

## **BY-LAW NUMBER 4**

### **A by-law regulating the business and affairs of the Upper Stoney Lake Association (the “Association”)**

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

#### **ARTICLE 1 INTERPRETATION**

**1.1 Definitions** - In this by-law, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, c. C-38 and the regulations enacted pursuant to it and any statutes or regulations that may be substituted therefor, as from time to time amended;
- (b) “Board” means the board of Directors of the Association;
- (c) “By-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;
- (d) “Association” means the Upper Stoney Lake Association, incorporated as a corporation without share capital under the Act by Letters Patent;
- (e) “Director” means a director of the Association described in Article 5 herein and “Directors” has a corresponding plural meaning;
- (f) “Letters Patent” means the Letters Patent incorporating the Association, as from time to time amended and supplemented by supplementary letters patent;
- (g) “Members” means the persons admitted to membership in accordance with Section 3.2 herein;
- (h) “Joint Members” - two persons who use the same dwelling place either permanently or on a seasonal basis, may be admitted as joint members of the Association upon payment of the annual dues payable by a Member. Each person who is a Joint Member shall be entitled to the same rights, privileges and powers as a single Member of the Association, including the right to one vote per Joint Member at any special or general meeting of the Members.
- (i) “President” means the officer of the Association prescribed with the duties set out in paragraph 8.1(b) herein;
- (j) “Secretary” means the officer of the Association prescribed with the duties set out in paragraph 8.1(c) herein;

- (k) “Treasurer” means the officer of the Association prescribed with the duties set out in paragraph 8.1(c) herein;
- (l) “Vice-president” means the officer of the Association prescribed with the duties set out in paragraph 8.1(c) herein;
- (m) “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 general meeting of the Members duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting;

**1.2 Interpretation** - In these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and corporations. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

## **ARTICLE 2 GENERAL**

**2.1 Objects** - The objects of the Association shall be to foster, promote and protect the recreational, sporting, cultural and environmental interests of the Members of the Association, provided that the Association shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Association shall be used in promoting its Objects.

**2.2 Head Office**- Until changed by Special Resolution, the head office of the Association shall be in the Township of Douro-Dummer, in the County of Peterborough, in the Province of Ontario.

**2.3 Corporate Seal** - Until changed by resolution of the Board, the corporate seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Association.

**2.4 Financial Year** – The financial year of the Association shall terminated 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.

**2.5 Books and Records** - The Board shall see that all necessary books and records of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

### **ARTICLE 3 MEMBERS**

**3.1 Membership** – Membership shall be limited to individuals who, on payment of the annual dues, are admitted as members by the Board.

**3.2 Admission to Membership** – An applicant for membership in the Association shall become a Member upon such date as the Board determines.

**3.3 Removal of Member** – Any Member may be removed if at a special meeting of Members, a special resolution is passed to remove the member at the special meeting duly called for that purpose; provided that: (i) notice of the meeting shall be served on the Member; (ii) such notice shall set out the grounds for the proposed removal of the Member; and (iii) the Member shall be granted the opportunity to be heard at the meeting.

**3.4 Annual Dues** – The annual dues payable by the Members shall from time to time be fixed by resolution of the Board.

**3.5 Unpaid Dues** – Any Member whose annual dues remain unpaid as of July 31st of the year for which the dues are payable shall automatically cease to be a member of the Association, but any such person may upon payment of such unpaid dues be reinstated as a member by the Board.

**3.6 Voting** – Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

**3.7 Joint Members** – Two persons, who use the same dwelling place either permanently or on a seasonal basis, may be admitted as Joint Members of the Association upon payment of the annual dues payable by a Member. Each person who is a Joint Member shall be entitled to the same rights, privileges and powers as a single Member of the Association, including the right to one vote per Joint Member at any special or general meeting of the Members.

### **ARTICLE 4 MEMBERS' MEETINGS**

**4.1 Place of Meetings of Members** – Any meeting of the Members shall be held at the head office of the Association or at any place within Ontario on such day in each year and at such time as the Board may determine.

