

**ORGANIZATIONAL BY-LAW NUMBER 1**

A By-law relating generally to the transaction of the affairs of

**TRENT VALLEY BRIDGE ASSOCIATION**

BE IT ENACTED as a By-law of **TRENT VALLEY BRIDGE ASSOCIATION**

(hereinafter called the "Corporation" or "Unit 246" or "the Unit" that any existing Organizational By-law is hereby repealed in its entirety and replaced with the following:

**ARTICLE I - INTERPRETATION**

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

- a) "Act" means the Corporations Act of Ontario, as amended from time to time, and/or any statute that may be substituted for it; in the case of substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes
- b) "ACBL" means the American Contract Bridge League;
- c) "By-law" means any by-law of the Corporation and the ACBL including any Special By-law from time to time in force and effect.
- d) All terms contained in the By-laws and which are defined in the Act shall have the meanings given to such terms in the Act; and
- e) "CBF" means the Canadian Bridge Federation
- f) "District", "District 2", "Unit" and "Zone" shall have the meaning prescribed by the ACBL and the CBF from time to time;

**ARTICLE II - PRIORITY**

**2.01 PRIORITY**

- a) In so far as possible, By-laws, Policies and Procedures of the Corporation shall not conflict with each other or with the Act, the Articles of Incorporation of Unit 246

or by-laws of the ACBL. In the event of conflict, the order of priority shall be first the Act, second the Articles of Incorporation, third the ACBL and Unit 246 By-laws, and fourth the policies of Unit 246. All of the foregoing shall be binding on the Corporation, the Board of Directors, the Members and the staff, if any.

### **ARTICLE III - GENERAL**

#### **3.01 AIMS AND OBJECTIVES**

The Unit shall be carried on as a non-profit for the benefit of its Members residing in the Trent Valley Bridge Association service area (unit 246), as prescribed and may be determined by the ACBL from time to time.

#### **3.02 BUSINESS CORPORATIONS ACT**

The affairs of the Corporation shall be governed by and conducted in accordance with the Corporations Act of Ontario.

#### **3.03 HEAD OFFICE**

The head office and chief place of business of the Corporation shall be located within the geographical boundary of Unit 246, in the Province of Ontario.

### **ARTICLE IV - MEMBERSHIP**

#### **4.01 MEMBERSHIP**

The membership of the Unit shall consist of ACBL members residing in the Unit 246 Trent Valley geographical area.

#### **4.02 MEMBER IN GOOD STANDING**

- (a) All Members of the Unit are expected to be "Members in good standing" as defined below.
- (b) A member is considered to be in good standing UNLESS one of the following situations currently applies:
  - i. the member is in arrears of ACBL membership dues, fees and assessment; and
  - ii. the member is suspended by the ACBL, District or Unit for conduct or behaviour unbecoming that may

include but not limited to breach of by-laws and policies and has not agreed in writing to remedy the situation in a manner and time satisfactory and acceptable to the Unit board.

#### **4.03 MEMBERSHIP NON-TRANSFERABLE**

Membership in the Unit shall not be transferable and shall terminate upon the death of a Member, upon expiry or upon the member no longer residing within the Unit 246 Trent Valley geographical area.

### **ARTICLE V - MEETINGS OF MEMBERS**

#### **5.01 REGULAR OR SPECIAL GENERAL MEETINGS**

The Board of Directors of the Unit may, from time to time, call a regular or special meeting of the general members to conduct business that require the Members' approval.

#### **5.02 ANNUAL MEETINGS**

- (a) The Unit shall hold its first annual meeting of the Members not more than eighteen months after incorporation. Thereafter an annual meeting shall be held not more than six months after the end of the immediately preceding fiscal year of the Corporation and not more than fifteen months after the holding of the last preceding annual meeting.
- (b) The agenda for each annual meeting shall include: the approval of the financial statements, the appointment of an auditor, the receiving of annual reports from the Board of Directors, Committees and staff and may include the election of Directors and any other matters.

#### **5.03 PLACE OF MEETINGS**

Unless otherwise authorized by the Members, meetings shall be held within the boundaries of the Unit, and in any event all meetings shall be held within the Province of Ontario.

#### **5.04 NOTICE OF MEETINGS**

- (a) Notice of each regular, special or annual meeting of Members shall be given to the Members not less than

ten (10), and not more than sixty (60) days prior to the date of the meeting.

