

# BY-LAW NO. 1

## A by-law relating generally to the transaction of the affairs of

### STRATFORD AND PERTH COUNTY COMMUNITY FOUNDATION

<b>1</b>	<b>INTERPRETATION .....</b>	<b>4</b>
1.01	Definitions.....	4
<b>2</b>	<b>AFFAIRS OF THE CORPORATION.....</b>	<b>5</b>
2.01	Head Office .....	5
2.02	Financial Year .....	5
2.03	Execution of Instruments.....	5
2.04	Banking Arrangements.....	5
2.05	Voting Rights in Other Bodies Corporate.....	5
2.06	Auditors .....	5
2.07	Minutes.....	5
2.08	Amendment of By-laws .....	5
2.09	Policies and Procedures .....	5
<b>3</b>	<b>BORROWING AND SECURITY .....</b>	<b>6</b>
3.01	Borrowing Power .....	6
3.02	Delegation .....	6
<b>4</b>	<b>DIRECTORS.....</b>	<b>7</b>
4.01	Number of Directors .....	7
4.02	Qualification.....	7
4.03	Election and Term .....	7
4.04	Removal of Directors.....	7
4.05	Vacation of Office .....	7
4.06	Vacancies.....	7
4.07	Action by the Board.....	8
4.08	Meeting by Telephone or Digital Telecommunications .....	8
4.09	Place of Meetings.....	8
4.10	Calling of Meetings.....	8
4.11	Notice of Meeting .....	8
4.12	First Meeting of New Board.....	8
4.13	Adjourned Meeting .....	8
4.14	Regular Meetings .....	8
4.15	Chairperson.....	8
4.16	Quorum .....	9
4.17	Votes to Govern .....	9
4.18	Electronic Voting .....	9
4.19	Remuneration and Expenses.....	9
<b>5</b>	<b>COMMITTEES.....</b>	<b>10</b>
5.01	Committees of the Board .....	10

5.02	Action by Committees .....	10
5.03	Operational Committees .....	10
5.04	Quorum .....	10
5.05	Notice of Meeting .....	10
5.06	Procedure .....	10
5.08	Removal of Committee Members .....	10
<b>6</b>	<b>OFFICERS.....</b>	<b>11</b>
6.01	Appointment .....	11
6.02	Role of the Chair .....	11
6.03	Role of the Vice Chair .....	11
6.04	Role of the Secretary.....	11
6.05	Role of the Treasurer .....	11
6.06	Role of the Past Chair .....	11
6.07	Role of the Executive Director.....	11
6.08	Powers and Duties of Officers.....	12
6.09	Term of Office.....	12
6.10	Agents and Attorneys.....	12
<b>7</b>	<b>PROTECTION OF DIRECTORS, OFFICERS AND OTHERS .....</b>	<b>13</b>
7.01	Limitation of Liability .....	13
7.02	Indemnity.....	13
<b>8</b>	<b>MEMBERS .....</b>	<b>14</b>
8.01	Members .....	14
8.02	Classes of Members.....	14
8.03	Qualifications and Rights .....	14
8.04	Term of Membership .....	14
8.05	Membership Fees.....	14
8.06	Resignation .....	14
8.07	Termination for Non-payment .....	14
8.08	Removal .....	14
<b>9</b>	<b>MEETINGS OF MEMBERS .....</b>	<b>15</b>
9.01	Annual Meetings.....	15
9.02	Special Meetings .....	15
9.03	Place of Meetings.....	15
9.04	Notice of Meetings.....	15
9.05	List of Members Entitled to Notice .....	15
9.06	Meetings Without Notice .....	15
9.07	Chairperson and Secretary .....	15
9.08	Persons Entitled to be Present.....	16
9.09	Quorum .....	16
9.10	Right to Vote.....	16
9.11	Proxy holders and Representatives .....	16
9.12	Time for Deposit of Proxies .....	16
9.13	Votes to Govern .....	16
9.14	Show of Hands .....	16
9.15	Ballots.....	16
9.16	Adjournment .....	16