**4.2 Annual Meeting of Members** – An annual meeting of the Members shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted,

- (a) the financial statements and the report of the treasurer shall be presented to the Members and;

- (b) a Board shall be elected.

**4.3 General Meeting of Members** – Other meetings of the Members, the general nature of which shall be specified in the notice calling such meeting, may be convened by order of the President or any two Directors.

**4.4 Notice of Members' Meetings** - Written notice of the time and place of any annual or special general meeting of the Members of the Association shall be given by pre-paid delivery, telephone, facsimile or other means of recorded electronic communication not less than forty-eight (48) hours before the meeting is to take place or shall be mailed not less than seven (7) days before the meeting is to take place, to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members. Notice of a general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgement thereon. The statutory declaration of either the Secretary or any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

**4.5 Error or Omission in Notice** - No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any resolutions passed or proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**4.6 Adjournments** - Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

**4.7 Meetings by Teleconference** – A meeting of the Members may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Member participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

**4.8 Chair of Meetings**- The President shall be the chair of all meetings of the Board and general meetings of Members, and in the absence of the president, the vice-president shall be the chair of any such meetings and in the absence of both the president and vice-president, the chair of any such meeting shall be any director elected for that purpose by the Board.

**4.9 Persons Entitled to be Present** - The only persons entitled to attend meetings of Members shall be the Members and others who are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other persons may be

admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Members will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act or the Letters Patent or By-laws shall be allowed to speak with the consent of the Chair or with the consent of the meeting.

**4.10 Quorum** – A quorum for the transaction of business at any meeting of Members shall consist of not less than twenty-five (25) Members and Joint Members who shall be present in person or by proxy. No business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.

**4.11 Proxyholders and Representatives** – Every Member entitled to vote at a special general meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, to attend and act as his or her representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing and executed by the Member.

**4.12 Votes to Govern** - At any meeting of the Members, every question shall, unless otherwise required by the Act, the Letters Patent or By-laws or otherwise by law, be determined by the majority of the votes duly cast on the question.

**4.13 Method of Voting** – Any question at a meeting of Members shall be decided by a show of hands unless:

- (a) prior to a show of hands, a majority of the Members present and entitled to vote resolve to vote on the matter by secret ballot, in which case the chair of the meeting shall distribute and collect ballots for such purpose and the result of the vote by secret ballot shall be the decision of the Members upon the said question; or
- (b) after a show of hands, a poll thereon is required or demanded by the chair of the meeting or any person entitled to vote on the question in which case the procedures set forth hereinafter shall be followed.

Whenever a vote by secret ballot or show of hands shall have been taken upon a question, (unless in the latter case a poll thereon is so required or demanded), a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

**4.14 Polls** –If a poll is required or demanded, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll shall be the decision of the Members upon the said question.

**4.15 Casting Vote** – In the case of an equality of votes at any meeting of Members, either upon a show of hands or upon a poll, the chair of the meeting shall have a second or casting vote.

## **ARTICLE 5 DIRECTORS**

**5.1 Number of Directors** – Until changed by Special Resolution, the number of directors of the Association shall be not less than eight (8) and not more than twelve (12).

**5.2 Qualification** – To be qualified to stand for election as a Director and to continue to serve as a Director, each individual:

- (a) must be a Member;
- (b) must be eighteen (18) years of age or older;

**5.3 Election and Term** – The Directors shall be elected by a majority of the Members at annual meetings. Each Director shall be elected to hold office until the third annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election provided that if directors are not elected at any annual meeting, the Directors then in office shall continue in office until their successors are duly elected.

**5.4 Removal** – The members may, by a resolution passed by at least two-thirds of the votes cast at a general meeting, of which notice specifying the intention to pass such resolution has been given, remove any Director from office before the expiration of the term of office and may, by a majority of votes cast at that meeting, elect any eligible member to serve the remainder of the term.

**5.5 Vacation of Office** – The office of a Director shall automatically be vacated:

- (a) upon such Director's death
- (b) upon such Director ceasing to be a Member;
- (c) in accordance with the terms of such Director's resignation, effective at the time a written resignation is received by the Secretary, or at the time specified in such resignation, whichever is later;
- (d) upon such Director's removal from office in accordance with Section 5.4 herein;  
or
- (e) upon such Director's failure to attend three consecutive Board meetings, unless the Board passes a resolution permitting such Director to remain in office as a Director notwithstanding such absences.

**5.6 Vacancies** – If a quorum of the Directors is then in office, vacancies on the Board, howsoever caused, may be filled for the remainder of the term by resolution of the Board, if they shall see fit to do so; otherwise, any such vacancy shall be filled by resolution of the Members. If, as a result of any vacancy on the Board, there is not a quorum of Directors then in office, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancy.

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

Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as are deemed advisable.

The Board shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate, by resolution, to any officer or officers of the Association the right to make such expenditures on such terms and conditions as deemed appropriate. The Board shall also have the power to delegate, by resolution, to any officer or officers of the Association the right to acknowledge donations and as well to sign any information returns or other documentation required by the Canada Revenue Agency from time to time.

The Board may appoint such agents and engage such employees as it may 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 all officers, agents and employees shall be fixed by the Board by resolution.

**5.8 Declaration of Interest** - It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association to declare such interest and to refrain from voting thereon in accordance with the Act.

**5.9 Remuneration of Directors** – The Directors shall not be paid any remuneration. The Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices.

## **ARTICLE 6 DIRECTORS' MEETINGS**

**6.1 Place of Meetings** - Except as required by law, the Board may hold its meetings either at the head office of the Association or at any place within or outside Ontario as it may from time to time determine.

**6.2 Calling of Meetings** - Board meetings may be formally called by the President or by two of the Directors.

**6.3 Notice of Directors' Meetings** - Notice of meetings of the Board shall be given by pre-paid delivery, telephone, facsimile or other means of recorded electronic communication to each Director not less than forty-eight (48) hours before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting. The statutory declaration of either the Secretary or any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

**6.4 Meetings without Notice** – If the first meeting of the Board following the annual meeting of Members is held immediately thereafter, then no notice shall be necessary in order to constitute the meeting provided that a quorum of Directors is present.

**6.5 Waiver of Notice** - A meeting of the Board may be held at any time and place without notice if all the Directors are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association, at a meeting of Directors, may transact, provided that a quorum of the Directors is present.

**6.6 Error or Omission in Notice, Board** - No error or omission in giving notice of a meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**6.7 Adjourned Meetings** – Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**6.8 Meetings by Teleconference** – If all the Directors present or participating in the meeting consent thereto, either generally or in respect of a particular meeting, a meeting of the Board or of a committee of the Board may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

**6.9 Chair of Meetings** - The President or in his absence the Vice-President shall be the chair at all meetings of the Board. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the Directors present shall choose one of their numbers to be the chair of the meeting.



**6.10 Quorum** - The powers of the Directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. Until changed by special resolution, the presence of at least one half of the Directors holding office shall be necessary to constitute a quorum. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Directors remain in office.

**6.11 Voting** - Subject to the Act, the Letters Patent and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director is entitled to exercise one vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.

**6.12 Casting Vote** – In the case of an equality of votes at any Board meeting, the chair of the meeting shall have a second or casting vote.

**6.13 Resolutions in Writing** – A resolution in writing signed by all of 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 duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Directors and transmitted by facsimile or other electronic means to the Secretary shall be deemed to be duly signed by such Directors.

## **ARTICLE 7 COMMITTEES**

**7.1 Nominating Committee** - The Association shall have a Nominating Committee and the immediate past president of the Association shall chair such Committee. The Chair of the Nominating Committee shall appoint two other members of the Association, not more than one of whom may be a director of the Association, to serve as members of the Nominating Committee. The duty of the Nominating Committee shall be to present and nominate at the annual general meeting of the Association a slate of Directors to hold office for the ensuing year.

**7.2 Committees** - The Board may from time to time constitute such other committee or committees as it deems necessary, for such purposes and with such powers as may be prescribed by resolution of the Board. Any member of such committee or committees shall be removable from such committee at any time at the discretion of the Board.

**7.3 Vacancies** - The Board may, by resolution, fill any vacancies on any committee of the Association by appointing a Director from their number to serve for the remainder of the term created by such vacancy or until his or her successor is appointed, whichever is earlier.

**7.4 Expenses of Committee Members** - Members of any committee shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective committee.

**7.5 Meetings** – Subject to these By-laws and any resolution of the Board, each committee of the Association may formulate its own rules of procedure; meet for the transaction of business; adjourn; and otherwise regulate their meetings as they think fit.

**7.6 Voting** - Questions arising at any meeting of a committee shall be decided by a majority of votes.

**7.7 President ex-Officio Member of Each Committee:** The President shall be an ex-officio of each committee.

## **ARTICLE 8 OFFICERS**

**8.1 Officers** – The Board shall appoint from among themselves a President, a Vice-President, a Secretary and a Treasurer, or a Secretary-Treasurer and from time to time, such other officers as the Board may determine, including one or more assistants to any of the officers appointed. The Board may specify the duties of and, in accordance with these By-laws and subject to the Act, delegate to such officers powers to manage the business and affairs of the Association.

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

- (a) President – The President shall, subject to the authority of the Board, be charged with the day-to-day management and supervision of the activities and affairs of the Association and such other powers and duties as specified by the Board. The term of President shall be two years. The President shall remain as Past-President for a term of one year following the end of his/her term as President.
- (b) Vice-President – The Vice-President shall, subject to the authority of the Board, be charged with such other powers and duties as specified by the Board. In the absence of the President, the Vice-President shall assume the duties of the President. The term of the Vice-President shall be two years.
- (c) Secretary – The Secretary shall attend and be the secretary of all meetings of the Board, and of the Members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; the Secretary shall give or cause to be given, as and when instructed, all notices to the Members, Directors, officers and members of committees of the Board; the Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose; and the Secretary shall have such other powers and duties as the Board may specify.

- (d) Treasurer – The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; shall render to the Board at the meetings thereof, or whenever required, an account of all transactions as treasurer and of the financial position of the Association and shall perform such other duties as from time to time may be prescribed by the Board.
- (e) Powers and Duties of Other Officers – The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify.

**8.2 Variations of Powers and Duties** - The Board may by resolution, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

**8.3 Term of Office** – The Board, in their discretion, may by resolution remove any officer of the Association, without prejudice to such officer’s rights under any employment contract or in law. Otherwise, each officer appointed by the Board shall hold office until such officer’s successor is appointed, or until such officer’s earlier resignation.

**8.4 Vacancies** – The office of an officer shall automatically be vacated:

- (a) upon that officer’s resignation, which resignation shall be effective at the time the written resignation is received by the President or at the time specified in the resignation, whichever is later;
- (b) in the case of the President, the Vice-President, the Secretary and the Treasurer upon such officer ceasing to be a Director;
- (c) upon the election or appointment of a successor to the office of that officer; or
- (d) upon that officer’s death.

If an office shall become vacant in any of the above-noted circumstances, the Board may elect or appoint a qualified person to fill such vacancy for the remainder of the term of such office.

**8.5 Remuneration of Officers** - The Board may also determine that the officers be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

**8.6 Agents and Attorneys** - The Association, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

**8.7 Removal of Officers for cause** - The members and board may, by a resolution passed by at least two-thirds of the votes cast at a general meeting, of which notice specifying the intention to pass such resolution has been given, remove any Officer from office before the expiration of the term of office and may, by a majority of votes cast at that meeting, elect any eligible member to serve the remainder of the term.

## **ARTICLE 9 PROTECTION OF DIRECTORS AND OFFICERS**

**9.1 Limitation of Liability** – Except as otherwise provided in the Act, no Director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any of the monies, securities or effects of the Association shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on such Director or Officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director or Officer's office or in relation thereto unless the same are occasioned by such Director or Officer's own wilful neglect or default.

**9.2 Indemnity** – Every Director and officer of the Association and his or her heirs, executors, administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever that such Director or officer 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 whatever, 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 that such Director or officer sustains or incurs, in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

**9.3 Expenses Paid in Advance** – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association.

**9.4 Other Remedies Available** – The indemnification provided by this Article 9 shall not be deemed exclusive of any other rights to which a person seeking indemnification may

be entitled under the Letters Patent or By-laws or any agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Association, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**9.5 Insurance** – Subject to the Act and all other relevant legislation, the Association may purchase and maintain insurance for a Director or officer of the Association against any liability incurred by such Director or officer, in his or her capacity as a Director or officer of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

## **ARTICLE 10 EXECUTION OF DEEDS AND BANKING**

**10.1 Signatories** - The following are the only persons authorized to sign any document on behalf of the Association, other than in the usual and ordinary course of the Association's business:

- (a) The President or the Vice-President and any one Director.
- (b) any two Directors; or
- (c) any individual or individuals appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Association.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

**10.2 Banking-** The banking business of the Association shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

**10.3 Deposit of Securities for Safekeeping** - The securities of the Association may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board, or if so authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, officer or officers, agent or agents of the Association, 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. Any institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## ARTICLE 11

### FINANCIAL INSTITUTIONS AND BORROWING

**11.1** The Directors may from time to time borrow money from the bank with which their account is registered (Royal Bank), herein called the “Bank”, upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable; and may assign, transfer, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Association, real or personal, moveable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertaking, franchises and the Association’s own debentures, as security for fulfillment of any liability or obligations, present or future, of the Association to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time \_; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by and other banking business of the Association.

**11.2** The Directors may authorize any one or more directors, officers, employees or agents of the Association to exercise any of the rights, powers and authorities conferred by this By-law upon the Directors.

**11.3** The borrowing of money from the Bank from time to time heretofore under the authority of the Directors of the Association and the giving of security therefore are hereby ratified and confirmed.

**11.4** This By-law shall continue in force as between the Association and the Bank until a By-law repealing this By-law shall have been validly passed and confirmed and a copy thereof, duly certified under the seal of the Association, shall have been delivered to the Bank and receipt thereof acknowledged by the Bank

## ARTICLE 12

### NOTICE

**12.1** **Procedure for Sending Notices** – Any notice required or permitted to be sent pursuant to these By-laws, shall be deemed to have been sufficiently sent if sent in writing to the address of the addressee on the books of the Association and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages, including facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth day after it was mailed.

**12.2 Undelivered Notices** - If any notice given to a Member pursuant to Section 4.4 herein is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notice to such Member until such Member informs the Association in writing of such Member's new address.

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

**12.4 Waiver of Notice** - Any Member, Director or officer may waive any notice required to be given to such Member under any provision of the Act, the Letters Patent, these By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

### **ARTICLE 13 BY-LAWS**

**13.1 Repeal of Former By-laws** – The Board may repeal one or more By-laws by passing a By-law that contains provisions to that effect.

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

**13.3 Enactment** – This By-law No. 4 shall come into force and effect, following its approval by the Board and upon its confirmation by the members. Upon this By-law No. 4 coming into force and effect, By-law No. 1, 2 and 3 of the Association shall thereby be repealed in their entirety.

IN WITNESS WHEREOF we have hereunto set our hands at the Township of Douro-Dummer, in the County of Peterborough, in the Province of Ontario, as of the 3rd day of July, 2010.

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President – Richard Lavery

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Past-President – Bill Paris