- (b) All matters pertaining to notice of meeting shall be conducted in accordance with of the Act.

#### **5.05 QUORUM**

- (a) No business shall be transacted, or motion or resolution adopted, at any meeting of Members unless a quorum of Members is present. A quorum shall consist of ten (10) or more Members, including Unit Directors, entitled to vote at the meeting.
- (b) If a quorum is not present within thirty minutes of the time for which the meeting was called, the Members present may postpone the meeting to a date not less than five and not more than fifteen days thereafter. At least two days notice of the rescheduled meeting shall be given to Members.
- (c) If a normal quorum is not present at the rescheduled meeting within thirty minutes of the time for which the meeting was called, then the quorum for the rescheduled meeting shall be reduced to less than ten (10) but more than five(5). The business and motions to be dealt with by the meeting shall be limited to those items referred to in the notice of the original meeting.
- (d) Notwithstanding the above, if the meeting was called by a requisition of the Members, and if no quorum is present within thirty minutes of the time for which the meeting was called, the meeting shall be dissolved. There shall be no obligation on the Board to call another meeting relating to the same subject.

#### **5.06 VOTING**

- (a) Each Member of the Unit, in good standing, shall have the right to vote at any meeting of Members. Each Member of the Unit shall have one vote.
- (b) Unless otherwise specifically provided in the By-laws or the Act, all decisions shall be made by a majority of the votes cast and an abstention shall not be considered a "vote cast". The record date for the determination of the Members entitled to vote at any meeting of Members shall be forty-eight hours before the date and time of the meeting.

#### **5.07 RECORD OF ATTENDANCE**

The Secretary shall cause the names of all persons attending Members' meetings to be recorded and shall ensure that only Members make motions or vote. Any inaccuracy in the record of attendance shall not thereby invalidate any decisions taken at the meeting.

#### **5.08 PROCEDURE AT MEETINGS**

- (a) Procedure at regular, special or annual meetings of Members shall follow parliamentary "Rules of Order" as necessary.
- (b) Any question as to the interpretation of the rules of procedure at meetings of Members shall be decided by the Chairperson. Any member may appeal the chairperson's ruling to the general membership.

#### **5.09 CONDUCT AT GENERAL MEETINGS**

The chairperson shall co-ordinate the meeting process and ensures that meeting procedures and conduct are maintained in accordance with widely recognized and approved rules of order.

#### **5.10 MINUTES OF REGULAR, SPECIAL OR ANNUAL MEETINGS**

The Secretary shall cause minutes of all Members' meetings to be distributed at least 72 hours before the next general meeting of Members.

#### **5.11 AGENDA AT GENERAL MEETINGS**

- (a) The Agenda for every general or special meeting of Members shall be determined by the Chairperson of the Meeting in consultation with the Board of Directors and shall be circulated to the members at least 10 days prior to the meeting.
- (b) At each general members meeting any member present may request that an item be placed on the agenda. Such an item may be discussed but no vote on any substantive decision or change to the operation of the Unit may be taken at that time.

## ARTICLE VI - BY-LAWS, POLICIES & PROCEDURES

### **6.01 BY-LAWS**

- (a) By-laws are intended to set out significant aspects of the organization of the Corporation. By-laws and amendments to existing By-laws must be passed by the Board of Directors and shall not be effective until 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.
- (b) The By-laws of the Corporation shall include:
  - (i) The Organizational By-law, relating to the conduct of the affairs of the Corporation;
  - (ii) Such other By-laws as may from time to time be passed by the Board of Directors and confirmed by the Members.

### **6.02 POLICIES**

- (a) Policies are important decisions by the membership as to how the internal affairs of the Corporation should be organized and managed, and are binding on all members of the Unit once they have been duly approved by the membership (Board of Directors).
- (b) Policies are normally drafted and proposed by Committees and must be passed by the Board of Directors.

### **6.03 PROCEDURES**

- (a) Procedures set out the mechanisms required to carry out the intent and purpose of the Corporation's By-laws and Policies. Procedures are proposed by the committees or the Board and shall not be effective until approved by the Board with or without amendment.
- (b) Any 5 Members may request that a particular Procedure be reviewed by the Membership where the Member believes that it is in the interests of the membership to do so, or that the Procedure may be inconsistent with the Corporation's By-laws, Policies, Articles of Incorporation or the Act or with any Statute or

Regulation or with general principles of fairness, democracy or equality.