9.17	Action in Writing by Members .....	17
<b>10</b>	<b>NOTICES.....</b>	<b>18</b>
10.01	Method of Giving Notices .....	18
10.02	Computation of Time .....	18
10.03	Undelivered Notices .....	18
10.04	Omissions and Errors.....	18
10.05	Waiver of Notice .....	18
<b>11</b>	<b>EFFECTIVE DATE .....</b>	<b>18</b>
11.01	Effective Date .....	18

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

## 1 INTERPRETATION

### 1.01 Definitions

In the by-laws of the Corporation, unless the context suggests otherwise:

- a) "Act" means the Ontario Corporations Act, or its substitute, as amended;
- b) "appoint" includes "elect" and vice versa, an appointment must be voted upon and receive a majority to succeed;
- c) "Board" means the Board of Directors of the Corporation;
- d) "by-laws" means this by-law and all other by-laws of the Corporation;
- e) "cheque" includes a draft;
- f) "Corporation" means the corporation without share capital incorporated under the Act by the Letters Patent dated April 09, 2003 and Supplementary Letters Patent dated February 13, 2004 with Ontario Corporation Number 1566294;
- g) "letters patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- h) "annual meeting" means the once a year meeting of Members to: receive the annual financial reports, the auditor's report, approve by-law changes, approve changes to , policies and procedures, appoint an auditor and conduct any other business brought before the meeting;
- i) "meeting of Members" includes an annual meeting of Members and a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members at an annual meeting of Members;
- j) "Member" means any person admitted to Membership in the Corporation in accordance with Section Eight of this by-law;
- k) "recorded address" means the person's latest address as recorded in the records of the Corporation;
- l) "signing officer" means an officer of the Corporation appointed by the Board to sign instruments and cheques on behalf of the Corporation;
- m) "majority" means 50% plus 1 of the quorum in any meeting of Members or any Board meeting;
- n) "resolution" includes motions, votes and vice versa and must be voted upon and receive a majority to succeed;
- o) "auditor" means an external accountant, licensed to practice accounting in Ontario, retained to examine the financial records of the Corporation and to provide a professional opinion on those records to the Board and to the Members;
- p) "Foundation" refers to the Stratford Perth County Community Foundation.

In the by-laws of the Corporation, unless the context suggests otherwise, words in the plural include the singular and vice versa. References to “person” include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## **2 AFFAIRS OF THE CORPORATION**

### **2.01 Head Office**

The head office of the Corporation shall be within the geographical area of the County of Perth, in the Province of Ontario, Canada.

### **2.02 Financial Year**

The financial year of the Corporation shall end on the last day of December each year.

### **2.03 Execution of Instruments**

Contracts, documents or any other instruments in writing may be signed on behalf of the Corporation by any two signing officers. The Board has the power to appoint by resolution an officer or officers to sign specific contracts, documents or instruments in writing.

### **2.04 Banking Arrangements**

The Corporation shall deal with whichever banks, trust companies or other organizations the Board of Directors determine. As per Foundation policy cheques shall be signed by any two signing officers.

### **2.05 Voting Rights in Other Bodies Corporate**

The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates attaching to any securities held by the Corporation. In addition, the Board may direct the manner in which and the persons by whom any particular voting rights may or shall be exercised.

### **2.06 Auditors**

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next annual meeting. The Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members or by the Board of Directors.

### **2.07 Minutes**

The minutes of the Board and the minutes of the Executive Committee will be supplied to any member upon a written request.

### **2.08 Amendment of By-laws**

Unless otherwise provided by the Act, any existing by-law of the Corporation not in the letters patent may be repealed or amended by a resolution passed by a majority of the Directors and confirmed by a majority of the Members at the next annual meeting.

