

# Watson's Mill Manotick Incorporated

## By-law No. 1

### Table of Contents

<b>1</b>	<b>Interpretation</b>
1.1	Definitions
1.2	Interpretation
1.3	Letters Patent
<b>2</b>	<b>Transaction of the Affairs of the Corporation</b>
2.1	Head Office
2.2	Financial Year
2.3	Execution of Instruments
2.4	Banking Arrangements
<b>3</b>	<b>Directors</b>
3.1	Number of Directors and Powers
3.2	Qualifications
3.3	Election and Term
3.4	Vacancy in Office
3.5	Removal of Directors
3.6	Vacancies
3.7	Executive Committee
3.8	Ex Officio Board Members
3.9	Other Committees
3.10	Nominations
3.11	Remuneration of Directors
<b>4</b>	<b>Meetings of the Board of Directors</b>
4.1	Place of Meeting
4.2	Notice
4.3	Means of Meetings
4.4	Written Resolutions
4.5	Omission of Notice
4.6	Adjournment
4.7	Regular Meetings
4.8	Chair
4.9	Voting
4.10	Quorum
<b>5</b>	<b>For the Protection of Directors and Officers</b>
5.1	Conflict of Interest
5.2	For the Protection of Directors and Officers
<b>6</b>	<b>Indemnities to Directors and Others</b>
6.1	Indemnities
6.2	Insurance

- 7 Officers**
- 7.1 Appointment
- 7.2 Vacancies
- 7.3 Removal of Officers
- 7.4 Powers and Duties
- 7.5 Duties of Officers May Be Delegated
- 7.6 President of the Board
- 7.7 Vice-President
- 7.8 Secretary
- 7.9 Treasurer
- 8 Members**
- 8.1 Entitlement
- 8.2 Resignation
- 8.3 Dues
- 9 Members' Meetings**
- 9.1 Annual Meeting
- 9.2 General Meeting
- 9.3 Notice
- 9.4 Votes
- 9.5 Chair of the Meeting
- 9.6 Written Resolutions
- 9.7 Adjournment
- 9.8 Quorum
- 10 Notices**
- 10.1 Signature of Notices
- 10.2 Omissions and Errors
- 11 Cheques, Drafts, Notes, Etc.**
- 11.1 Cheques, Draft, Notes, etc.
- 12 Auditor**
- 12.1 Auditor
- 13 Books and Records**
- 13.1 Records
- 14 Rules and Regulations**
- 14.1 Rules and Regulations
- 15 Amendment of By-laws**
- 15.1 Amendments of By-laws
- 16 Dissolution**
- 16.1 Dissolution
- 17 Effective Date**
- 17.1 Effective Date

**WATSON'S MILL MANOTICK INCORPORATED**

**BY- LAW NO.1**

A by-law relating generally to the transaction of the business and affairs of

**WATSON'S MILL MANOTICK INCORPORATED**

(the "Corporation").

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

**PART 1 – INTERPRETATION**

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

"Act" means the ~~Corporations Act (Ontario)~~ *Not-For-Profit Corporations Act, 2010, (Ontario)*, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any reference 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;

"annual meeting" means a meeting of the membership of the Corporation, within the meaning of section 9.1;

"board" means the board of directors of the Corporation;

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"director" means a person elected by the members to supervise the activities of the Corporation and make decisions regarding those activities.

"ex officio board member" means an individual that represents another affiliated organization or the community at large as specified in paragraph 3.8 of this by-law;

"general meeting" means meeting(s) of the membership of the Corporation other than the Annual Meeting, within the meaning of section 9.2;

"letters patent" means the letters patent dated 27 February, 1997 incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"member in good standing" means either a new member that possesses a valid membership in the Corporation for at least three (3) months prior to any meeting or vote by the membership or individuals who have been members in good standing during the prior year and have renewed their membership for the current year;

"**officer**" means the President, Vice President, Treasurer and Secretary of the Corporation;

"**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;

"**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.3 or by a resolution passed pursuant thereto; and

"**special resolution**" means a resolution passed by the board and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of members duly called for the purpose, or, in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such a meeting.

"**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, an automated touch-tone telephone system, computer or computer networks.

**1.2 Interpretation.** This by-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

(a) save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;

(b) words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and

(c) 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 and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

**1.3 Letters Patent.** If any of the provisions contained in the by-laws are inconsistent with those in the letters patent, the provisions contained in the letters patent shall prevail.

## **PART 2- TRANSACTION OF THE AFFAIRS OF THE CORPORATION**

**2.1 Head Office.** The head office of the Corporation shall be situated in the City of Ottawa in the Province of Ontario at such address as the board may, by resolution, determine.

**2.2 Financial Year.** The financial year of the Corporation shall end on the 31<sup>st</sup> day of December in each year or on such other date as the board may from time to time by

resolution determine.