## **ARTICLE VII - CONFLICT OF INTEREST**

### **7.01 CONFLICT OF INTEREST:**

- (a) The following situations shall be considered as potential or actual conflicts of interest:
- (i) Where a member of the Unit is involved in a Committee, or on the Board, at a time when that Committee or the Board are considering an issue or decision which could result in a financial, material or other benefit to that member;
  - (ii) where a member of the Unit has a financial or material interest in a company or enterprise which does business, or is seeking to do business, of any kind, with the Unit;
  - (iii) where a member of the Unit has, or may potentially have, an opportunity to participate in a commercial or other business enterprise in which the Unit is or may potentially be, participating;
  - (iv) where a member of the Unit is employed by, or has an opportunity to be employed by, a company with whom the Unit has or is considering a contractual or other business relationship;
  - (v) where a member has a connection with a company or organization, or is employed by a company or organization that would or could potentially benefit (whether as supplier, subcontractor, or otherwise) from another company's or organizations contractual relationship with the Unit;
  - (vi) where a member of the Unit has a relative or friend who might potentially benefit in, or as a result of, any of the ways outlined above.
- (b) A Member of the Unit who has an actual or potential conflict of interest as outlined above, is required to declare it at Board, Committee or General Members meetings with regard to the matter wherein the actual or potential conflict of interest exists.

## ARTICLE VIII - BOARD OF DIRECTORS

### **8.01 POWERS AND DUTIES OF THE BOARD**

- 1) The business of the Corporation shall generally be under the management and direction of the Board of Directors.
- 2) The Board shall at all times act in accordance with the Act, the Articles of Incorporation, the By-laws, Policies, Procedures and rules of the Corporation.
- 3) The Board of Directors may act only by the decision of a duly constituted meeting of the Board, or of the general members.
- 4) The Board's responsibilities shall include but shall not be limited to the following:
  - a) Being trustees for the members and ensuring that the wishes of the membership as expressed through the by-laws, policies and resolutions.
  - b) ensuring that objectives, goals and policies for the Corporation are established and reviewed;
  - c) ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined and that such structure is operating effectively;
  - d) ensuring adequate performance of all legal obligations and agreements of the Corporation/Unit.
  - e) supervising and monitoring the financial affairs of the Corporation and making prudent financial decisions in the interest of the Members;
  - f) ensuring that an adequate level of insurance coverage is maintained;
  - g) ensuring that there is provision for the education of Members in matters relating to the operations of the Unit;
  - h) ensuring that appropriate Policies and Procedures for the selection of Directors and the ongoing management and operation of the Corporation are established and followed;

- i) receiving and reviewing recommendations of committees and making decisions with regard thereto;
- j) co-ordinating the reports and activities of all committees;
- k) ensuring that regular general members meetings are held and reporting on its activities at each meeting of Members;
- l) hiring, dismissing, and directing paid tournament staff and consultants.

#### **8.02 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS**

- (a) The responsibilities of Directors shall be (in addition to any responsibilities any Director may have as an Officer) the following:
  - (1) To attend all meetings of the Board of Directors and of Members;
  - (2) To be prepared for all meetings by reading the relevant reports;
  - (3) To be familiar with the powers and duties of the Board.
  - (4) To act honestly, in good faith and in the best interests of the Unit at all times and place this duty before personal interest or that of individual Members or groups of Members;
  - (5) To be familiar with relevant provincial legislation as well as the Articles of Incorporation, By-laws, Policies, Procedures and rules of the Corporation and its organizational structure;
  - (6) To respect the confidentiality of matters considered by the Board or coming to their notice or attention as Directors which are of a confidential or private nature;
  - (7) To notify the Board of Directors of any actual or potential conflict of interest on any issue which is before the Board for discussion or consideration, and to refrain from voting or

participating in discussions relating to the issues unless the Board determines by a two-thirds majority vote or greater, that no conflict of interest exists;

- (b) Individual Directors have **no authority** to make decisions or enter into agreements or contracts on behalf of the Corporation, except where such authority is expressly delegated by the Board of Directors.