### **2.09 Policies and Procedures**

The Board may establish by a resolution passed by a majority of the Directors, policies and procedures not inconsistent with these by-laws relating to the management and operation of the Corporation. Such policies and procedures shall be in force until the next annual meeting. At the annual meeting any new or existing policy or procedure may be repealed or amended by a resolution passed by a majority of the Members and in such case the repealed policy or procedure shall then cease to have any force or effect.

### **3 BORROWING AND SECURITY**

#### **3.01 Borrowing Power**

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the letters patent, the Board may from time to time on behalf of the Corporation:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any persons, excluding Directors and officers of the Corporation, by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) create a security interest in any property of the Corporation to secure any evidences or indebtedness or guarantee or any present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

#### **3.02 Delegation**

The Board may delegate to a Committee of the Board, a Director or an officer of the Corporation, all or any of the powers conferred on the Board by Section Three or by the Act.

## **4 DIRECTORS**

### **4.01 Number of Directors**

The Board shall consist of a minimum of seven (7) and a maximum of twelve (12) Directors with the number to be fixed by Board resolution.

### **4.02 Qualification**

To qualify for election, Directors must be individuals, at least eighteen (18) years of age, with power under law to contract. Once elected a Director is automatically a Member.

### **4.03 Election and Term**

Directors shall be elected at each annual meeting to serve a three (3) year term. As approved by the Board, all Directors who have completed their term of office have the option of serving an additional three (3) year term. .

As approved by the Board, a Director serving as Chair, Vice Chair, Treasurer or Secretary may have their term extended by one (1) year.

The election of Directors shall be by a show of hands or by a resolution of the Members. If an election of Directors is not held at the proper time, the Directors then in office shall continue in office until their successors are elected.

### **4.04 Removal of Directors**

The Members, after giving notice in the manner provided in Section 10, may by resolution passed at a meeting of Members specially called for such purpose remove any Director from office. The vacancy created by such a removal may either be filled at the same meeting or later filled by a majority vote of the Board.

### **4.05 Vacation of Office**

A Director automatically ceases to hold office when:

- (a) the Director dies; or
- (b) at a meeting of Members, called for such purpose, a resolution is passed to remove the Director from office; or
- (c) the Director ceases to qualify for election as a Director; or
- (d) the Director sends or delivers a written resignation to the Secretary of the Corporation; or
- (e) the Director fails to attend two (2) consecutive meetings of the Board of Directors, unless the Director has been specifically excused by resolution of the Directors.

### **4.06 Vacancies**

The Board may appoint a qualified individual to fill a vacancy on the Board. If the vacancy has arisen from a failure by the Members to elect the minimum number of seven (7) Directors, the Board shall call a special meeting of Members to fill the vacancy within 30 days. In the interim, the Board may carry on conducting its business. A Director elected in accordance with the provisions of this section shall serve for the remainder of the person's term that the Director was elected to replace.

#### **4.07 Action by the Board**

The Board shall manage the business and affairs of the Corporation. The powers given to the Corporation by its letters patent or otherwise may be exercised by the Board at any meeting at which a quorum is present. Resolutions in writing or digital format are as valid as if they had been passed at a meeting of the Board. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board.

#### **4.08 Meeting by Telephone or Digital Telecommunications**

A Director may participate in a meeting of the Board or of a Committee of the Board by a telephone conference or other communications facility, provided that the means used allows all persons participating in the meeting to hear each other. A Director participating in such a meeting is deemed to be present at the meeting. Consent to such a meeting shall be effective whether given before or during the meeting to which it relates.

#### **4.09 Place of Meetings**

Meetings of the Board may be held at any place, either in or outside Canada.

#### **4.10 Calling of Meetings**

Meetings of the Board shall be held at whatever time and place the Board determines.

#### **4.11 Notice of Meeting**

Notice (other than by mail) of the time and place of each meeting of the Board shall be given in the manner provided in Section 10 to each Director not less than seven (7) days before the time that the meeting is to be held. Notice by mail shall be sent at least fourteen (14) days prior to the time that the meeting is to be held. Notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, a proposal to:

- (a) fill a vacancy among the Directors or in the office of the auditor;
- (b) approve any annual financial statements; or
- (c) adopt, amend or repeal by-laws.

