

# **BIG BALD LAKE COTTAGERS' ASSOCIATION INC.**

**(Ontario Corporation No 1450271)**

## **BY-LAW NO. 2**

**A by-law to replace By-Law #1 relating generally to the transaction of the affairs of**

**BIG BALD LAKE COTTAGERS' ASSOCIATION INC.**

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**BE IT ENACTED** as a by-law of BIG BALD LAKE COTTAGERS' ASSOCIATION  
INC. as follows

## BY-LAW NUMBER 2

A By-law relating generally to the conduct of the affairs of the Big Bald Lake Cottagers' Association Incorporated in the year 2002.

### PREAMBLE

A. The Big Bald Lake Cottagers' Association is the corporation formed to conduct the affairs of Big Bald Lake. It is the desire of the members of the corporation (the "**members**") that the organization and the governance of the Corporation will be based on principles which will:

(a) deal with environmental, municipal and other issues affecting Big Bald Lake and its residents temporarily or permanently in the area and to present a united voice to address any issues of concern to the appropriate authorities;

(b) maintain and enhance the quality of life of its members through careful attention to such matters as water quality and boating and swimming safety;

(c) protect and enhance the Big Bald Lake environment by addressing such issues as water quality, wild life preservation, shoreline development, conservation, and the promotion of respect for the environment;

(d) take an interest in anything that may contribute to the health, pleasure, comfort and security of its members;

(e) foster and advance the interests of its members;

(f) carry on research and investigations into problems connected with the ownership and development of real property in the Bald Lake area;

(g) develop and foster community spirit;

(h) promote organized athletics, arts, recreation, education, response to civic emergency, social services and other community endeavours;

and such other complimentary purposes not inconsistent with these objects.

## ARTICLE 1 INTERPRETATION

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

**1.1 Definitions** – In this By-Law the following terms shall have the following meanings:

**“Act”** means the **Corporations Act, RS.O. 1990 C.38**, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

**“Annual General Meeting”** means a meeting of the members of the nature described in Article 4

**“Board”** means the board of directors of the Corporation from time to time constituted;

**“By-law”** means any by-law of the Corporation from time to time in force and effect;

**“Committee”** means a committee or, where the context permits, a sub committee of the Corporation;

**“Nominating Committee”** means the nominating committee of the corporation as it is constituted from time to time;

**“President”** means the President of the corporation;

**“Secretary”** means the secretary of the corporation;

**“SMR”** means Service Map and Registry, a guide to the division of Big Bald Lake into 4 areas comprised of lots in areas 100, 200, 300 and 400;

**“Special resolution”** means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such a meeting;

**“Treasurer”** means the treasurer of the corporation.

### 1.2 Interpretation

In this By-Law all references to the singular shall also be interpreted as referring to the plural and vice-versa and words in one gender include all genders and the headings used in the By-law are inserted for reference purposes only and shall not affect the interpretation of this By-Law.

## **ARTICLE 2            GENERAL**

### **2.1 Head Office**

The head office of the Corporation shall be R. R. #1, Buckhorn, Ontario, K0L 1J0, in the Township of Galway-Cavendish and Harvey, in the County of Peterborough, in the Province of Ontario (subject to change by special resolution) at such place therein as the Board may from time to time by resolution determine.

### **2.2 Corporate seal**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.

### **2.3 Financial Year**

The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of June in each year or on such other date as the directors may determine from time to time by resolution.

### **2.4 Books and Records**

The Board shall see that all necessary Books and Records of the Corporation required by this By-Law or by any applicable statute or law are regularly and properly kept

## **ARTICLE 3            MEMBERS**

**3.1 Membership** – there shall be two classes of membership in the corporation, namely:

- (a) Ordinary Members
- (b) Associate members

### **3.2 Qualification**

The members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation at its head office or at such other location as may be determined by the board of directors

### **3.3 Fees**

**3.3.1** The fee for membership in the Corporation, for each class of member shall be such sum per annum as may be fixed from time to time by the board of directors. Each member shall promptly be informed by the Secretary of his or her admission as a member upon payment of dues. The Secretary shall maintain a list of members in good standing.

**3.3.2** The amount set for annual dues or fees payable by members shall from time to time be fixed by a two-thirds majority vote of the Board cast at a meeting duly called for that purpose.

**3.3.3** The Secretary shall notify the members of the dues or fees at any time payable by them. Annual dues or fees shall be paid on or before the date of the annual general meeting of the members for the current year to ensure that all members will be able to participate in the vote at the annual general meeting of members. If any are not paid, the

members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated.

### **3.4 Ordinary Members**

Any person, company, corporation, sole proprietor, partnership, or unincorporated association may be admitted as an ordinary member of the corporation by the board of directors provided they are a registered owner of property fronting on Big Bald Lake and have paid membership dues as determined by the board of directors.

### **3.5 Associate Members**

Any person, company, corporation, partnerships, sole proprietorship, and unincorporated association who would not otherwise qualify for ordinary membership may file an application for associate membership with the Corporation, pay the required membership fees as determined by the board of directors and be duly appointed as associate members by the board of directors

### **3.6 Voting**

#### **3.6.1 Voting by Ordinary Members**

On each question arising at any special or general meeting of the members, the ordinary members in good standing shall be entitled to One **(1)** vote per property as designated and numbered on the aforementioned SMR, notwithstanding that each property may be owned or occupied by one or more persons. For purposes of clarification, the following examples are given:

- i) If a property is owned by one person only, that person shall be entitled to cast one **(1)** vote;
- ii) If a property is owned by more than one person, then such Owners shall have one **(1)** vote only. If such Owners are not able to reach a consensus on casting a vote, then such Owners will not be entitled to vote.
- iii) Should an owner of anyone of the aforementioned properties be a company, corporation, sole proprietorship, partnership, or unincorporated association, such member shall designate one **(1)** individual to represent its interest. In the event of a company or corporation, such designation shall be evidenced by a directors' resolution and in the event of a sole proprietorship, partnership, or unincorporated association, such designation shall be evidenced by the signature of all of the principals

To ensure compliance with this provision, the Chairman may decide that voting shall be by voting card and in this case, one voting card shall be issued

for each property as designated and numbered on the aforementioned SMR notwithstanding that each property may be owned or occupied by one or more persons.

### **3.6.2 Voting by Associate Members**

On each question arising at any special or general meeting of the members, the associate members shall each be entitled to one **(1)** vote. Provided that should any associate member be a company, corporation, sole proprietorship, partnership, or unincorporated association, such member shall designate one **(1)** individual to represent its interest. In the event of a company or corporation, such designation shall be evidenced by a directors' resolution and in the event of a sole proprietorship, partnership, or unincorporated association, such designation shall be evidenced by the signature of all of the principals.

## **3.7 Resignation**

**3.7.1** Any member may resign by resignation in writing addressed to the Secretary of the Corporation at the head office of the Corporation. The resignation shall be effective upon acceptance by the board of directors.

**3.7.2** In case of resignation members shall remain liable for the payment of any assessment or other lawful sum levied or which became payable to the corporation prior to acceptance of the resignation.

**3.7.3** The Board may, by resolution passed by a majority vote, request any member to resign.

## **3.8 Termination of Membership**

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the death of the member, the dissolution or winding up of the member, or if the member fails to pay any dues or fees as fixed by the board of directors. The membership of an ordinary member shall automatically terminate in the event that they transfer title to their property fronting on Big Bald Lake unless they would otherwise qualify for ordinary or associate membership.

## **ARTICLE 4 MEMBERS' MEETINGS**

### **4.1 Annual Meetings**

The Corporation shall hold an annual meeting of its 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. The annual meeting of the members shall be held at the head office of the Corporation or at such other location **within the Province of Ontario** as may be determined by the board of directors on such day in each year and at such time as the Board may by resolution determine. In addition to any other business that may be transacted, the financial statements of the corporation and the report of the auditor shall be presented, a board of directors shall be elected, an auditor shall be appointed for the ensuing year and the

remuneration of the auditor shall be fixed or the Board shall be authorized to fix the remuneration of the auditor

#### **4.2 General Meetings**

Other meetings of the members (to be known as "General Meetings") may be convened by order of the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the President shall call a General Meeting of the members upon receipt of a written requisition to do so of not less than five (5%) per cent of the members entitled to vote at such meeting.

#### **4.3 Notice**

A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving notice to each member entitled to notice of such a meeting and to the auditor of the Corporation in the manner specified in paragraph 15 of this by-law not less than fourteen (14) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting.

#### **4.4 Error or Omission of Notice**

No error or omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate such meeting, any resolution passed or any proceedings taken at such meeting.

#### **4.5 Voting**

**4.5.1** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands. **The chairman of the meeting shall be entitled to vote but in the case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote. In the event of an equality of votes, the motion as presented shall be defeated.**

**4.5.2** No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless they have paid all dues or fees, if any, then payable.

**4.5.3** At any meeting, unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority lost or not carried by a particular majority shall be conclusive evidence of the fact.

**4.5.4** A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

**4.5.5** Prior to the chair of the meeting calling for a vote on a question, a member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such a manner as the chair of the meeting directs. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a

vote by ballot, each member entitled to vote, present in person, or represented by proxy and entitled to vote shall have one (1) vote and the result of the vote by ballot shall be the decision of the members upon the said question.

**4.6 Chairman of the Meeting**

In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chairman.

**4.7 Proxies**

**4.7.1** Votes at meetings of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, that member may appoint a proxy to attend and act as the member's representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing and executed by the member. A person appointed by proxy must be a member.

**4.7.2** Upon a poll, every member who is entitled to vote at the meeting and is present in person shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxy holder.

**4.7.3** Subject to the provisions of the Act and the Regulations, a proxy may be in the following form:

*The undersigned member of BIG BALD LAKE COTTAGERS' ASSOCIATION hereby appoints.....of.....  
or failing him or her.....of.....  
as the proxy of the undersigned to attend and act at .....  
meeting of the members of the said Corporation to be held on the ..." day of,..... ,  
and at any adjournment or adjournments thereof in the same manner, to the same  
extent and with the same power as if the undersigned were present at the said  
meeting or such adjournment or adjournments thereof*

*DATED the .....day of.....*

*.....(Signature of Member) "*

**4.7.4** The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held. Proxies may be cabled or e-mailed faxed or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation. Proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairman of any meeting of members may, subject to any regulations made as aforesaid, in his or her discretion e-mailed, faxed or written communication as to the authority of any



person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation. Any votes given in accordance with instructions accepted by the chairman of the meeting shall be valid and shall be counted.

#### **4.8 Adjournment**

Any meeting of the members 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. Such adjournment may be made providing a quorum is present. Notice of an adjourned meeting of the members is not required if the time and place of the adjourned meeting is announced at the original meeting.

#### **4.9 Quorum**

Quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or any other by-law) shall be members present representing not less than fifteen (15%) percent of the total membership in number. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 15 with regard to notice shall apply to such adjournment.

#### **4.10 Persons entitled to be present**

The only persons entitled to attend meetings of members shall be the members, the Auditor of the Corporation, and others who are entitled or required under any provision of the Act or Letters Patent or By-Law to be present at the meeting. For greater certainty, only members entitled to vote will have the right to vote and speak at meetings although others present at such meetings in accordance with the Act or Letters Patent or By-Laws shall be allowed to speak with the consent of the meeting.

#### **4.11 Rules of Order**

Each meeting of members shall be governed by Roberts Rules of Order, provided that in the event of a conflict between such rules of order and one or more provisions of the Act, the Letters Patent or the By-Law, the provisions of the Act the Letters Patent or the By-Law shall prevail.

### **ARTICLE 5 DIRECTORS**

#### **5.1 Board of Directors**

The affairs of the Corporation shall be managed by a board of directors (the "Board") comprised of Seven (7) directors. Six will be elected and one will be the Past President.

#### **5.2 Qualifications**

Directors shall be individuals, eighteen (18) or more years of age and shall, at the

time of their election and throughout the term of their office, be members of the Corporation. Directors must have paid the annual membership fee to be eligible for a position on the Board.

### **5.3 Election of Directors and Terms of Office**

**5.3.1** At the Annual General Meeting in 2005, three (3) of the six elected Directors, shall be elected for a term of one (1) year. The same number shall be elected for a term of two (2) years. At each Annual General Meeting held after 2005, three (3) Directors shall be elected for a two (2) year term. The Past President will remain a Director until replaced by a new Past President.

**5.3.2** The Directors' term of office (subject to the provisions, if any, of the letters patent issued to the corporation) shall be **Two (2)** years from the date of the meeting at which they are elected or appointed until the next following annual meeting and or until their successors shall have been duly elected or appointed whichever comes first.

**5.3.3** A Nominating Committee consisting of three persons including the past president shall be appointed by the Directors no later than the date of the first meeting of the Board of Directors following the annual general meeting in each year. The nominating committee will prepare a slate of officers and directors for election at the next ensuing annual meeting having obtained the agreement of the nominee to stand for election.

(a) all areas of the lake, 100, 200, 300, and 400 should be represented on the Board of Directors. The Nominating Committee shall approach each area annually to ensure appropriate representation.

(b) the recommendations of such Nominating Committee shall not prevent nominations being made by any other members of the Corporation.

(c) the slate prepared by the Nominating Committee shall be circulated to all members of the Corporation no later than two (2) weeks prior to the Annual Meeting. Nominations from the Corporation may be made in writing to the Nominating Committee up to two (2) days prior to the Annual Meeting. The nomination must include the signature of the nominee and five (5) signatures of Corporation members.

(d) a slate of officers and directors to replace those directors whose terms of office have expired shall be presented by the Nominating committee for election by the members at the Annual General Meeting on a show of hands unless a poll is demanded. If a poll is demanded such election shall be by secret ballot.

**5.3.4** If qualified, each individual who has completed a term of office as a Director shall be eligible for re-election: provided that no individual may serve as a Director

for more than six years with the exception of the immediate Past President who may remain on the Board until a successor is in place.

#### **5.4 Removal**

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office and may, by majority of the votes cast at such a meeting, elect any member in their stead for the remainder of their term of office.

#### **5.5 Vacancy**

From time to time in the event of any vacancy, however caused, occurring in the board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the directors from among the members of the Corporation if they shall see fit to do so, otherwise such vacancy may be filled at the next meeting of the members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

#### **5.6 Powers**

The Board may, on behalf of the Corporation, exercise all powers that the Corporation may lawfully exercise under the Act, the Letters Patent or otherwise. The powers include, but are not limited to, the power:

- (a) to enter into contracts or agreements;
- (b) to make banking and financial agreements;  
to execute documents;
- (c) to direct the manner in which any other person or persons may enter into contracts or agreements with the corporation;
- (d) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable;
- (e) to appoint any agents and retain any employees that it considers necessary.

#### **5.7 Resignation**

Any Director may at any time resign from office of Director on the following conditions:

- (a) that the said director simultaneously resigns from his or her elected position or appointed officer position
- (b) that a replacement director shall be appointed or appointed in accordance with the By-Laws of the Corporation regarding the replacement of the elected or appointed director, and:
  - © that the resignation not be effective until such time as a replacement

director takes office.

### **5.8 Vacation of Office**

A person ceases to be a director of the Corporation:

- (a) if he or she becomes bankrupt;
- (b) if he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Secretary of the Corporation he or she resigns his or her office;
- (d) if he or she dies;
- (e) if he or she ceases to be a member of the Corporation; or
- (f) if he or she is removed from office by the members of the Corporation in accordance with paragraph 5.4.

### **5.9 Remuneration of Directors**

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be reimbursed for reasonable expenses incurred in the performance of their duties.

### **5.10 Declaration of Interest**

It shall be the duty of every Director who is any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

## **ARTICLE 6 DIRECTORS' MEETINGS**

### **6.1 Place of Meeting**

Meetings of the board of directors may be held either at the head office or at any place within or outside Ontario as may be determined by the Board.