### **8.03 ACCOUNTABILITY & DISCLOSURE**

The Board of Directors shall be accountable to the Members for the management and financial and other affairs of the Corporation, and shall make full disclosure to the Members of the Corporation on all matters pertaining to the business of the Corporation, except where secrecy is necessary to preserve the Corporation's position against third parties, or with regard to personal information relating to individual Members.

### **8.04 NUMBER OF DIRECTORS AND QUORUM FOR MEETINGS**

The members shall determine the number of directors within the minimum and maximum stipulated in the Corporation's Articles of Incorporation, by special resolution (that is, it must be passed by the Board and approved by a two-thirds majority of members at a meeting duly called for that purpose). The Board of Directors shall consist of a minimum of 10 and a maximum of 15 Members. A majority of the Directors shall constitute a quorum for the transaction of business.

### **8.05 QUALIFICATIONS**

- (a) No person shall be a Director of the Corporation:
  - (i) if not a Member of the Unit; or
  - (ii) if under eighteen years of age; or
  - (iii) if he/she is not a Member in Good Standing as defined in this By-law;
  - (iv) if he/she is an undischarged bankrupt; or
  - (v) if he/she is a mentally incompetent person.
- (b) In order to be elected a Director of the Corporation a person:

- (i) must have consented to act as Director; or
- (ii) if not present at the meeting, he/she must have consented in writing to act as Director either prior to the election or within ten days thereafter.

#### **8.06 TERM OF OFFICE**

- (a) The normal term of office for a Director shall be approximately three (3) years. Directors shall serve until the first Board meeting following the election of their successors. When a Director resigns before her term of office has expired, her replacement shall hold office for the remainder of the term.
- (b) The term of office of Directors shall end at the beginning of the Board meeting immediately following the meeting of Members where their successors were elected (unless a Director has resigned or been dismissed). The retiring Directors may attend the first regular Board meeting following the election of their successors to advise the new Directors.

#### **8.07 DISQUALIFICATION**

A Director shall automatically be disqualified from continuing as a Director if:

- (a) if he/she becomes bankrupt or
- (b) he/she ceases to be a Member in Good Standing as defined in this By-law;
- (c) he/she becomes a mentally incompetent person.

#### **8.08 VACANCY**

- (a) Where a vacancy occurs on the Board of Directors and a quorum of Directors remains in office, the remaining Directors may appoint a qualified person to fill the vacancy until the next election subject to the approval of the Members at the next general meeting of Members.
- (b) If the Members at the meeting do not approve the Director appointed by the Board, they shall elect another Member to fill the vacancy for the remainder of the term.

- (c) If no quorum of Directors remains in office, then the remaining Directors shall call a meeting of Members at which sufficient Directors shall be elected to fill any vacancies for the balance of the original term.

#### **8.09 TERMINATION OF DIRECTORSHIPS**

- (a) Any Director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board of Directors. A director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director's resignation will not be necessary to make it effective.
- (b) The Members may by resolution passed by a majority of the votes cast at a general meeting remove any Director from office before expiry of their term, provided notice of the intention to propose such resolution was included with notice of the meeting. The Members may by majority of the votes cast at the meeting elect any qualified person to fill the vacancy so created for the remainder of the term.
- (c)
  - (i) The Board may remove a Director from office if the Director is absent from three consecutive meetings of the board without leave or adequate excuse, for breach of confidentiality, or for other serious dereliction of duty as a Director or as a Member.
  - (ii) The Board, by a majority vote, may decide to initiate proceedings for removing a Director from office on such grounds. Following such vote, a written notice stating the grounds for removal shall be sent to the Director at least seven days in advance of the Board meeting where the removal will be discussed. The Director shall be given an opportunity to appear and be heard at such meeting.
  - (iii) Final consideration of the removal and voting on the matter shall take place in a subsequent in-camera session without the Director in question present. The Director in question shall have no right to be present, or to be represented at such session and shall have no right to receive or to view the minutes of that portion of the proceedings.

(iv) The resolution to remove a Director from office shall be effective only if passed by two-thirds of the votes cast at the meeting of the Board.

- (d) Where a Director is removed under subsection (c), the Board shall not fill the vacancy so created, but shall give an explanation at the next Members' meeting prior to which notice of the issue as an agenda item shall be circulated to the Members.
- (e) The Members may by a majority of the votes cast at the meeting reinstate the former Director or elect any qualified person to fill the vacancy for the remainder of the term.