#### **4.12 First Meeting of New Board**

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which it is elected.

#### **4.13 Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

#### **4.14 Regular Meetings**

The Board may fix a specific day to hold 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 shall be sent to each Director immediately after being passed, but no other notice shall be required for a regular meeting except where the Act requires the meeting's purpose or its business to be specified.

#### **4.15 Chairperson**

The Chairperson of any meeting of the Board shall be the Chair of the Board, or in the Chair's absence, the Vice Chair of the Board. The Chairperson shall not be entitled to vote unless there is a tied vote among the Board of Directors in which the Chairperson shall be entitled to vote and shall cast the deciding vote. If neither the Chair nor the Vice Chair is present, the Directors present shall choose one of their members to chair the meeting at the outset thereof.



#### **4.16 Quorum**

A quorum for the transaction of business at any meeting of the Board shall consist of 50% of all Directors plus one (1).

#### **4.17 Votes to Govern**

At all meetings of the Board every question shall be decided by a majority of votes.

#### **4.18 Electronic Voting**

At times of urgency, the Board may use electronic voting ("voting by email") to move, second and vote upon an item of business. All requirements for quorum and majority consent shall apply. The Executive Director or designate shall conduct and record the vote. Electronic votes shall be confirmed and recorded at the subsequent meeting of the Board.

#### **4.19 Remuneration and Expenses**

The Directors shall serve without remuneration for their services. The Directors may be reimbursed for travel and other expenses properly incurred by them in the performance of their duties as permitted by the policies and procedures established by the Board. Nothing in these by-laws shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable remuneration for his or her services as permitted by the policies and procedures established by the Board. From time to time a Director may provide a business activity or service, which the Corporation requires. A Director may submit a tender for a business activity or service in response to a request. When doing so the Director must declare a conflict of interest and be excused from discussion and decision-making concerning the tender. All business activity and service purchase decisions which remunerate a Director shall be approved by Board resolution.

## **5 COMMITTEES**

### **5.01 Committees of the Board**

The Board may appoint one or more Committees of the Board. Whenever the Board consists of more than seven (7) directors, the Board may appoint from its members not less than two of its directors to serve on an Executive Committee together with the Chair. Committees may be delegated any of the powers of the Board (subject to any policies and procedures imposed from time to time by the Board) except those powers that pertain to items which, under the Act, a Committee of the Board has no authority to exercise.

### **5.02 Action by Committees**

The powers of a Committee of the Board may be exercised at any meeting at which a quorum is present. A resolution in writing or in digital format, signed by all Committee Members is as valid as if it had been passed at a meeting of the Committee.

### **5.03 Operational Committees**

The Board may appoint operational committees as required.

### **5.04 Quorum**

A quorum for the transaction of business at any meeting of any Committee shall consist of a majority of Members of the Committee.

### **5.05 Notice of Meeting**

Board Committee meetings shall be held at whatever time and place is determined by the Members of the Committee. Meetings may be held any place in or outside Canada. Notice (other than by mail) of the time and place of each meeting shall be given in the manner provided in Section 10 to each Member of the Committee not less than seven (7) days before the time that the meeting is to be held. Notice by mail shall be sent at least fourteen (14) days prior to the time that the meeting is to be held. The notice does not have to specify the purpose of the meeting.

### **5.06 Procedure**

Unless otherwise determined by the Board, each Board Committee and Operational Committee has the power to elect its chairperson and to regulate its procedure.

### **5.07 Remuneration**

Committee Members shall serve without remuneration; however, Committee Members may be entitled to be reimbursed for travel and other expenses properly incurred by them in the performance of their duties as permitted by the policies and procedures established by the Board.

### **5.08 Removal of Committee Members**

The Board may, by resolution, remove a Committee Member and shall fill the vacancy created by such a removal by appointment.