**2.3 Execution of Instruments.** Transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the officers of the Corporation. In addition, the board may, from time to time, direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

**2.4 Banking Arrangements.** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may prescribe or authorize from time to time.

## PART 3- DIRECTORS

### 3.1 Number of Directors and Powers.

The affairs of the Corporation shall be managed by a board of a minimum of 9 directors and a maximum of 11 directors. The number of directors of the corporation and the number of directors to be elected at the annual meeting of the members shall be the number determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by resolution of the directors. The directors may exercise all such powers and do all such acts and things as may be exercised by the Corporation or by statute expressly directed or required to be done in some other manner. Any increase or decrease in the number of directors shall be approved by special resolution.

### 3.2 Qualifications.

Every director shall:

(a) be 18 or more years of age;

(b) be a member of the Corporation or shall become a member of the Corporation within 10 days after the director's election or appointment

(c) not be an undischarged bankrupt nor a mentally incompetent person,

~~(d) provide a clear Police Records Check for Service with the Vulnerable Sector within 60 days of being elected or appointed to the Board.~~

**3.3 Election and Term.** The directors' term of office (subject to the provisions, if any, of the letters patent) shall be from the date of the meeting at which they are elected for 24 months or until their successors shall have been duly elected or appointed, whichever comes first.

Directors shall be elected by the members at the annual general meeting on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot.

**3.4 Vacancy in Office.** The office of a director shall be automatically vacated upon the occurrence of any of the following events:

(a) if the director does not become a member within 10 days of election or appointment as a director, or ceases to be a member of the Corporation;

(b) if the director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

(c) if the director is found to be a mentally incompetent person or becomes of unsound mind;

(d) if by notice in writing to the Corporation the director resigns, 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;

(e) if the director dies; or

(f) if the director is removed from office by the members, in accordance with section 3.5.

~~(g) if the director has not provided a clear Police Record Check for Service with the Vulnerable Sector within 60 days of election or appointment.~~

**3.5 Removal of Directors.** The members may, by resolution passed by a **majority vote at least 2/3** of the votes cast thereon at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the director's term of office and may, by majority of the votes cast at such meeting, elect any qualified person in the director's stead for the remainder of the director's term.

**3.6 Vacancies.** Subject to section 3.3 hereof, a vacancy or vacancies on the board, however caused, may, so long as there is a quorum of directors then in office, be filled by the directors from among the qualified members of the Corporation if they shall see fit to do so for the term(s) of the director(s) until the next Annual Meeting, at which directors for the ensuing year(s) are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of members to fill the vacancy or vacancies. If the number of directors is increased between the terms, subject to the Act, 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.

**3.7 Executive Committee.** The board shall appoint from among their number an executive committee. The committee shall consist of the officers of the board of directors of the Corporation and shall report and be responsible to the board.

**3.8 Ex Officio Board Members.** The board shall also include three ex officio members as follows:

(a) A representative of the Ottawa community at large;

(b) a representative of the Rideau Township Historical Society appointed by that organization; and

(c) a representative of the local business association of Manotick, appointed by that organization.

Such ex officio members shall serve at the pleasure of the board and may perform the functions of directors of the Corporation and will have all the privileges of board membership, including the right

to vote, but have none of the obligations of membership. The ex officio member will not be counted in determining a quorum for a Board of Directors meeting.

**3.9 Other Committees.** The board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Members of committees need not be directors. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The board may remove any member of any such committee.

**3.10 Nominations.** The board shall appoint a Nominating Committee which shall seek nominations for candidates for the office of director on the Corporation's board. The committee shall be appointed not later than sixty (60) days before the date of the Annual Meeting and shall comprise not less than one (1) director and at least one (1) non-director member of the Corporation. The Committee chair will be the immediate Past President or if that person chose not to serve, will be determined by the board. The Committee shall present a slate of candidates to the membership at the Annual Meeting.

Candidates for the office of director, in addition to those nominated by the membership, shall include the slate of candidates for office proposed by the nominating committee.

**3.10.1** All nominations for the position of director must be in the hands of the Secretary of the board in writing not later than fifteen (15) calendar days prior to the date of the Annual Meeting. In the event that insufficient candidates have been nominated by this date to fill the subject vacancies, the nomination period may be extended by the Corporation.

**3.10.2** Nominations of candidates for election to the board of directors shall be made by members in good standing.

**3.11 Remuneration of Directors.** The directors shall serve as directors without remuneration and no director shall directly or indirectly receive any profit or remuneration from holding the position of director, provided that a director may be paid reasonable expenses incurred by the director in the performance of duties.

### **3.12 Director's Consent to Act**

(a) An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment.