#### **8.10 ELECTION OF DIRECTORS**

In accordance with the Act,

- (a) Directors shall be elected by the Members annually at a general Members meeting duly called for that purpose or at the Annual Meeting of Members.
- (b) The election shall be by ballot or a show of hand.
- (c) All votes shall be cast during a duly constituted general meeting and quorum shall be maintained throughout the voting period.

#### **8.11 NOMINATIONS**

- (a) The Board shall strike a Nominating Committee prior to the election of Directors to publicize the upcoming election and to seek candidates and educate Members in the duties and responsibilities of the Board. The Committee shall endeavour to ensure that there are more candidates than the number of Directors to be elected.
- (b) At the members meeting at which the election takes place any Members may nominate additional candidates who qualify for the position.
- (c) The Nominating Committee shall be responsible for ascertaining that each nominee qualifies to stand, and for informing them of any problems prior to their acceptance of the nomination.

#### **8.12 CONDUCT OF ELECTIONS**

- (a) The Nominating Committee will be responsible for ensuring that the election is conducted in accordance with the By-laws, for providing a list of nominated candidates, and for supplying initialled or otherwise identified ballots.
- (b) An Election Chairperson shall be appointed by the members prior to the general meeting of the Members for the purpose of conducting the election portion of the meeting. All candidates shall accept their nominations in person or in writing at the meeting prior to the commencement of the voting.
- (c) A Scrutineer will be appointed or approved by the membership prior to the start of the election. The Scrutineer with the Election Chairperson will count the votes and announce the results but not the number of votes for each candidate.
- (d) No record of the number of votes received by each candidate shall be kept. The candidates receiving the greatest number of votes shall be declared elected. In the event of a tie for the final position(s) on the Board, a second election shall be held immediately involving the candidates receiving the same number of votes for such position. The second election shall be by ballot in accordance with the provisions of this section.
- (e) Any person eligible to vote who was not present or did not cast a vote on the first election but who is present and wishes to cast a vote on the second election may do so.

### **8.13 SUB COMMITTEES**

The Directors may from time to time by resolution appoint sub committees of the Board to whom they may delegate temporary authority and responsibilities on specified issues. In every instance where such a sub committee is established, the Board of Directors shall ensure that the following applies:

- (a) any authority and/or responsibility thus delegated shall be limited to specific issue(s) or matter(s) for which the sub committee is established;

- (b) the sub committee's mandate and terms of reference shall be clearly defined and shall be valid for a specified period of time;
- (c) the sub committee shall have limited decision making powers and shall be required to report back to and/or make recommendations to the Board and/or membership before any final action is taken or before the matter is concluded.

#### **8.14 MEETINGS OF DIRECTORS**

- (a) The Board shall normally meet at least four times a year. The Board may meet at such other times as it may determine. In addition, any two Directors, may at any time call a meeting of the Board.
- (b) Meetings shall take place within the Unit service area or at such other place as the Board may determine provided that appropriate notice is given to all the Directors.
- (c) At least two days' notice of each meeting, except meetings referred to in the first sentence of subsection (a), shall be given to each Director in the manner provided herein for giving notice of Members' meetings, unless by reason of pressing circumstances or emergency the person calling the meeting determines that it is appropriate to give less notice. In that event, those Directors not absent from the Corporation throughout the entire period from the calling of the meeting to the time of its taking place, may consent in writing to holding the meeting without the normal notice.
- (d) In addition, all the Directors may at any time waive any requirement for notice.
- (e) Where because of emergency or otherwise there has been a failure to give notice of a meeting of directors, any director who didn't receive notice and was not present at the meeting is entitled to raise for discussion and reconsideration at the next meeting at which he is present any issue which may have been dealt with at the meeting for which he did not receive notice and from which he was absent.
- (f) Where all the Directors have consented, any Director may participate in a meeting of the Board by means of conference telephone or other communication equipment

where all persons participating in the meeting can hear each other.

- (g) Any Director may at any time serve as Chairperson of meetings of the Board. At each meeting of Directors, the Directors shall elect or appoint one of their number to chair the meeting.
- (h) All resolutions of the Board or decisions made by the Board shall be by a majority of the votes cast unless otherwise provided in this By-law.
- (i) The Chairperson shall not be entitled to vote except in the case of a tie vote.
- (j) Except as set out in this By-law, the provisions of this By-law dealing with procedure at meetings of Members shall apply, with all necessary changes, to meetings of the Board.