## **6 OFFICERS**

### **6.01 Appointment**

The Board shall appoint by resolution a Chair, a Vice Chair, a Secretary, a Treasurer and whatever other officers the Board may by law determine. In addition, the Immediate past Chair shall be an officer of the Board. Officers shall be appointed at the first meeting of the Board following the annual meeting of Members. The Board may specify the duties of any officers so appointed. The Board may also delegate to any officers so appointed the power to manage the business and affairs of the Corporation, in accordance with this by-law and subject to the Act. An Officer does not have to be a Director. One person may hold more than one office.

### **6.02 Role of the Chair**

The Chair shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chair shall have whatever powers and duties the Board specifies. The Chair shall be a Director of the Corporation.

### **6.03 Role of the Vice Chair**

The Vice Chair shall, during the absence or disability of the Chair, have the powers and duties of that office. The Vice Chair shall have whatever other powers and duties the Board specifies. The Vice Chair shall be a Director of the Corporation.

### **6.04 Role of the Secretary**

The Secretary shall record all votes and minutes of all proceedings or delegate these to the Executive Director. The Secretary will take minutes at in-camera sessions. If a Secretary is not appointed, the duties of the Secretary shall be carried out by another officer, as determined by the Board. The Secretary shall have whatever powers and duties the Board specifies. The Secretary shall be a Director of the Corporation.

### **6.05 Role of the Treasurer**

The Treasurer shall keep, or caused to be kept, proper accounting records of the financial activities of the Corporation and act as the Chair of the Finance and Investment Committee. When required, the Treasurer shall give to the Board a statement of the financial position of the Corporation. The Treasurer shall have whatever other powers and duties the Board specifies. If a Treasurer is not appointed, the duties of the Treasurer shall be carried out by another officer, as determined by the Board. The Treasurer shall be a Director of the Corporation.

### **6.06 Role of the Past Chair**

The past Chair shall have whatever powers and duties the Board specifies.

### **6.07 Role of the Executive Director**

An Executive Director shall be employed and remunerated to provide overall leadership and direction to the activities of the Corporation, to encourage the Corporation's growth and development and the fulfillment of the objectives of the Corporation. The Executive Director shall have whatever powers and duties the Board specifies. The Board may from time to time appoint the Executive Director to act as the recording Secretary. The Executive Director is an ex-officio non-voting Member, with voice, of the Board and all Corporation Committees.

#### **6.08 Powers and Duties of Officers**

All other officers shall have whatever powers and duties the Board specifies or the terms of their engagement require. The Board may, subject to the Act, vary, add to or limit the powers and duties of any officer.

#### **6.09 Term of Office**

Each officer appointed by the Board shall hold office until either two (2) years have passed or the officer's successor is appointed or the officer resigns. On approval by the Board, an officer is allowed to serve additional terms. The Board, after giving notice in the manner provided in Section 10, may by resolution passed at a Board meeting specially called for such purpose remove any officer from office. The vacancy created by such a removal may either be filled at the same meeting or later filled by a majority vote of the Board.

#### **6.10 Agents and Attorneys**

The Board may appoint agents or attorneys for the Corporation in or outside Canada. The Board may give to such agents and attorneys whatever powers it determines are necessary.

## **7 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **7.01 Limitation of Liability**

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee, or for any other matter permitted or performed by the Director or officer in executing the duties of his or her office. However, nothing in these by-laws shall relieve any Director or officer from the duty to act in accordance with the Act or from any liability arising from a breach of such a duty.

### **7.02 Indemnity**

Subject to the Act, the Corporation shall indemnify a Director or officer; a former Director or officer; or a person who acts or acted at the Corporation's request as a Director or officer of another corporation of which the Corporation is or was a shareholder or creditor; and the person's heirs and legal representatives, against all expenses reasonably incurred by the Director or officer in respect of any action or proceeding to which the officer or Director is made a party by reason of being or having been a Director or officer of the Corporation if:

- (a) the Director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

## **8 MEMBERS**

### **8.01 Members**

Subject to the letters patent, Membership in the Corporation shall be limited to the applicants for incorporation of the Corporation and persons interested in furthering the objects of the Corporation. The Board has the sole power to grant or deny Membership in the Corporation to any potential Member. Only Members can vote at a meeting of Members. All Board of Directors are members.