(b) Despite subsection (a), if an individual elected or appointed consents in writing after the period mentioned in that subsection, the election or appointment is valid.

(c) Subsection (a) does not apply to a director who is re-elected or reappointed where there is no break in his or her term of office.

## PART 4- MEETINGS OF THE BOARD OF DIRECTORS

**4.1 Place of Meeting.** Meetings of the board may be held at any place in the City of Ottawa in the Province of Ontario as determined by the board.

**4.2 Notice.** A meeting of the board may be convened at any time by:

- (a) the President of the board or Vice President;
- (b) any two directors.

The Secretary, when directed or authorized by the President or Vice President 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 not less than two days before the meeting is to take place. A director may in any manner and at any time (before or after the meeting to which such 'waiver' relates) waive notice of a meeting of directors and the 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.

A meeting 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 following the election of directors by the members is held immediately thereafter, then for such meeting or 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 elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**4.3 Means of Meetings.** ~~If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this by-law to be present at the meeting.~~



A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

**4.4 Written Resolutions.** A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors.

**4.5 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 proceedings taken at such meeting.

**4.6 Adjournment.** Any meeting of directors may, with the consent of the meeting, be adjourned from time to time by the chair 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.

**4.7 Regular Meetings.** 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 further notice shall be required for any such regular meetings. The board shall meet at least ten (10) times in each year.

**4.8 Chair.** The chair of each meeting of the board shall be the President, Vice-President or such other director as the President may from time to time designate for that purpose or, failing such designation, as the board may select.

**4.9 Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the motion shall be considered defeated.

**4.10 Quorum.** The chair or authorized chair and at least 50% of the current number of directors shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies in the board, the remaining directors may exercise all the powers of the board as long as such a quorum of the board remains in office.

## **PART 5 – FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

**5.1 Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract shall make the disclosure required by the Act. 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 section ~~74~~ 41 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified from office, or vacate the 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 either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit.

Subject to the provisions of section ~~74~~ 41 of 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.

The chair of any meeting of the board or of any committee of the board shall request any member, who has declared an interest in any such contract or proposed contract, to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.

**5.2 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:

- (a) the acts, receipts, neglects or defaults of any other director or officer;
- (b) 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;
- (c) 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;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person with whom any moneys, securities or effects shall be lodged or deposited;

(e) 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

(f) 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 or failure to act honestly and in good faith with a view to the best interests of the Corporation; provided that nothing herein shall relieve any director or officer of any liability imposed by statute.

## **PART 6 – INDEMNITIES TO DIRECTORS AND OTHERS**

**6.1 Indemnities.** Every director and officer of the Corporation, and his or her executors and administrators, legal representatives, and estates 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 that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and

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

**6.2 Insurance.** Subject to applicable law, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

## **PART 7 – OFFICERS**

**7.1 Appointment.** The board shall:

(a) Bi-annually, or more often as required, appoint as President the officer who has just completed service as Vice President.

(b) Bi-annually or more often as required elect from among the directors a Vice President with the intention and understanding that, subject to the necessity for re-election of that individual as a director of the board by the membership every two years, he/she will serve 24 months as Vice President and thereafter be appointed by the board to the position of President for an additional term of 24 months from the date of the meeting at which a replacement Vice President is elected.

(c) Annually a Treasurer, and a Secretary from among the directors. Two of the aforesaid offices may be held by the same person. In case and whenever the same person holds the

offices of Secretary and Treasurer, the officer may but need not be known as the Secretary-Treasurer. The board 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.

**7.2 Vacancies.** 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 Corporation or at the time specified in the resignation, whichever is later;

(b) the appointment or election of the officer's successor;

(c) the officer ceasing to be a director or member of the Corporation;

(d) subject to 7.1(a) and (b), the meeting at which the directors annually appoint the officers of the Corporation;

(e) the officer's removal; or

(f) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors shall in the case of the President, appoint the serving Vice President as President or in the absence of a serving Vice President, elect from among the directors a person to fill such vacancy; in the case of the Vice President, elect from among the directors a person to fill such vacancy; and in the case of the Treasurer and Secretary, appoint a director to fill such vacancy; and may in the case of any other office, appoint a person to fill such vacancy.

**7.3 Removal of Officers.** All officers, in the absence of agreement to the contrary by the board, shall be subject to removal by resolution of the board at any time, with or without cause.

**7.4 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; subject however to any special resolution.

**7.5 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 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 time being.

**7.6 President of the Board.** The President shall preside as chairperson at all meetings of the board and at annual meetings.

**7.7 Vice-President.** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

**7.8 Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board or the executive committee and of the 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~~ 92 of the Act.

**7.9 Treasurer.** Subject to the provisions of any resolution of the board, 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 may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records referred to in section ~~302~~ 98 of the Act.

**7.10** The officers of the board shall report to, and be responsible to, the board.

## PART 8 – MEMBERS

**8.1 Entitlement.** The members of the Corporation shall be any person over eighteen (18) years of age as may from time to time be admitted to membership by the board in accordance with any rules for membership in the Corporation which have been approved by resolution of the directors. Each member shall be promptly informed by the board after admission into the membership. The term of membership in the Corporation is one year for all members and the annual membership period extends from January 1st to December 31<sup>st</sup>. Each member in good standing shall be entitled to vote at all meetings of the members and to nominate candidates for election to the board of directors.

**8.2 Resignation.** Members may resign by resignation in writing which shall be effective from the time of submission.

**8.3 Dues.** There shall be annual dues payable by members and from time to time be fixed by resolution of the board. The Corporation shall notify the members of the date on which all memberships must be renewed and the annual dues become payable. If the membership dues are not paid by this date, the member will be in default and shall thereupon automatically cease to be a member of the Corporation. However, such defaulting members may, upon payment of all unpaid dues, be reinstated.

## PART 9 – MEMBERS' MEETINGS

**9.1 Annual Meeting.** Subject to compliance with section ~~293~~ 52 of the Act, the annual meeting of the members shall be held no later than the 30th day of April in each year. The annual meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an annual meeting, electing directors and for the transaction of such other business that may properly be brought before the meeting.

**9.2 General Meeting.** Other meetings of the members may be convened by:

(a) the President of the board or Vice-President;

(b) the board, (c) the membership upon written request of not fewer than ten percent (10%) of the members and shall be held with the assistance of the officers, at any date and time and at any place.

**9.3 Notice.** Not less than ~~40 business days~~ 10 days and no earlier than 50 days before the date of an annual or general meeting, ~~a notice in the newspaper for circulation in the local area and~~ a notice served on each member shall state the day, hour and place of meeting and the general nature of the business to be transacted.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**9.4 Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the question shall be considered defeated. Every question shall, unless otherwise required by the Act, Regulations, letters patent or by-laws, be determined by the majority of the votes duly cast on the question.

At any meeting of members, unless a poll is demanded, a declaration by the chair 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 chair of the meeting 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 chair 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.

**9.5 Chair of the Meeting.** In the event that the President or Vice President of the board who is by special resolution entitled or required to act as chair of the meeting is absent, then the persons who are present and entitled to vote shall choose another director as chair of the meeting. 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 such persons to be chair.

**9.6 Written Resolutions.** A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

**9.7 Adjournment.** The chair of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting decides, 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.

**9.8 Quorum.** A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act or by the letters patent or any other by-

law) shall be persons present being not less than ten (10).

### **9.9 Meeting By Telephonic or Electronic Means**

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the Act to be present at the meeting.

## PART 10 – NOTICES

**10.1 Signature of Notices.** The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

**10.2 Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

## PART 11 - CHEQUES, DRAFTS, NOTES, ETC.

**11.1 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 may from time to time designate by resolution.

## PART 12 - AUDITOR

**12.1 Auditor.** 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. The said auditor shall be duly licensed under the laws of Ontario and shall not be a member of the board or an officer or employee of the Corporation or a partner, employer or employee of any such person.

## PART 13 - BOOKS AND RECORDS

**13.1 Records.** The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## PART 14 - RULES AND REGULATIONS

**14.1 Rules and Regulations.** The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient

## PART 15 - AMENDMENT OF BY-LAWS

**15.1 Amendments of By-Laws.** The provisions of the by-laws not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board and sanctioned by at least 2/3 of the members voting at a meeting duly called for the purpose of considering the said by-law.



## PART 16 - DISSOLUTION

**16.1 Dissolution.** The Corporation shall be dissolved only with the approval of a majority vote of the board of directors confirmed by two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for the purpose of dissolving the Corporation.

**16.2** Upon the dissolution of the Corporation, the Watson's Mill real property, wholly owned by the Corporation, will be sold to the City of Ottawa which has the right of first refusal or, failing this, to another purchaser, for a sum to be determined. All other remaining assets, after payment of all debts and liabilities, shall be distributed or disposed of to one or more charitable organizations within the City of Ottawa as may be determined by the board.

## PART 17 - EFFECTIVE DATE

**17.1 Effective Date.** This by-law shall come into force without further formality upon its enactment.

THESE BY-LAWS WERE DULY APPROVED BY THE MEMBERSHIP **AT A SPECIAL MEETING** ~~THE ANNUAL MEETING~~ OF THE CORPORATION HELD ON the **4<sup>TH</sup> DAY OF SEPTEMBER 2024**.

**ENACTED** by the board this the **6<sup>th</sup> day of March 2024**.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by a majority of the members on this the **4<sup>th</sup> day of September 2024**.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary