the Board. If the remuneration of the Accountant, if appointed, is not fixed at the annual meeting of members then the remuneration of the Accountant shall be fixed by the Board.
- 18.2. The Accountant(s), if any, shall have a list delivered to them of all books kept by the Corporation and at all reasonable times shall have access to the books and the accounts of the Corporation. Subject to the Act, the Accountant, if any, shall make an annual financial report on an audit or review engagement basis, as applicable, to the members on the financial position of the Corporation.
- 18.3. No Accountant shall be appointed at an annual meeting of members of the Corporation if the members of the Corporation, by extraordinary resolution, exempt the Corporation from the requirement in the Act to appoint an Accountant at such annual meeting of members.

**19. By-law and Effective Date**

- 19.1. 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.
- 19.2. The Board may not make, amend or repeal any by-law that regulates the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

**ENACTED** this \_\_ day of \_\_\_\_\_, 2023.

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**[Name of Officer]**

Chair

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**[Name of Officer]**

Secretary