### **8.02 Classes of Members**

There shall be one class of Members.

### **8.03 Qualifications and Rights**

Any person who has complied with the Membership requirements may be admitted to Membership. Each Member shall be entitled to receive notice of and to attend all meetings of Members and shall be entitled to one vote on any vote taken at any meeting of Members.

### **8.04 Term of Membership**

The interest of a Member in the Corporation ceases to exist upon death or when the Member ceases to be a Member.

### **8.05 Membership Fees**

Unless changed by the Board, no Membership fees are payable by Members. In the event that fees become payable, a notice of the fees payable shall be sent to each Member by the Secretary promptly before the due date.

### **8.06 Resignation**

Members may resign at any time by delivering to the Corporation and giving to the Secretary a written resignation. The effective date of a Member's resignation shall be as stated on the written resignation. A Member shall remain liable for payment of any sum which became payable by the Member to the Corporation prior to the Member's resignation.

### **8.07 Termination for Non-payment**

If Membership fees are levied by the Board, the Membership of any Member who is in arrears may be terminated by the Board if the arrears of fees are not paid within a designated time. If the arrears are not paid by the designated time, the Board may pass a resolution authorizing the removal of the Member from the register of Members of the Corporation. Any Member that is so removed shall cease to be a Member of the Corporation. Any such Member may re-apply for Membership in the Corporation.

### **8.08 Removal**

Upon 30 days' notice in writing to a Member of the Corporation, a Member may be required to resign by a vote of two-thirds of the Members. The Member must first be given an opportunity to be heard. Any Member that is so removed shall cease to be a Member of the Corporation.

## **9 MEETINGS OF MEMBERS**

### **9.01 Annual Meetings**

The annual meeting of Members shall be held at whatever time in each year and, at whatever place the Board determines. At every annual meeting of the Members, in addition to any other business transacted, the report of the auditors, the financial statements and the report of the Directors shall be presented and auditors shall be appointed for the following year.

### **9.02 Special Meetings**

The Board shall call a special meeting of Members on written request of not less than 20% of the Members. The Board or Chair has the power to call a special meeting of Members at any time.

### **9.03 Place of Meetings**

Meetings of Members shall be held at the registered office of the Corporation or at any other place in Canada that the Board determines. Provided that all the Members at the meeting agree, a particular meeting of Members may be held outside of Canada.

### **9.04 Notice of Meetings**

Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 10 not less than fourteen (14) days before the date of the meeting to each Director, to the auditor, and to each Member. Notice of any meeting of Members where special business will be transacted shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting. Notice of each meeting of Members must contain a reminder to each Member of his or her right to vote by proxy.

### **9.05 List of Members Entitled to Notice**

For every meeting of Members, the Corporation shall prepare a list of Members entitled to receive notice of the meeting. The list shall be available for examination by any Member during usual business hours at the registered office of the Corporation and at the meeting for which the list was prepared. Only those Members entered in the register of Members of the Corporation as of the day prior to the day on which notice of the meeting is given, are entitled to receive notice.

### **9.06 Meetings Without Notice**

A meeting of Members may be held without notice at any time and place permitted by the Act (a) if all the Members are either present in person or duly represented, or if those not present or represented consent to such meeting being held, and (b) if the Directors are present or consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of Members may transact. If the meeting is held at a place outside Canada, Members not present or duly represented, but who have otherwise consented to the meeting, shall also be deemed to have consented to the meeting being held outside Canada.

### **9.07 Chairperson and Secretary**

The Chairperson of any meeting of Members shall be the Chair, or in the Chair's absence, the Vice Chair. The Chairperson shall have a vote. If neither the Chair nor the Vice Chair is present within 15 minutes from the time fixed for holding the meeting, the Members present shall choose one of their number to be Chairperson. If the Secretary of the Corporation is absent, the Chairperson shall appoint a Member or officer to act as Secretary of the meeting.

### **9.08 Persons Entitled to be Present**

Persons entitled to be present at a meeting of Members shall be the Members, the Directors and the auditor of the Corporation and other individuals or groups of individuals deemed appropriate by the Board.

### **9.09 Quorum**

Unless otherwise provided by the Act, a quorum for the transaction of business at any meeting of Members shall consist of majority of all Members. The Members may be present or represented by proxy holders. If a quorum is present at the opening of any meeting of Members, the Members present or represented may proceed with the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Members, the Members (and proxy holders) present may adjourn the meeting to a fixed time and place but may not transact any other business.

### **9.10 Right to Vote**

Each Member present at a meeting, including the Board Chair, shall have the right to exercise one vote.

### **9.11 Proxy holders and Representatives**

Each Member may appoint a proxy holder to attend and act as the Member's representative at the meeting in the manner and to the extent authorized by the proxy. A proxy holder need not be a Member. An instrument appointing a proxy shall be in writing executed by the Member or his attorney and shall conform with the requirements of the Act.

### **9.12 Time for Deposit of Proxies**

A proxy shall be acted upon only if, prior to the time of voting, it has been deposited with the Corporation, or if no such time has been specified in the notice calling the meeting, the proxy has been received by the Secretary of the Corporation or by the Chairperson of the meeting.

### **9.13 Votes to Govern**

At any meeting of Members every question shall, unless otherwise provided by the Act, the letters patent or the by-laws, be determined by a vote of majority of the Members. In case of an equality of votes, the Chairperson of the meeting shall be entitled to a second vote.

### **9.14 Show of Hands**

Any question at a meeting of Members shall be decided by majority show of hands. Whenever a vote by show of hands is taken, a declaration by the Chairperson of the meeting that the vote has been carried or not carried and an entry in the minutes of the meeting to that effect shall be sufficient proof of the result.

### **9.15 Ballots**

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken, the Chairperson may require a ballot. Alternatively, any Member who is present at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the Chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

### **9.16 Adjournment**

The Chairperson at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to



place. If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall again be given.

**9.17 Action in Writing by Members**

A resolution in writing signed by all the Members at a meeting of Members, where there is a quorum, is as valid as if it had been passed at a meeting of the Members.

## **10 NOTICES**

### **10.01 Method of Giving Notices**

Any notice shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given; or
- (b) delivered to his or her recorded address; or
- (c) mailed to his or her recorded address by prepaid ordinary or air mail; or
- (d) transmitted digitally to his or her recorded digital address; or
- (e) sent to his or her recorded address by any means of prepaid transmitted or recorded communication.

A notice delivered personally to either the person or the person's recorded address or digital address shall be deemed to have been given when it is delivered. Mailed notice shall be deemed to have been given when deposited in a post office or public letter box. Notice sent by any means of recorded communication shall be deemed to have been given when dispatched, transmitted to or delivered to the appropriate communication company or agency. The Secretary may change the recorded address of any Member, Director, officer, auditor or Member of a Committee of the Board in accordance with any information believed to be reliable.

### **10.02 Computation of Time**

In computing the date when notice must be given, under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **10.03 Undelivered Notices**

If any notice given to a Member is returned on three consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to the Member until the Member informs the Corporation in writing of his or her new address.

### **10.04 Omissions and Errors**

No error or omission in giving notice shall invalidate any action taken at any meeting held pursuant to such notice.

### **10.05 Waiver of Notice**

Any Member, proxy holder or other person may at any time waive his or her right to notice. Any such waiver shall be in writing.

## **11 EFFECTIVE DATE**

### **11.01 Effective Date**

This by-law shall come into force when confirmed by the Members in accordance with the Act.

PASSED by the Board this 27<sup>th</sup> day of April, 2016

CONFIRMED by the Members the 27<sup>th</sup> day of April, 2016