#### **8.15 AGENDA AT DIRECTORS MEETINGS**

The agenda for each meeting of directors shall be approved collectively at the start of each meeting by those directors who are present.

Any member wishing to have an item placed on the agenda may attend at the start of the meeting and propose his item for the agenda.

All items proposed for the agenda, whether by a director or by a non-director, shall be included on the agenda for that meeting if this is agreed to by a majority of the directors present.

#### **8.16 MEMBERS' PARTICIPATION**

- (a) All Members of the Unit shall be entitled to attend and speak at meetings of the Board. Members may speak to the item under discussion with permission of the Board, but shall not be permitted to make motions or vote. Where the matter being discussed involves information that is confidential to Members, that portion of the meeting shall be closed to everyone except the Board, staff and the Members involved.
- (b) Staff of the Corporation shall also be entitled to attend and to speak at all meetings of the Board of Directors, but shall not be entitled to move resolutions or to vote.

## **8.17 CONFIDENTIALITY OF BOARD PROCEEDINGS**

- (a) All Directors and officers shall keep confidential from everyone, (whether a member of the Unit or otherwise), all matters considered by the Board or coming to their notice or attention as Directors which are of a confidential or private nature. Such matters shall include personal information on individual Members or staff and information relating to the business of the Corporation where secrecy is appropriate to preserve the Corporation's position against third parties even when such third parties are Members of the Corporation.
- (b) If any Member of the Unit is present at a Board meeting where confidential matters are considered and becomes aware of such confidential information, such person shall have an obligation to keep such information confidential and not to communicate it to anyone else, whether a member of the Unit or otherwise.
- (c) The minutes of the Board meetings shall include details of all items of business discussed. However, details of confidential matters shall not be included in copies of the minutes circulated to Members or posted in a public place.
- (d) The obligation to maintain confidentiality shall continue in perpetuity, even after ceasing to be a director or officer.
- (e) Confidential information may only be communicated (1) to consultants from whom the Corporation is seeking advice or direction, and only to the extent that such information must be communicated for the purpose of obtaining such advice; and (ii) to the police or other authorities where required by law.

## **8.18 REMUNERATION**

- (a) The directors and those directors who also serve as officers, shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration from his or her position as director, provided that a director including those who are also officers, may be paid reasonable expenses incurred by them in the performance of his or her duties; however in no event

shall expenses include payment for time taken from work to attend to Corporation business.

- (b) The Directors shall be reimbursed for their expenses in attending a meeting of the Directors or committees of the Corporation.

#### **8.19 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- (a) Every director and officer of the Corporation and his or her heirs, executors and administrators, respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation only from and against:
  - (i) all costs, charges and expenses whatsoever 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 whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office;
  - (ii) 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 negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (b) The Corporation may purchase and maintain any insurance for the benefit of its Directors and Officers as the Board may from time to time determine, except insurance against a liability, cost, charge or expense of a Director or Officer incurred as a result of a contravention of the Act with regard to the standard of care required from directors.

### **ARTICLE IX - OFFICERS**

#### **9.01 QUALIFICATIONS**

The qualifications of serving as an Officer of the Corporation shall be the same as the qualifications for Directors outlined in these By-laws.

## **9.02 AUTHORITY OF OFFICERS**

- (a) Officers have no independent authority to make decisions or execute contracts on behalf of the Corporation, except as specifically directed by the Board as a whole.
- (b) Officers shall perform any duties assigned to them in accordance with resolutions passed or directions given by the board of directors at a meeting of the board. In addition, officers shall perform such additional duties as may be assigned to them by the members and shall act as signing officers for the Unit.

## **9.03 DUTIES OF OFFICERS**

- (a) The Unit shall appoint a President who shall be a Director and shall oversee and co-ordinate the operations of the Board of Directors, subject always to the instructions of the board and the members.
- (b) The Unit may appoint a Vice-President if the President is unable or unwilling to act with respect to any other duties of the office.
- (c) (i) The Unit shall appoint a Secretary who may be a Director and who shall ensure that the Unit meets all corporate responsibilities with regard to record keeping.  
  
(ii) The board may at its discretion create the separate office of Recording Secretary, responsible for taking and distributing minutes of meetings of the Members and the Board.
- (d) The Unit may appoint a Treasurer to oversee the finances of the Unit. The Treasurer may be a director and will normally be appointed on the recommendation of the Finance Committee, if any.

## **9.04 DELEGATION OF DUTIES**

If any Officer is unable to perform his duties, the Board may delegate all or any of the responsibilities of such Officer to any Director for the time being, provided that a majority of the Directors concur.

#### **9.05 REMUNERATION**

- (a) The Officers shall receive no remuneration for serving as Officers, and shall not receive, directly or indirectly, any profit from their positions as Officers but shall be reimbursed for any reasonable duly authorized expenses incurred in carrying out the business of the Unit; however, in no event shall such expenses include payment for time taken from work to attend to Unit business.
- (b) The Officers shall be reimbursed for their expenses in attending meetings in their roles as directors or on business on behalf of the Unit.
- (c) The Board may approve honorariums and expenses for services rendered to the Corporation.

#### **9.06 REMOVAL OF OFFICERS**

The Board may by resolution passed by a majority of the Directors remove any Officers from office. Notice of any meeting where it is intended to propose such a resolution shall be given to all Directors in accordance with these By-laws, and no such resolution may be considered unless such notice was given. Such notice shall also be given to the Officer concerned who shall be entitled to attend the meeting of the Board and to make representations. The Directors may immediately fill any office rendered vacant under this section.

#### **9.07 OTHER VACANCIES**

- (a) Any Officer may resign by notice in writing delivered to the office of the Unit, such resignation to be effective on acceptance by the Board. The Board shall accept any resignation at the meeting following its receipt unless the resignation is withdrawn before acceptance.
- (b) When any of the officers noted above ceases to be a Director, they shall at the same time cease to occupy their office.
- (d) If the office of the President, Vice-President, or Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors, by resolution may elect an Officer to fill such vacancy.

## ARTICLE X - COMMITTEES

### **10.01 CREATION OF COMMITTEES & APPOINTMENT OF CO-ORDINATORS**

The general membership and/or the Board may establish such committees and appoint such co-ordinators as they deem necessary and appropriate. Whenever a committee is established, or a co-ordinator is appointed the Board shall outline the general duties of the committee or co-ordinator and their composition, as well as any other appropriate matters. Unless otherwise specified, volunteers for each committee may come from the Membership.

### **10.02 COMMITTEE OPERATION**

- (a) Committees and Co-ordinators shall draft and amend policies relating to their area of operation and shall submit these for the approval of the board. In addition, committees and co-ordinators shall also draft operating procedures and job descriptions for approval by the board.
- (c) All Committees and Co-ordinators shall operate within an approved framework of "Structure and Operating Guidelines" as may be determined by the Unit Board.

### **10.03 LIMITS OF AUTHORITY**

No Committee or Co-ordinator shall spend any money, authorize any expenditure, enter into any contract or commit the Corporation to any action whatsoever without the authority of the Board, except as authorized in a budget previously approved by the Board.

## ARTICLE XI - FINANCIAL

### **11.01 FISCAL YEAR**

The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of August in each year.

### **11.02 BONDING**

Every Officer or employee of the Corporation who has charge of or handles money or securities belonging to the Corporation, and every signing Officer, and every other

Officer or employee prescribed by the Board, may be bonded with a surety company which shall be selected by the Board, for an amount and in such form as the Board may from time to time determine.

### **11.03 AUDITOR**

- a) The Members at each annual meeting shall appoint an Auditor, who is a chartered accountant or a chartered accountant firm familiar with accounting for no-profit corporations. The Auditor will hold office until the close of the next annual meeting at which it is proposed to be appointed some other person as Auditor.
- b) The Auditor shall at all reasonable times have access to the books, accounts and vouchers of the Corporation, and the Directors, Officers or employees of the Corporation shall provide such information and explanations as may be necessary for the performance of the Auditor's duties.
- c) The Members may, by resolution passed by a majority of the votes cast at a general meeting duly called for the purpose, remove an Auditor before the expiration of his terms of office and shall by a majority of votes cast at that meeting appoint another Auditor in his stead for the remainder of his term, provided that the Auditor is given notice and an opportunity to make representations as required by the Act.

### **11.04 QUALIFICATIONS OF AUDITOR**

In accordance with the Act, no person shall be appointed or act as Auditor if (as specified in the Act):

- (a) he is or has been presently or during the preceding two years, a Director, Officer, or employee of the Corporation or a partner, employer, or employee or relation to such Director, Officer or employee;
- (b) he or any partner or employer or related person to him transacts a material amount of business with the Corporation;

### **11.05 AUDITOR'S REPORT**

- (a) The Auditor shall make a report to the Members on the yearly financial statement to be laid before the Corporation at any annual meeting during his term of office, and shall state in his report whether in his

opinion the financial statement referred to therein presents fairly the financial position of the Corporation and the results of its operations for the period under review, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

- (b) If the financial statement contains a statement of changes in net assets or statements of source and application of funds, the auditor shall include in his report a statement whether, in his opinion the statement of changes in net assets or the statement of source and application of funds presents fairly the information shown therein.
- (c) The Auditor shall attend any meeting of the Members at the request of any Member, provided notice of such request is given in writing to the Corporation five (5) days before the meeting, and shall answer inquiries directed to him concerning the basis upon which he formed the opinion stated in the aforementioned report.

#### **11.06        SIGNING AUTHORITY**

- (a) The Board shall appoint four signing officers and all cheques and other negotiable documents for the payment of money in excess of a spending limit set by the Board shall be signed by two signing officers of whom at least one shall be the President, or the Treasurer.
- (b) All other formal documents or writings requiring the signature of the Corporation shall be signed by any two Directors of whom at least one shall be the President or Corporate Secretary.
- (c) The Board shall have power from time to time, by resolution to appoint any Officer, Director, or member, or more than one of them, to sign specific contracts, documents or instruments in writing, other than cheques or negotiable documents for the payment of money, on behalf of the Corporation instead of or in addition to those provided in subsection (b) and may provide that such person or persons may affix the corporate seal, if required.
- (d) Any authorization for the execution of documents shall be strictly limited to the terms of the specific authorization given by the board. Signing officers

shall have no authority other than that specifically accorded by the board.

- (e) All persons signing any document referred to in subsections (b) and (c) shall satisfy themselves that the document is in accordance with the general intent of the resolution or other authority authorizing the execution of such document and shall have power to approve minor changes not affecting the substance thereof.
- (f) The signature on any document in the manner set out in this paragraph shall be deemed in favour of third parties to be conclusive evidence that the execution and delivery of such document was duly authorized by the Corporation.

**11.07 BORROWING POWERS**

The Board of Directors shall have no borrowing powers.

**11.08 DISSOLUTION OF THE CORPORATION**

On the dissolution of the Corporation and after payment of its debts and liabilities, the remaining property of the Corporation shall be transferred to or distributed among one or more similar non-profit association or charitable organizations which carry on work solely in Canada.

**ARTICLE XII - NOTICES**

**12.01 METHOD OF GIVING NOTICE**

- (a) Any notice, communication or other document to be given by the Corporation to a Member, Director, Officer or auditor of the Corporation shall be sufficiently given if delivered personally to their address or if mailed by ordinary prepaid or air mail in a sealed envelope addressed to him at the last address as recorded in the books of the Corporation or if sent by any means of wire or wireless or any reasonable form of communication.
- (b) Requirements for notice of general members meetings and directors meeting are outlined in the relevant sections of this By-law.

**12.02 COMPUTATION OF TIME**

In computing the date when notice must be given under any provision of the articles or By-laws requiring a specified number of days notice of any meeting or other event, the date of delivery or mailing the notice shall be excluded and the date of the meeting or other event shall be included.

**12.03 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 system 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 or otherwise founded therein.

**ARTICLE XIII - COMING INTO FORCE**

**13.01 COMING INTO FORCE**

This By-law shall come into force as soon as it is adopted in accordance with section 12.01 hereof, and at such time all provisions of any previous By-law which may conflict with this By-law shall be repealed.

**PASSED by the Board of Directors this 5th day of June, 2011.**

<u>"Original signed by Don Lough"</u>	<u>"Signed by Bing Wong"</u>
President	Secretary

**CONFIRMED by a two-thirds majority of the Members this \_\_\_ th day of \_\_\_\_\_ 2011**

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary