

A General By-law relating to the affairs of the
Nottawasaga Lighthouse Preservation Society
(hereinafter referred to as the “Corporation”)

1.0 DEFINITIONS

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

- a) **Act** means the Ontario Corporations Act R.S.O. 1990, CHAPTER C.38 as amended from time to time and every statute that may be substituted therefore 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 therefore in the new statute or statutes;
- b) **Board** means the board of directors of the Corporation, **director** means a member of the board;
- c) **By-laws** means this by-law and any other by-law of the Corporation from time to time in force and effect;
- d) **Letters Patent** means the letters patent and any supplementary letters patent of the Corporation;
- e) **Regulations** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore 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 therefore in the new regulations.
- f) **Ordinary resolution** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g) **Special resolution** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.0 INTERPRETATION

The By-laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a) all terms contained herein and which are defined in the Act or the Regulations shall have the meaning given to such terms in the Act or such Regulations;
- b) words importing the singular number only shall include the plural and vice versa; and the word person shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- c) words importing the masculine shall include the feminine and vice versa;
- d) 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.

3.0 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

4.0 OBJECTS

To establish and maintain for the benefit of Canadians, a lighthouse preservation society for the purposes of:

- a) Ensuring that the heritage resources of the Nottawasaga Island Lighthouse are protected through restoration and preservation of the lighthouse tower, keeper's residence & outbuildings in a manner that respects their significant and irreplaceable historical legacy;
- b) Researching, acquiring and preserving property and documentary records pertaining to the *Nottawasaga Island Lighthouse*, and transportation on the Great Lakes generally, in recognition of their cultural & historical importance;
- c) Developing interpretive and educational programs, which further the understanding and appreciation of the *Nottawasaga Island Lighthouse's* contribution to Canada's historic and cultural heritage;
- d) Operating the Nottawasaga Island Lighthouse as a historic site to showcase the lighthouse's valuable historic resources, and to stimulate awareness, knowledge and appreciation of Canada's marine heritage;
- e) Restoring & protecting the ecosystem around the lighthouse by managing development of the site under a strict mandate of environmental conservation and sustainability.

and such other complementary purposes not inconsistent with these objects.

5.0 HEAD OFFICE

The head office of the Corporation shall be in the Town of Collingwood, in the province of Ontario at such place therein as may from time to time be determined by the Board.

6.0 CORPORATE SEAL

The seal impressed in the margin hereof shall be the corporate seal of the Corporation. The seal of the Corporation and its certifying documents shall be kept at the head office of the Corporation.

7.0 EXECUTION OF INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

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

8.0 OPERATIONS WITHOUT PECUNIARY GAIN

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

9.0 BOARD OF DIRECTORS

9.01 Duties and Number

The affairs of the Corporation shall be governed by a Board comprised of a minimum of five (5) and a maximum of six (6) directors. The precise number of directors from time to time shall be determined as elected in accordance with the By-laws.

9.02 First Directors

The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected. The first directors shall be entitled to be members of the Corporation while they are first directors. At the first annual meeting of members, the directors then elected shall replace the first directors named in the Letters Patent of the Corporation.

9.03 Eligibility

Any person is eligible to be a director of the Corporation who:

- a) Is a member of the Corporation ten (10) days prior to election or appointment;
- b) Is not an employee of the Corporation;
- c) Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces;
- d) Is at least 18 years of age; and
- e) Is not an un-discharged bankrupt.

9.04 Election and Term

Subject to the provisions of the By-laws, directors shall be elected by the members at an annual meeting of the Corporation. At the first annual meeting, three (3) directors shall be elected to serve a two (2) year term and up to three (3) directors may be elected to serve a one (1) year term. At each subsequent annual meeting of the members, directors shall be elected for a two (2) year term to fill any vacancies then existing on the Board.

The directors of the Corporation shall be elected from those persons nominated. Election is a by a simple majority vote of the members of the Corporation in attendance personally or by proxy at the annual meeting of the members. The election of directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled.

9.05 Nomination of Directors

Nominations for vacant director positions at annual meetings subsequent to the first annual meeting of the members shall be submitted in writing to the Chair of the Governance Committee. Each nomination shall contain the signature of two members of the Corporation in good standing and a signed acceptance of the nomination by the nominee.

9.06 Vacated Director

A director shall automatically cease to hold office if:

- a) the director resigns his position by delivering a written resignation to the Secretary of the Corporation, effective either on the date of the receipt by the Secretary of the resignation or at the time specified in the resignation, whichever is later;
- b) the director ceases to be eligible to be a director in accordance with clause 5.03 above;
- c) a resolution to that effect is passed by at least two-thirds of the votes cast by the directors at a special meeting duly called for that purpose;
- d) a resolution to that effect is passed by at least two-thirds of the votes cast by the members of the Corporation voting at a meeting duly called for that purpose;
- e) a director is absent from four (4) consecutive board meetings without leave of the Board;
- f) the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- g) the director is adjudged mentally incompetent by a Court of competent jurisdiction;
- h) the director is convicted of any criminal offense; or
- i) the director dies.

9.07 Filling Vacancies

A vacancy occurring in the Board shall be filled as follows:

- a) if the vacancy occurs as a result of the removal of any director by the members in accordance with clause 7.06(e) above, it may be filled at that meeting upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- b) any other vacancy in the Board may be filled for the remainder of the director's term by the directors then in office, provided there is quorum. 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 member;
- c) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing term are elected.

9.08 Remuneration

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 paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

9.09 Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be 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 or 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. Subject to compliance with the Act, 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 avoided 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.

9.10 Submission of Contracts or Transaction to Members for Approval

The Board 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 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, the Letters Patent or the By-laws) 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.

9.11 Director Emeriti

Upon leaving the Board, the immediate past president of the Corporation is eligible for designation by the Board as Director Emeritus for a period of two years. Directors Emeriti shall have the right to attend all meetings of the Board and membership but not vote as directors.

10.0 MEETINGS - BOARD OF DIRECTORS

10.01 Place

Meetings of the Board may be held at such time and place within the Province of Ontario as the Board may from time to time determine. The Board shall meet at least four (4) times each year.

10.02 Notice

A meeting of the directors may be convened by the President, the Vice-President or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Notice of any meeting that is provided electronically shall be served not less than forty-eight (48) hours before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.

For the meeting of the Board held immediately following the election of directors at the annual meeting of the members, no notice shall be necessary in order to legally constitute the meeting, provided that a quorum of the directors be present. For a meeting of the Board at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.

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

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.

No error or omission in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting.

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 the original meeting in accordance with the notice calling the same.

10.03 Quorum

A majority of directors then elected must be present at any meeting of the Board to form a quorum for the transaction of business.

10.04 Voting

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of the directors shall be decided by a majority of votes. All such votes at any such meeting shall be taken by a show of hands unless a ballot is requested by any director present. In case of an equality of votes the motion shall be defeated.

10.05 Telephone Participation or Other Communications Facilities

The directors of the Corporation may meet by teleconference, videoconference or electronic means that permits all participants to communicate adequately with each other during the meeting. A majority of the directors must consent to a meeting by teleconference,

videoconference or electronic means provided that a minimum of three (3) board meetings per year are not held by teleconference.

10.06 Minutes of Board of Directors & Committees

The minutes of the Board (and the minutes of its committees) shall not be available to the general membership of the Corporation but shall be available to the Board, each of whom shall receive a copy of such minutes.

11.0 POWERS AND DUTIES OF DIRECTORS

11.01 General Powers

The Board of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as in hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

11.02 Powers of Individual Directors

No individual director:

- a) shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in the By-laws or by resolution of the Board.
- b) shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in the By-laws or by resolution of the Board.

11.03 Expenditures

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation .

11.04 Borrowing

The Board is hereby authorized, from time to time:

- a) To borrow money upon the credit of the Corporation, from any bank, corporation; firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation; and
- e) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of the By-laws.

11.05 Donations, Bequests, and Gifts

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

The directors shall establish a separate account for all legacies, gifts, grants, settlements, bequests, endowments and donations as may from time to time be received by the Corporation.

The Treasurer shall maintain this account and report to the Board quarterly, and as otherwise required by the Board, on the management of these funds.

11.06 Trust Arrangement

The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

11.07 Agents and Employees

The Board may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of the By-laws, be fixed by the Board by resolution provided that the Board may delegate this function to an officer or officers of the Corporation.

11.08 Directors' Accountability

The Board and individual directors represent the membership of the Corporation and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public.

Every director of the Corporation shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

12.0 OFFICERS

12.01 General

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board may determine by by-law from time to time. One individual may hold more than one office except the President and Vice-President who may each hold only one office.

12.02 Election and Term

The Officers shall be elected by the Board from among their number for a one (1) year term at the first meeting of the Board after each annual meeting of the Corporation.

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- a) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- b) the appointment of a successor;
- c) that officer ceasing to be a director;
- d) the meeting at which the directors annually appoint the officers of the Corporation;
- e) that officer's removal by resolution of the Board, with or without cause; or
- f) that officer's death.

12.03 Filling Vacancies

If the office of any officer of the Corporation shall be or become vacant, the director's may, by resolution, appoint a person to fill such vacancy for the remainder of the term.

12.04 Duty 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 may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the required time.

12.05 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 officer and such other powers and duties respectively as may from time to time be assigned to them by the Board. The officers and their duties shall include:

12.05.01 President

The President shall be the Chief Executive Officer of the Corporation and along with the Board generally oversees and supervises the affairs of the Association including:

- a) the signing of By-laws, resolutions and other such documents requiring his signature;
- b) when present, presiding over all meetings of the Corporation, Board, and Executive Committee;
- c) acting as an ex officio member of all committees;
- d) acting as spokesperson for the Corporation;
- e) chairing the Executive Committee;
- f) seeing that all orders and resolutions of the Board are carried into effect; and
- g) such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

12.05.02 Vice- President

The Vice-President shall be responsible for:

- a) in the absence of the President, exercising all of the powers and duties of the President;
- b) representing the Corporation when asked to do so by the President or Board; and
- c) such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

12.05.03 Secretary

The Secretary shall, under direction of the Board, be responsible for:

- a) giving notices of all meetings;
- b) assuring the safe-keeping of the corporate seal;
- c) keeping records of all meetings of the members, the Board and its Executive Committee;
- d) signing of minutes; and
- e) such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

12.05.04 Treasurer

The Treasurer shall, under direction of the Board, be responsible for:

- a) keeping full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in proper books of account;
- b) depositing all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board;
- c) disbursing the funds of the Corporation and taking proper vouchers therefore;
- d) rendering to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Corporation;

- e) such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

12.06 Executive Director

The Board may appoint an Executive Director, who is not a director of the Corporation, to manage the affairs of the Corporation under the general direction of the Board.

The Executive Director shall hold office at the pleasure of the Board or until he resigns the office.

The Executive Director shall, ex officio, also be an officer of the Corporation and shall be entitled to receive notice and attend all meetings of the Corporation, the Board and its Executive Committee.

The Executive Director shall be accountable to the Board for:

- a) the proper and legal conduct of the business of the Corporation according to the policies from time to time established by the Board;
- b) the organization of the work of the Corporation and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board; and
- c) such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

Remuneration and terms of employment for the Executive Director will be determined by the Board and confirmed by a written agreement.

13.0 COMMITTEES

13.01 General

The Board at the board meeting following each annual meeting of the Corporation shall establish the membership of the following standing committees of the Board:

13.01.01 Executive Committee

Composition

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and the Executive Director. The Executive Director shall not be entitled to vote.

Authority

During the intervals between meetings of the Board, the Executive Committee shall possess and may, subject to ratification by the Board, exercise all the powers of the Board in the governance and direction of the Corporation in such manner as the Executive Committee shall deem best for the interests of the Corporation subject to any specific directives imposed by the Board, the By-laws or any other statutory or common law.

13.01.02 Governance Committee

Composition

The Governance Committee shall consist of a Chairperson who shall be a director and two additional members of the Corporation appointed by the Board.

Authority

The mandate of the Governance Committee is to:

- a) develop, maintain and review governance policies and procedures;
- b) make recommendations to the Board regarding policies, procedures and changes;
- c) administer the process of board recruitment; and
- d) carry out other duties assigned by the Board.

13.01.03 Fundraising Committee

Composition

The Fundraising Committee shall consist of a Chairperson and at least three (3) additional members of the Corporation appointed by the Board.

Authority

The mandate of the Fundraising Committee is to:

- a) oversee the development and implementation of the Fundraising Plan;
- b) identify and solicit funds from external sources;
- c) plan and co-ordinate major fundraising events; and
- d) work with other committees for project funding.

13.01.04 Finance Committee

Composition

The Finance Committee shall consist of the Treasurer, who is the Chairperson, and at least three (3) additional members of the Corporation appointed by the Board.

Authority

The mandate of the Finance Committee is to:

- a) recommend budget policies to the Board;
- b) investigate and make recommendations to the Board for acquiring funds and property;
- c) recommend policies on disbursing and investing funds to the Board;
- d) establish policies for Board and committee expenditures;
- e) arrange the annual audit of the books;
- e) report on the year's activities at the annual meeting; and
- f) carry out other duties assigned by the Board.

13.01.05 Other Committees

The Board may, from time to time, by resolution, establish such other ad hoc committees with such duties and powers as it deems to be in the interests of the Corporation. Except as otherwise by the Board, each such committee shall be chaired by a director.

13.02 Duties

Each committee appointed by the Board:

- a) may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit in accordance with the Act, the Letters Patent and the By-laws;
- b) must record minutes of its meetings; and
- c) must provide reports to each Board meeting at the Board's request.

13.03 Quorum

Unless otherwise determined by resolution of the Board, a majority of members of a Committee shall be a quorum.

13.04 Voting

Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

13.05 Term

The members of the committees hold their offices at the will of the Board.

14.0 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 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 tortuous 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 dealing 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 the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

15.0 INDEMNIFICATION

Every director or officer of the Corporation, his or her heirs, executors and administrators, and his or her estate and effects, 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 that the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution, in good faith, 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 carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Corporation, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in the By-laws shall limit the right of any person entitled to indemnify to claim indemnity apart from the provisions of the By-laws to the extent permitted by Act or law.

16.0 MEMBERSHIP

16.01 Eligibility

Membership in the Corporation shall be available to those individuals, corporations, unincorporated associations, partnerships and other legal entities who:

- a) in the case of an individual, are at least eighteen (18) years of age;
- b) have paid the membership dues set by the Board;
- c) have, in the opinion of the Board, a genuine interest in the objectives of the Corporation and whose application for membership has been approved by the Board; and
- d) are not an 'un-discharged bankrupt'.

Members shall be promptly informed by the Secretary of their admission as a member.

16.02 Classes of Membership

There shall be three (3) classes of membership in the Corporation:

- a) **Annual** members are those individuals or families who:
 - i) have paid the membership dues as prescribed by the Board;
 - ii) shall be members from the date of approval of their respective subscription until the end of the fiscal year in which such subscription was received or as otherwise provided for in the By-laws;

- iii) shall be entitled to notice of and to attend and vote at all annual and special meetings of the Corporation;
 - iv) shall be entitled to be a director of the Corporation and/or to hold any position of officer or committee member of the Corporation in accordance with the By-laws;
 - v) shall enjoy such entitlements to benefits of membership as from time to time are defined by the Board.
- b) **Corporate** members are those corporations, unincorporated associations, partnerships and other legal entities who:
- i) have paid the membership dues as prescribed by the Board;
 - ii) shall be members from the date of approval of their respective subscriptions until the end of the fiscal year in which such subscription was received, or as otherwise provided for in the By-laws;
 - iii) shall be entitled to notice of and to have one representative attend and vote at all annual and special meetings of the Corporation;
 - iv) shall not be entitled to be a director of the Corporation nor to hold any position of officer of the Corporation;
 - v) shall be eligible to have one representative serve on committees;
 - vi) shall enjoy such entitlements to benefits of membership as from time to time are defined by the Board.
- c) **Honorary** members are those individuals, families, partnerships, corporations, unincorporated associations, or other legal entities who:
- i) by resolution of the Board are deemed to have given distinguished service or support to the Corporation;
 - ii) shall have any membership dues waived;
 - iii) shall be members of the Corporation for their respective lives from the date of their approval by resolution of the Board;
 - iv) shall be entitled to notice of and to attend but not vote at all annual and special meetings of the Corporation;
 - v) only Honorary members who are individuals shall be entitled to be a director of the Corporation and/or to hold any position of officer or committee member of the Corporation in accordance with the By-laws;
 - vi) shall enjoy such entitlements to benefits of membership as from time to time defined by the Board.

16.02 Membership Dues

The membership dues payable by each membership class shall be from time to time be fixed by resolution of the Board, which resolution shall become effective only when sanctioned by at least two-thirds (2/3) of the votes cast at an annual meeting.

The Secretary shall notify the members of the dues at anytime payable by them and, if any are not paid within 90 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation. Any such members may, upon payment of all unpaid fees, be reinstated as members at the discretion of the Board.

16.03 Period of Membership

With the exception of honorary members, all categories of membership shall, upon subscription to membership at any time during the period April 1 - December -31 in any fiscal year, be members from the date of receipt until the end of the fiscal year in which the subscription was received. Subscriptions for membership received in the period January 1 - March 31 in any fiscal year shall be members from the date of receipt until the end of the fiscal year next following the fiscal year in which the subscription was received.

16.04 Member Representative

Corporate and family Annual or Honorary members must register the name of their designated representative with the Secretary. The designated representative of that member shall be the member eligible to vote and to be a director of the Corporation and/or hold any position of officer or committee member of the Corporation in accordance with the By-laws. The member shall be permitted to change their designated representative by registering that change with the Secretary.

16.05 Resignation

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the Board. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member of the Corporation prior to such member's resignation. No refund of fees will be issued to a member who resigns from the Corporation.

16.06 Termination of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- a) upon his death or the dissolution of the member;
- b) when the member's period of membership expires;
- c) when the member is in default of their membership dues in accordance with the By-laws;
- d) when the member ceases to be a member by resignation or otherwise in accordance with the by-laws;
- e) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

17.0 MEMBER MEETINGS

17.01 Annual Meeting

Subject to compliance with the Act, the annual meeting of the members of the Corporation shall be held within fifteen (15) months of the last preceding annual meeting at such date, time and place within Ontario as determined by the Board for the purpose of:

- a) considering and approving the minutes of the previous annual meeting and any special meeting that may have been held since the last annual meeting;
- b) receiving and considering audited financial statements and the report of the auditors for the preceding fiscal year;
- c) receiving the report of the Board;
- d) electing directors;
- e) appointing the auditors for the next fiscal year; and
- f) transacting any other business, either special or general, properly brought before the meeting.

Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

17.02 Special Meetings

Other meetings of the members may be convened by order of the President, the Vice-President or by the Board at any date and time and at any place within Ontario. The Board shall call a special meeting of members on written requisition of members carrying not less than ten (10) percent of the voting rights and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the member request at a date, time and place within Ontario as determined by the Board.

17.03 Notice and Agenda

Notice of any annual or special meeting of members shall be provided to members of the Corporation by any of the following means:

- a) by mail sent to each member not less than thirty (30) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place;
- b) by electronic means such as e-mail or facsimile at least twenty-one (21) days before the meeting;
- c) by notice published in a regular newsletter of the Corporation which is sent to each member of the Corporation individually.

Notice of any meeting shall include the date, time, place, agenda and general nature of business to be transacted. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

17.04 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 objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

17.05 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

17.06 Quorum

A quorum for the transaction of business at any meeting of members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or the By-laws) shall be not less than twenty-five percent (25%) of members inclusive of directors, present in person or represented by proxy.

17.07 Adjournment

The chairperson of any meeting of members 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.

17.08 Voting of Members

Each member in good standing shall be entitled to one (1) vote on each question arising at any annual or special meeting of the members of the Corporation.

At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by the By-laws. In the case of an equality of votes, the motion shall be defeated.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues then payable by the member.

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 at least five (5) voting members.

17.09 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 as the representative by a resolution of the governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or representative of the 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, every member who is entitled to vote at the meeting and who 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 who is represented by such proxy holder.

Each member may vote by proxy by appointing a proxy holder to attend and act at a specific meeting. Such proxy holder must be a voting member of the Corporation and shall produce and deposit with the Secretary sufficient appointment in writing from his constituents.

18.0 RULES OF ORDER

Any matters or procedures respecting meetings of the Corporation, shall be determined in accordance with the latest edition of "*Robert's Rules of Order*" unless in conflict with the Act, the Letters Patent or the By-laws.

19.0 NOTICE

19.01 Service

Subject to clause 15.03 regarding notices to members of any annual or special meeting of members, any notice or other document required by the Act, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be:

- a) delivered personally;
- b) sent by prepaid mail; or
- c) sent by electronic means such as e-mail or facsimile,

at such person's last address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or directors 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.

19.02 Signature to Notices

The signature of a 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.

19.03 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 of 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.

19.04 Proof of Service

With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 19.01 above and mailed at a post office or mail box. With respect to any notice or other document sent by electronic mean, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. 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.

20.0 BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation, the Act and any other applicable statutes are regularly and properly kept.

21.0 FISCAL YEAR

Unless otherwise resolved by the Board, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

22.0 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bank(s), trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by two officers or authorized agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

23.0 BANKING ARRANGEMENTS

The Banking affairs of the Corporation or any part thereof shall be transacted with such bank, trust company, credit union, or other firm or corporation carrying on a bank business as the Board may designate, appoint or authorize from time to time by resolution.

24.0 CHEQUES, DRAFTS AND NOTES

All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two (2) officers of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board.

Any one of such officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers endorsed "for collection" or "for deposit" with the bank(s) of the Corporation by using the Corporation's rubber stamp for the purpose.

Any one of such officers so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

25.0 GOVERNMENT FUNDING

The directors may from time to time make application to the Government of Canada, Province of Ontario, or other public institutions for such funds, goods or services as may be available to further the objects of the Corporation.

26.0 AUDITORS

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

No person who is a director, officer or employee of the Corporation may be appointed the auditor without the consent of all the members of the Corporation.

27.0 RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

28.0 AMENDMENT OF BY-LAWS

The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, may be enacted by the unanimous consent of all the directors of the Corporation and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

29.0 DISTRIBUTION OF INCOME OR DISSOLUTION OF CORPORATION

Any distribution of income of the Corporation during its lifetime, or of earned surplus in the event of winding up of the Corporation, to any Member or for the personal benefit of any Member of the Corporation is prohibited.

Upon dissolution of the Corporation and after the payment of all debts and liabilities, any remaining surplus of the Corporation, shall be distributed or disposed of to charitable organizations, the objects of which are beneficial to communities in Simcoe County.

30.0 BY-LAWS SUBJECT TO ACT AND REGULATIONS

All provisions of the By-laws are subject to the provisions of the Act and Regulations whether or not any provision of the By-laws is expressly stated to be so subject.

ENACTED this day of , 2015.

WITNESS the seal of the Corporation.

Signature

Signature

Name

Name

President

Secretary