### **6.2 Notice**

A meeting of the board of directors may be convened by the Chair or any two Directors. Notice of any meeting of the Board shall be given to each member of the Board not less than two days before the meeting is to take place. A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting. A statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

### **6.3 Meetings without Notice**

No formal notice of any meeting of the Board shall be necessary if all the members of the Board are present, or if those who are not present, either before or after the meeting, waive notice, or otherwise signify their consent to such a meeting being held in their absence. At any such meeting, any business may be transacted, which the

Corporation, at a meeting of the Board, may transact, provided a quorum of the Board is present.

**6.4 Omission of Notice.**

No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meetings.

**6.5 Adjournment**

Any meeting of 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 and such adjournment may be made providing a quorum is present. 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.

**6.6 Regular Meetings**

The board of directors may appoint a day or days in any month or months for regular meetings of the board at a stated place or hour. A copy of any resolution of the board fixing the place and time of regular meetings shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

**6.7 Meetings by Communication Facilities**

If all the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed for the purpose of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

**6.8 Resolutions in Writing**

Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Board duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members of the Board and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such members of the Board.

**6.9 Quorum**

The number of directors which shall form a quorum for the transaction of business shall be three (3) directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

**6.10 Voting**

Questions arising at any meeting of directors shall be decided by a majority of votes.

The chairman of the meeting shall be entitled to vote but in the event of an equality of votes, the chairman of the meeting shall not have a second or casting vote. In the event of an equality of votes, the motion as presented shall be defeated.

#### **6.11 Rules of Order**

The Board shall adopt Roberts Rules of Order, or such rules of order as it deems appropriate to govern the conduct of each Board Meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the Letters Patent or the By-Law shall prevail

### **ARTICLE 7 OFFICERS**

#### **7.1 The Officers of the Corporation shall be comprised of:**

- (a) A Chair, who shall be the President of the Corporation, who shall be appointed from among the one or more candidates nominated for such office by the Nominating Committee and who shall be a Director.
- (b) A Vice-Chair who shall be appointed from among one or more candidates nominated for such office by the Nominating Committee and who shall be a Director.
- (c) A Treasurer who shall be appointed from among one or more candidates nominated for such office by the Nominating Committee and who shall be a Director.
- (d) A Secretary who shall be appointed from among one or more candidates for such office by the Nominating Committee and who may, but need not be a Director; and
- (e) Such other officers determined by the Board who shall be appointed from among the one or more candidates nominated for such designated offices by the Nominating Committee who may include one or more assistants to any of the officers so appointed, and who shall perform such duties as may from time to time be determined by the Board
- (f) A person may hold more than one office as long as he or she is qualified to hold each such office

#### **7.1 Duties of Officers**

- (a) The President, shall when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws.

(b) The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign such contracts, documents or instruments in writing as require their signatures and shall have such other powers and duties as may from time to time be assigned to them by the Board.

(c) The Secretary shall attend all meetings of the members, the Board and the Committees and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or 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 he or she shall perform such other duties as may from time to time be determined by the board of directors.

(d) The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys 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 by the board of directors. The Treasurer shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers and shall render to the board of directors at the regular meetings or whenever required, an account of all the transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the board of directors.

## **7.2 General Manager**

The board of directors may from time to time appoint a General Manager who shall have such authority to manage the business of the Corporation and perform such duties as may from time to time be prescribed by resolution of the Board.

## **7.3 Term of Office.**

All officers shall hold office until the Annual meeting following his or her appointment as an officer. An individual who has completed their term as an officer may be re-appointed to such office, if they are otherwise qualified.

## **7.4 Vacancies**

The office of an officer shall automatically be vacated upon:

(a) the officer's resignation, which shall be effective at the time the written resignation is received by the Secretary or President or at the time specified in the resignation, whichever is later;

(b) that officer being removed by the Board;

(c) in the case of the President or the Vice President, if that officer ceases to be a Director; (that officer's death.

If an office shall become vacant in any of the circumstances described in this section, the Board may appoint a qualified person to fill such vacancy for the remainder of the term of such office.

#### **7.6 Remuneration of Officers**

The officers shall serve without remuneration and no officer shall directly or indirectly receive any profit from his or her position as such; provided that an officer may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

#### **7.7 Powers and Duties**

**7.7.1** All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors; subject however, to any special resolution of the Corporation.

**7.7.2** All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such a manner as the Board may from time to time designate by resolution.

**7.7.3** In case of the absence or inability to act of any officer of the Corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

### **ARTICLE 8 COMMITTEES**

#### **8.1 Standing Operating Committees**

The Board may from time to time constitute a Nominating and Governance Committee, an Audit Committee, an Administrative Committee, a Communication Committee, and an Environmental Committee and other such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

#### **8.2 Composition of Committees**

The Composition of the Nominating Committees shall be as set out in Article 5.3. The composition of all such other committees (including the designation of the chair and vice chair of each committee) shall be as determined by the Board from time to time; provided that:

(a) The Chair shall be an ex-officio member of all such committees.

(b) To the extent practicable, the membership of each committee shall be reflective of a broad range of individuals representing numerous constituencies.



**ARTICLE 9. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of **section 71** of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

**ARTICLE 10. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

**10.1 Interest of Directors in Contracts**

Subject to the provisions of the Act, no director shall be disqualified by his or her office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

**10.2 Declaration of Interest**

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract, arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act and specifically **section 71** of the Act.)

**10.3 Limitation on Liability**

**10.3.1** No director or officer for the time being of the Corporation shall be liable for The acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects, shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

**10.3.2** The directors for the time being of the Corporation shall not be under any duty

or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation, shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

#### **10.4 Indemnities to Directors and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;

(a) and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

### **ARTICLE 11 NOTICES**

#### **11.1 Service**

Any notice or other document required by the Act, the Regulations, the letters patent, supplementary letters patent (if any) or the by-laws to be sent to any member or director of the Corporation may be adequately given:

- (a) by telephone; or
- (b) by posting the date, time and place of a duly called meeting on the Corporation's Notice Board at such location or locations as the board of directors in its discretion decides, or
- (c) by publishing the date, time and place of a duly called meeting in a newsletter or bulletin produced by the Corporation, or
- (d) by delivering personally or sending by electronic mail (e-mail) or prepaid mail or telegram or cable or telex to such member or director of the Corporation at his, her or its address as the same appears in the records of the Corporation or if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation.

Provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Notice to the corporation's auditor may be delivered personally or sent by electronic mail (e-mail), prepaid mail or telegram or cable or telex.

### **11.2 Signature to Notices**

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### **11.3 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **11.4 Proof of Service**

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 10 of this by-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

## **ARTICLE 12. AUDITOR**

The members shall at each annual meeting appoint an auditor to hold office until the next annual meeting provided that the board of directors may fill any casual vacancy in the office of the auditor. The auditor shall make such examination as will enable the auditor to report to the members as required under section 96(2) of the Act. The remuneration of the auditor shall be fixed from time to time by the board of directors.

## **ARTICLE 13. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

### **13.1 Procedure**

(a) The Board may pass, repeal, amend or re-enact any By-Law from time to time and the members entitled to vote may confirm, reject, amend or otherwise deal with any By-Law passed by the Board and submitted to a meeting of the members duly called for that purpose and by a resolution approved by 50% plus one of the Directors voting thereon and adopted by 80% of the members of the Corporation voting at a meeting called for that purpose.

(b) A copy of any By-Law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

### **13.2 Repeal of former By-Laws**

Subject to the provisions of Section 13.1. The Board may repeal one or more By-Laws by

passing a By-Law that contains provisions to that effect.

**13.3 Effect of Repeal of By-Laws**

The repeal of any By-Law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred there under prior to such repeal. All Directors, officers and other persons acting under any By-Law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-Law.

**13.4 Enactment**

This By-Law No. 2 shall come into force and effect following its approval by the Board and upon its confirmation by the members. Upon this By-Law No 2 coming into force and effect, By-Law No. 1 of the Corporation shall thereby be repealed.

PASSED by the Board on the \_\_\_\_\_ day of \_\_\_\_\_ 2005

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by the members on the

day of

\_\_\_\_\_  
Secretary