

# THE OAKVILLE LAKESIDE RESIDENTS' ASSOCIATION

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Corporation.

### INTERPRETATION

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

(a) "Act" means the Corporations Act, R.S.O. 1980, c. 95 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

(b) "MURB" means a building which contains two or more discrete residential dwelling units, regardless of the nature of the property interest held in respect of such unit by the resident thereof, but does not include a hotel, motel or other place of transitory residence;

(c) "OLRA Residential Area" means that certain residential area bounded on the north by (but including) properties fronting on the north side of Robinson Street to and including the midpoint of Allan Street and east thereof by the south side of Lakeshore Boulevard East, bounded on the west by the midpoint of Sixteen Mile Creek, bounded on the south by Lake Ontario, and bounded on the east by (but including) properties fronting on the east side of Chartwell Avenue, in the Town of Oakville in the Province of Ontario;

(d) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

(e) "by-law" means any by-law of the Corporation from time to time in force and effect;

(f) "Chairperson" means the chairperson of the board of directors elected pursuant to paragraph 27 hereof, who may be referred to as either a Chairman or Chairwoman, as the case may be;

(g) "Vice-Chairperson" means the vice-chairperson of the board of directors elected pursuant to paragraph 28 hereof, who may be referred to as either a Vice-Chairman or Vice-Chairwoman, as the case may be;

(h) "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, automated touchtone telephone system, or computer;"

(i) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;

(j) words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

(k) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **HEAD OFFICE**

2. **Head Office.** The head office of the Corporation shall be in the Town of Oakville, in the Regional Municipality of Halton, in the Province of Ontario and at such place therein as the directors of the Corporation may from time to time by resolution determine.

### **SEAL**

3. **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

### **DIRECTORS**

4. **Duties and number.** The affairs of the Corporation shall be managed by the board of directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The board of directors shall consist of such number of directors as may be determined from time to time by special resolution.

5. **Qualifications.** Every director shall be eighteen (18) or more years of age and, subject to section 286 of the Act, shall be a General Member of the Corporation or shall become a General Member of the Corporation within ten (10) days after his election or appointment as a director.

6. **Term of office and vacancies.** The directors' term of office (subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Corporation and of the by-laws) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a

meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any General Member. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7. **Vacation of office.** The office of a director shall ipso facto be vacated: (a) if he does not within ten (10) days after his election or appointment as a director become a General Member, or if he ceases to be a General Member of the Corporation; or (b) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or (c) if he is found to be a mentally incompetent person or becomes of unsound mind; or (d) if by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or (e) if he dies; or (f) if he is removed from office in accordance with paragraph 8.

8. **Election and removal.** Directors shall be elected yearly by the members in general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole board of directors shall retire at the general meeting at which the yearly election of directors is to be made but, subject to the provisions of this by-law, shall be eligible for re-election; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

9. **Executive Committee.** There shall be no Executive Committee of the board of directors.

10. **Other Committees.** The board of directors may from time to time appoint or disband such other committees as it may consider desirable, may prescribe their duties and may delegate such duties and authorities (except in respect of such matters as must by law be transacted or performed by the directors or by the directors and the members) as the directors may deem expedient. The directors shall designate one member of each committee, who shall be a director, as its chairperson. The President shall be ex officio a member of all such committees. The said committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairperson shall have a second or casting vote.

### **MEETINGS OF DIRECTORS**

11. **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. Meetings of the board may be held by telephonic or other electronic means if all the directors of the Corporation present at or participating in a meeting consent, a meeting of directors may be held by such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director

participating in the meeting by those means is deemed to be present at the meeting.

12. **Notice.** A meeting of the board of directors may be convened by the Chairperson of the Board (if any and if so authorized by special resolution of the Corporation), a Vice-Chairperson of the Board (if any), the President, a Vice-President who is a director or any two directors at any time and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 54 of this by-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

13. **Omission of Notice.** The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

14. **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

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

16. **Quorum.** The number of directors which shall form a quorum for the

transaction of business shall be that which is set out in the letters patent, supplementary letters patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the authorized number of directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

17. **Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes. Every question submitted to any meeting of directors shall be decided by a show of hands, or verbal or visual indication of assent if participating otherwise than in person, unless a poll is demanded, in which latter case such question shall be decided by ballot. In case of an equality of votes the chairperson of the meeting shall have, both on a show of hands and at a poll, a second or casting vote in addition to his or her original vote. At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

### **REMUNERATION OF DIRECTORS**

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

### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

19. **For the Protection of Directors and Officers.** Except as otherwise provided in the Act, 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 act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation 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 including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

20. **Indemnities to Directors and Others.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their 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 for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. 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 to the extent permitted by the Act or law.

### **INTERESTED DIRECTOR CONTRACTS**

21. **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract or in any matter that is under review by OLRA or any other perceived or actual conflict with the Corporation shall make the disclosure required by the Act and these by laws and any Code of Conduct or Guidelines established and approved by the Membership by a majority vote at a duly held meeting to approve such Guidelines. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract or matter. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act and specifically subject to the provisions contained in that section and subject to the proviso below, it is declared that no director shall be automatically disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise; provided however, that a director may be removed from office as a director or officer pursuant to Section 8 of this By Law if the director has failed to make the disclosure required by this Section or by any Code of Conduct or Guidelines referred to above in this Section. Subject to compliance with the Act and this Section, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

22. **Submission of Contracts or Transactions to Members for Approval.** The board of directors in its discretion may submit any contract, act or transaction with the Corporation 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 by the Letters

Patent) 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.

## **OFFICERS**

23. **Appointment.** The board of directors shall annually or more often as may be required elect a President and, if authorized by special resolution of the Corporation, a Chairperson of the Board and, if deemed advisable, one or more Vice-Chairpersons of the Board (to which title may be added words indicating seniority or function) from among themselves, and shall appoint a Secretary and if deemed advisable may appoint annually or more often as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) his or her resignation, (ii) the appointment of his or her successor, (iii) his or her ceasing to be a director (if so required by this section to be a director) or General Member of the Corporation, and (iv) the meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the Corporation but, subject to Section 291 of the Act, none of the said officers except the Chairperson of the Board, a Vice-Chairperson of the Board and the President need be a director of the Corporation. Every officer shall be eighteen (18) or more years of age and shall be a General Member of the Corporation or shall become a General Member of the Corporation within ten (10) days of his election or appointment. Two or more of the aforesaid offices may be held by the same person. The President may also act as the Chairperson of the Board. In case and whenever the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

24. **Remuneration and removal of officers.** The directors may by resolution fix the remuneration (if any) to be paid to the officers of the Corporation who are not directors. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

25. **Powers and duties.** 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 incident 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.

26. **Duties of officers may be delegated.** 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.

27. **Chairperson of the Board.** The Corporation may by special resolution provide for the election by the directors from among themselves of a Chairperson of the Board and define his or her duties, and may assign to the Chairperson of the Board any or all of the duties of the President or other officer of the Corporation.

28. **Vice-Chairperson of the Board.** The Vice-Chairperson of the Board or, if more than one, the Vice-Chairpersons of the Board, in order of seniority, shall be vested with all the powers and shall perform all the duties of the Chairperson of the Board in the absence or inability or refusal to act of the Chairperson of the Board.

29. **President.** The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the board of directors. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of the Chairman in the event there is no Chairman. He or she shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the board of directors, and members of the Corporation.

30. **Vice-President.** The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the Vice-Chairperson or Vice-Chairpersons of the Board in the absence or inability or refusal to act of the Vice-Chairperson or Vice-Chairpersons of the Board; provided, however, that a Vice-President who is not a director shall not preside as chairperson at any meeting of the board of directors or, subject to paragraph 48 of this by-law, preside at any meeting of members.

31. **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act.

32. **Treasurer.** Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. He or she shall keep or cause to be kept the books of account and accounting records referred to in Section 302 of the Act. He or she may be required to give such bond for the faithful performance of his or her duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

33. **Assistant Secretary and Assistant Treasurer.** The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.

34. **Vacancies.** If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the President, the Chairperson of the Board, if any, and the Vice-Chairpersons of the Board, if any, elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

## MEMBERS

35. **Membership.** Subject as hereinafter provided, the members of the Corporation are those individuals who at the effective date hereof are members or whose admission to membership is provided for in this by-law and, in any case, whose membership in the Corporation is maintained, the whole subject to and in accordance with the provisions of the by-laws of the Corporation from time to time in force.

36. **Classes of Members.** The membership of the Corporation shall be divided into the following classes which have attached thereto the terms and conditions hereinafter set forth:

- (i) General Members;
- (ii) MURB Members; and
- (iii) Honourary Members.

37. **General Members.** General Members are those individuals who are Members at the date of the coming into force of this by-law and such individuals who are admitted as General Members thereafter in accordance with the by-laws of the Corporation.

The board of directors may from time to time by resolution admit other individuals as General Members upon the application of such individuals for membership as such and the payment of such membership fees or dues as are determined from time to time by the directors of the Corporation.

In order to be eligible for admission as a General Member of the Corporation, the prospective General Member must be an individual of at least 18 years of age who resides in a dwelling other than a MURB situate within the OLRA Residential Area. If any General Member should cease to reside in any such dwelling situate within the OLRA Residential Area, such individual shall, by virtue thereof, forthwith cease to be a General Member of the Corporation, but such individual shall remain liable to pay any fees, dues, assessments or other amounts then payable by such individual to the Corporation. Notwithstanding the foregoing, a prospective General Member may reside in a MURB situate within the OLRA Residential Area provided that the board of directors of the Corporation is satisfied that such prospective General Member has been duly elected or appointed by the MURB Members resident within such MURB to represent the interests of such MURB Members, and provided further that the membership of any such individual as a General Member of the Corporation shall cease forthwith upon the Corporation receiving a written notice, signed by such General Member or by a majority of the MURB Members resident within such MURB, notifying the Corporation that such General Member no longer represents the interests of such MURB Members.

The Secretary of the Corporation shall notify the General Members of the fees, dues, assessments or other amounts at any time payable by them and, if they are not paid within 60 days from the date of such notice, the General Members in default shall, without prejudice to their continuing obligation to pay such fees, dues, assessments or other amounts, thereupon automatically cease to be General Members of the Corporation. Any such defaulting former member, on payment of all unpaid fees, dues, assessments or other amounts, may in the discretion of the board of directors of the Corporation be reinstated as a General Member of the Corporation. The board of directors of the Corporation shall have, in its sole discretion, the power to waive or reduce any fee, due assessment or other amount payable by any General

Member in special circumstances.

Each General Member shall be entitled to receive notice of and to attend any meeting of members of the Corporation and shall be entitled to exercise one (1) vote in respect of any matter or thing voted upon thereat.

38. **MURB Members.** The board of directors may from time to time by resolution admit an individual as a MURB Member of the Corporation upon the application of such individual for membership as such and the payment of such membership fees or dues as are determined from time to time by the directors of the Corporation.

In order to be eligible for admission as a MURB Member of the Corporation, the prospective MURB Member must be an individual of at least 18 years of age who resides in a MURB situate within the OLRA Residential Area. If any MURB Member should cease to reside in any MURB situate within the OLRA Residential Area, such individual shall, by virtue thereof, forthwith cease to be a MURB Member of the Corporation, but such individual shall remain liable to pay any fees, dues, assessments or other amounts then payable by such individual to the Corporation. Notwithstanding the foregoing, should any such MURB Member move from a MURB to take up residence in a dwelling situate within the OLRA Residential Area other than in a MURB, upon payment of all such unpaid fees, dues, assessments and other amounts, and upon payment of any fees or dues payable by General Members for the then current year, such former MURB Member shall be entitled to become, and the board of directors of the Corporation shall admit such former MURB Member as, a General Member.

Each MURB Member shall be entitled to receive notice of and to attend any meeting of members of the Corporation, but shall not be entitled to vote on any matter or thing voted upon thereat.

39. **Honourary Members.** The board of directors may from time to time by resolution admit persons as Honourary Members of the Corporation if in the opinion of the directors such persons have rendered outstanding contribution or service to the Corporation or would provide credibility or stature to the Corporation or would be in a position to assist the Corporation in furtherance of its objects. The membership of an Honourary Member shall continue for the period determined by the board of directors at the time of such Honourary Member's admission as such as aforesaid, provided that such period may be extended by further resolution of the board of directors passed at any time during the currency of such Honourary Member's membership period, and so on from time to time. Nothing herein shall preclude an Honourary Member from also being a General Member of the Corporation.

Honourary Members shall be exempt as such from the payment of fees and dues to the Corporation.

Honourary Members shall be entitled to receive notice of and to attend any meeting of members of the Corporation, and shall be entitled as such to exercise one (1) vote in respect of any matter or thing voted upon thereat, provided that an Honourary Member who is also a General Member shall be entitled to vote on any particular matter or thing either as such Honourary Member or as such General Member but not as both.

40. **Resignation.** Members may resign by resignation in writing which shall be

effective from acceptance thereof by the board of directors. Notwithstanding any such resignation, a former member shall remain liable for payment of any fees, dues, assessments or other amounts payable by such former member on the date of acceptance of such resignation by the board of directors of the Corporation.

41. **Termination of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when his or her period of membership expires (if any) or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any General Member, MURB Member or Life Member of the Corporation.

42. **Membership Dues.** Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

### **MEMBERS' MEETINGS**

43. **Annual Meeting.** Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located. Should there be public health reasons or other government emergency orders which materially limit the ability or safety to hold members meetings in person , a meeting of the members may be held by telephonic or electronic means that allow for appropriate interaction and feedback from members on the business of the meeting , and a member, who through those means, votes at the meeting or establishes a communication link to the meeting is deemed the to be present at the meeting.

44. **General Meetings.** Other meetings of the members may be convened by order of the Chairperson of the Board (if any and if so authorized by special resolution of the Corporation), a Vice-Chairperson of the Board (if any), the President, or a Vice-President who is a director and General Member, or by the board of directors, at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The board of directors shall call a general meeting of members on written requisition of not less than one-tenth of the members. Should there be public health reasons or other government emergency orders which materially limit the ability or safety to hold members meetings in person , a meeting of the members may be held by telephonic or electronic means that allow for appropriate interaction and feedback from members on the business of the meeting , and a member, who through those means, votes at the meeting or establishes a communication link to the meeting is deemed the to be present at the meeting.

45. **Notice.** A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner

specified in paragraph 54 of this by-law not less than ten (10) days (exclusive of the day of mailing or sending and of the day for which notice is given) before the date of the meeting; provided, however, that if the objects of the Corporation are exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of members reside as shown by their addresses on the books of the Corporation.

46. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

47. **Omission of notice.** The accidental 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 any resolution passed or any proceedings taken at any meeting of members.

48. **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands ( either in person or by electronic or other technological means ) and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he or she may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless he or she has paid all fees, dues, assessments and other amounts, if any, then payable by him or her.

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

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 chairperson 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 chairperson 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.

49. **Chairperson of the Meeting.** In the event that the Chairperson of the Board, if any, is, by special resolution of the Corporation, entitled or required to act as chairperson of the meeting and is absent, the Vice-Chairperson or Vice-Chairpersons of the Board, if any, are absent, the President is absent and there is no Vice-President present who is a director and a General Member, the persons who are present and entitled to vote shall choose another director as chairperson 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 chairperson.

50. **Proxies.** Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which he is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, every member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized 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 proxyholder.

A proxy shall be executed by the member or his attorney duly authorized in writing.

A person appointed by proxy need not be a member.

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

The undersigned member of \_\_\_\_\_ hereby appoints \_\_\_\_\_ of \_\_\_\_\_ or failing him, of as the proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, 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 \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member

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 and for particulars of such proxies to be cabled or telegraphed or sent by telex or telecopy or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that 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 chairperson of any meeting of members may, subject to any regulations made as aforesaid, in his or her discretion accept telegraphic or cable or telex or telecopy 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, and any votes given in accordance with such telegraphic or cable or telex or written communication accepted by the chairperson of the meeting shall be valid

and shall be counted.

51. **Adjournment.** The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.

52. **Quorum.** The presence of two General Members in person , or deemed to be present pursuant to section 43 or section 44, or represented by proxy and each entitled to vote thereat shall be a quorum of any meeting of members for the choice of a chairperson and the adjournment of the meeting; for all other purposes the presence of seven General Members in person , or deemed to be present pursuant to section 43 or section 44, or represented by proxy and entitled to vote thereat shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

### **VOTING SHARES AND SECURITIES**

53. **Voting Shares and Securities.** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

### **NOTICES**

54. **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 or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex or telecopy or by email to any such member or director at his latest address or email address as shown in the records of the Corporation and to the auditor at his business address, or if no address or email address be given therein then to the last address or email address of such member or director known to the Secretary 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.

55. **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.

56. **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.

57. **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 54 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.

### **CHEQUES, DRAFTS, NOTES, ETC.**

58. **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances 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 manner as the board of directors may from time to time designate by resolution.

### **CUSTODY OF SECURITIES**

59. **Custody of Securities.** All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of director , with such other depositaries or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed m blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

### **EXECUTION OF INSTRUMENTS**

60. **Execution of Instruments.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by

- (a) any one of the Chairperson of the Board (if any), a Vice-Chairperson of the Board (if any), the President or a Vice-President together with any one of the Secretary or the Treasurer;
- (b) any two directors; or
- (c) any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have

power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing

- (d) any one of the Chairperson of the Board (if any), a Vice-Chairperson of the Board (if any), the President or a Vice-President together with any one of the Secretary or the Treasurer;
- (e) any two directors; or
- (f) any one of the aforementioned officers together with any one director;

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

### **FINANCIAL YEAR**

61. **Financial Year.** The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine

### **DISSOLUTION**

62. **Disposition on Dissolution.** Without prejudice to the provisions of the letters patent and supplementary letters patent of the Corporation, but for greater certainty, it is hereby provided that upon the dissolution of the Corporation and after the payment of all its debts and liabilities the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or to organizations whose objects are beneficial to the community. This paragraph 62 shall not be effective unless and until this by-law has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of the members duly called for that purpose.

**REPEAL OF BY-LAWS**

63. **Effective Date and Repeal of Existing By-laws.** This by-law, except paragraph 9 and paragraph 62, shall come into force when passed by the board of directors in accordance with the Act. Upon this by-law becoming effective all existing By-laws of the Corporation shall be repealed without prejudice to any action theretofore taken thereunder. The numbers designating the By-laws hereby repealed may be allocated to this by-law and any subsequent By-laws of the Corporation.

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

**WITNESS** the seal of the Corporation.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary