

Kingston Historical Society

Bylaw No. 2

18 September 2024

1. DEFINITIONS & INTERPRETATION	4
Definitions	4
References	4
Interpretations	5
3. REGISTERED OFFICE AND RECORDS	5
4. MEMBERSHIP	5
Members	5
Eligibility	5
Term of Membership	5
Classes of Members	5
Rights of Members	6
Membership Dues & Fees	8
Discipline of Members	8
5. MEETINGS OF MEMBERS	9
Place & Method of Meeting	9
Annual Meetings	9
Special Meetings	9
Special Business	9
Right to Submit Proposals	10
Quorum	10

Attendance at Meetings of Members	10
Adjournment	10
Conduct of Meetings	11
6. BOARD OF DIRECTORS	11
General	11
Term	11
Election	12
Appointment of Chair	12
Vacancies & New Directorships	12
Resignation	12
Removal	12
Remuneration	12
Meetings of Directors	13
Conflict of Interest	13
7. OFFICERS	14
Chair of the Board	14
Additional Officers	14
8. COMMITTEES & ADVISORY BODIES	14
General	14
Composition	14
Delegation of Powers	14
9. NOTICE	15
Meeting of Members	15
Meeting of Directors	15

Method of Giving Notice	16
Deemed Receipt of Notice	16
Omissions & Errors	16
10. GENERAL	16
Financial Year	16
Finances	16
Execution of Documents	17
11. AMENDMENT AND REPEAL	17
Amendment of Bylaws	17
Bylaws Requiring Special Resolution	17

1. DEFINITIONS & INTERPRETATION

Definitions

1.1 The following words will have the meanings defined here:

“**Act**” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“**Articles**” means any document or instrument that incorporates the Kingston Historical Society (or, the “Society”), or modifies its incorporating document or instrument, including articles of incorporation, articles of amendment, restated articles of incorporation, or (formerly) letters patent;

“**Board**” means the Board of Directors of the Corporation;

“**Bylaw**” means this Bylaw, including any schedules to this Bylaw; the Bylaws of the Corporation set out the rules for the governance of the Corporation;

“**Chair**” means the chair of the Corporation’s Board of Directors;

“**Corporation**” means the Kingston Historical Society that has passed this Bylaw under the Act or that is deemed to have passed this Bylaw under the Act.

“**Director**” means an individual occupying the position of Director on the Corporation’s Board of Directors, by whatever name they are called;

“**Meeting of Members**” means any meeting of Members, including the annual meeting, and special meetings;

“**Member**” means a Member of the Corporation;

“**Ordinary resolution**” means a resolution submitted to Members at a meeting or in writing, that requires a simple majority of votes cast to pass;

“**Recorded address**” means the latest address entered into the records of the Corporation;

“**Society**” means the Corporation;

“**Special meeting**” means any meeting of Members called to conduct special business, or other business or transactions for the Corporation, and called between annual meetings of Members;

“**Special resolution**” means a resolution submitted to Members at a meeting or in writing, that requires a two-third majority of votes cast to pass;

References

1.2 References in this Bylaw:

- a) to sections means sections of this Bylaw;
- b) to clauses, or provisions means the subsections of this Bylaw, as indicated;
- c) To other documents will refer to the documents defined or otherwise clarified in context.

Interpretations

- 1.3 All terms contained in this Bylaw that are defined in the Act will have the meanings given to such terms in the Act.
- 1.4 Words using the singular include the plural and vice versa, and words using one gender include all genders.
- 1.5 The word “or” is not exclusive, except where it is expressly stipulated to be exclusive in context.
- 1.6 The word “including” will be deemed to be followed by “but not limited to”.

2. REGISTERED OFFICE AND RECORDS

- 2.1 The address of the registered office of the Corporation will be in Ontario, at the location specified in the Articles, or at a location determined by the Board.
- 2.2 Any records maintained by the Corporation can be in any form provided that they are capable of being reproduced in an accurate and intelligible written form in a reasonable time. The Corporation will make these records available for inspection under applicable law.

3. MEMBERSHIP

Members

- 3.1 The Corporation will have as its Members, persons interested the Society’s objectives who have been accepted into membership in the Corporation.
 - a) Acceptance into the membership means that:
 - (i) the person has filled out an application;
 - i.i the application must be filled using a written form, provided by the Corporation;
 - (ii) the Membership Secretary has received the application;
 - (iii) the application is complete;
 - (iv) the membership dues are paid;
 - (v) the applicant is approved to become a Member; and
 - (vi) the approval is communicated to the applicant.

Eligibility

- 3.2 To be eligible for membership, individuals must be:
 - a) Interested in creating, fostering and maintaining interest in the history and heritage of the City of Kingston and its environs

Term of Membership

- 3.3 The term of membership will be one year, subject to renewal in accordance with the policies of the Corporation.

Classes of Members

- 3.4 The Corporation will have five (5) classes of Members:
 - a) Individual;

- b) Family;
- c) Student;
- d) Organizational;
- e) Sponsor.

3.5 To qualify for individual membership the applicant must:

- a) be 18 years of age or older;
- b) be an individual (i.e., a natural person);

3.6 To qualify for family membership, the applicants must:

- a) be a family, defined as a group of individuals who have, with each other, the status of parent, child, spouse, common law partner, or guardian;
- b) apply for membership together, for all individuals within that family.

3.7 To qualify for student membership the applicant must:

- a) be an individual who, at the time of obtaining membership, is enrolled as a student at an educational institution.

3.8 To qualify for organizational membership the applicant must:

- a) be an organization, corporation, or other legal entity.

3.9 To qualify for sponsor membership the applicant must:

- a) sponsor or donate in support of the Society.

Rights of Members

3.10 The rights of individual Members include:

- a) the right to attend Corporation General Meetings, Special Meetings and Annual Members Meetings all meetings;
- b) the right to one (1) vote at these meetings;
- c) the right to access information about the Corporation's operations;
 - (i) including, Bylaws, Articles, financial records, and registers.
- d) the right to participate in all lectures, symposia, workshops, field trips, and any other activities organized or sponsored by the Society;
- e) free entry to any museum or facility owned or operated by the Society; and
- f) one (1) free copy of the volume of the Society's journal, *Historic Kingston*, published in the year in which the membership is held;
- g) one (1) free copy of the Society's newsletter, *Limelight*, published nine times a year;
- h) an electronic copy of the "Ontario Historical Society" newsletter four times a year; and
- i) discounted rates on purchases at the "Novel Idea" Bookstore.

3.11 The rights of family Members include:

- a) the right to attend Corporation General Meetings, Special Meetings and Annual Members Meetings all meetings;
- b) the right to two (2) votes at these meetings;
- c) the right to access information about the Corporation's operations;
 - (i) including, Bylaws, Articles, financial records, and registers.
- d) the right to participate in all lectures, symposia, workshops, field trips, and any other activities organized or sponsored by the Society;
- e) free entry to any museum or facility owned or operated by the Society; and

- f) one (1) free copy of the volume of the Society’s journal, *Historic Kingston*, published in the year in which the membership is held;
- g) one (1) free copy of the Society’s newsletter, *Limelight*, published nine times a year;
- h) an electronic copy of the “Ontario Historical Society” newsletter four times a year; and
- i) discounted rates on purchases at the “Novel Idea” Bookstore.

3.12 The rights of student Members include:

- a) the right to attend Corporation General Meetings, Special Meetings and Annual Members Meetings all meetings;
- b) the right to one (1) vote at these meetings;
- c) the right to access information about the Corporation’s operations;
 - (i) including, Bylaws, Articles, financial records, and registers.
- d) the right to participate in all lectures, symposia, workshops, field trips, and any other activities organized or sponsored by the Society;
- e) free entry to any museum or facility owned or operated by the Society;
- f) one (1) free copy of the volume of the Society’s journal, *Historic Kingston*, published in the year in which the membership is held;
- g) one (1) free copy of the Society’s newsletter, *Limelight*, published nine times a year;
- h) an electronic copy of the “Ontario Historical Society” newsletter four times a year; and
- i) discounted rates on purchases at the “Novel Idea” Bookstore.

3.13 The rights of organizational Members include:

- a) the right to attend Corporation General Meetings, Special Meetings and Annual Members Meetings all meetings;
- b) the right to one (1) vote at these meetings;
- c) the right to access information about the Corporation’s operations;
 - (i) including, Bylaws, Articles, financial records, and registers.
- d) the right to participate in all lectures, symposia, workshops, field trips, and any other activities organized or sponsored by the Society;
- e) free entry to any museum or facility owned or operated by the Society; and
- f) one (1) free copy of the volume of the Society’s journal, *Historic Kingston*, published in the year in which the membership is held;
- g) one (1) free copy of the Society’s newsletter, *Limelight*, published nine times a year;
- h) an electronic copy of the “Ontario Historical Society” newsletter four times a year; and
- i) discounted rates on purchases at the “Novel Idea” Bookstore.

3.14 The rights of sponsor Members include:

- a) the right to attend Corporation General Meetings, Special Meetings and Annual Members Meetings all meetings;
- b) the right to one (1) vote at these meetings;
- c) the right to access information about the Corporation’s operations;
 - (i) including, Bylaws, Articles, financial records, and registers.
- d) the right to participate in all lectures, symposia, workshops, field trips, and any other activities organized or sponsored by the Society;
- e) free entry to any museum or facility owned or operated by the Society; and
- f) one (1) free copy of the volume of the Society’s journal, *Historic Kingston*, published in the year in which the membership is held;

- g) one (1) free copy of the Society's newsletter, *Limelight*, published nine times a year;
 - h) an electronic copy of the "Ontario Historical Society" newsletter four times a year; and
 - i) discounted rates on purchases at the "Novel Idea" Bookstore.
- 3.15 Membership in the Corporation is not transferable and automatically terminates if the Member resigns or if the membership is otherwise terminated in accordance with the Act or this Bylaw.

Membership Dues & Fees

- 3.16 All membership dues and fees will be due at the Annual General Meeting.
- 3.17 If membership dues are not paid by the end of the month in which they are due, in each year, the individual will no longer be considered a Member.
- 3.18 No refund of fees will be made if a Member leaves the Corporation during the course of the year.
- a) notwithstanding, the Board may at its discretion issue a refund in certain situations.
- 3.19 The annual Membership dues are to be set by the Board, subject to approval by Members at a General Meeting.

Discipline of Members

- 3.20 The Board will have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
- a) violating any provision of the Articles, Bylaws, or written policies of the Corporation;
 - b) carrying out any conduct that can be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - c) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.
- 3.21 If the Board determines that a Member should be suspended or expelled from membership in the Corporation, the president, or any other officer designated by the Board, will provide 15 days' notice of suspension or expulsion to the Member and will provide reasons for the proposed suspension or expulsion.
- 3.22 The Member can make a written submission to the Board, and the president, or any other officer designated by the Board, in response to the notice received within such 15-day period.
- 3.23 If no written submission is received, then the Member can be notified of their suspension or expulsion from membership in the Corporation.
- 3.24 If a written submission is received in accordance with this Bylaw, the Board will give the Member an opportunity to be heard orally or in writing not less than five days before the suspension or expulsion of membership becomes effective.
- 3.25 The Board's decision will be final and binding on the Member without any further right of appeal to the Board.

4. MEETINGS OF MEMBERS

Place & Method of Meeting

- 4.1 All meetings of Members will be held at a place in Ontario as determined by the Board, or as stated in the notice of the meeting.
- a) Notwithstanding, if all Members entitled to vote agree, a meeting can be held at a place outside Ontario.
- 4.2 The Board can choose to call a meeting of Members to be held entirely virtually, or entirely by means of a telephonic, electronic, or other communication means which permits all participants to communicate adequately with each other.

Annual Meetings

- 4.3 An annual meeting of Members will be held no later than 15 months after the preceding annual meeting.
- 4.4 The annual meeting of Members will be held at a date, time, and place determined by the Board and stated in the notice of the meeting.
- 4.5 The business transacted at the annual meeting of Members will include:
- a) consideration of the financial statements;
 - b) report of the auditor or person who has been appointed to conduct a review engagement, if any;
 - c) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - d) election of Directors; and
 - e) any other or special business as set out in the notice of meeting.

Special Meetings

- 4.6 The Board can call a special meeting of Members for any one or more purposes, by a resolution.
- 4.7 The Board will call a special meeting of Members on the requisition of Members carrying 10% or more of the voting rights.
- a) If the Board does not call a meeting within 21 days of the requisition, any Member who signed the requisition can call the meeting.

Special business

- 4.8 All business transacted at a special meeting of Members and all business transacted at an annual meeting of the Members is special business except for the following:
- a) consideration of the financial statements;
 - b) consideration of the audit or review engagement report, if any;
 - c) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
 - d) election of Directors; and
 - e) reappointment of the incumbent auditor or person appointed to conduct a review engagement.

- 4.9 Notice of a meeting of the Members at which special business is to be transacted must,
- a) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - b) state the text of any special resolution to be submitted to the meeting.

Right to Submit Proposals

- 4.10 A Member entitled to vote at an annual meeting of Members can:
- a) give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a “proposal”; and
 - b) discuss any matter at a meeting for which the Member would have been entitled to submit a proposal.
- 4.11 A proposal can include nominations for the election of Directors if the proposal is signed by 5% or more of the Members entitled to vote at the meeting at which the proposal is to be presented.
- 4.12 A Member who submits a proposal will pay the costs of including the proposal and any other statement in the notice of the meeting at which the proposal is to be presented.

Quorum

- 4.13 Quorum for any meeting of Members will be 20 Members.
- 4.14 Quorum can be satisfied whether Members are present in person, or by proxy.
- 4.15 A meeting which starts with quorum, but loses it before the end, will continue, and will not be ended or adjourned due to a lack of quorum.

Attendance at Meetings of Members

- 4.16 Only the following people can attend a meeting of Members:
- a) the Directors of the Corporation;
 - b) Members of the corporation who are entitled to vote;
 - c) an auditor, or other person engaged to conduct a review engagement of the Corporation;
 - d) any other persons entitled or required to be present under the Act, Bylaw, or the Articles;
 - e) any person admitted at the discretion of the Chair of the meeting; and
 - f) any person invited by a resolution of the Members.

Adjournment

- 4.17 Any meeting of the Members, annual or special, can be adjourned to reconvene at the same or a different place, if relevant.
- 4.18 No notice is required to be given of an adjourned meeting if the time, place, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken.
- 4.19 At the adjourned meeting, the Corporation can transact any business that might have been transacted at the original meeting.
- 4.20 If the adjournment is for more than 30 days, a notice of the adjourned meeting will be given to each Member entitled to vote at the meeting.

Conduct of Meetings

- 4.21 At every meeting of Members, the Chair of the Board will act as chair of the meeting and preside at the meeting.
- 4.22 If the Chair of the Board is absent or unable to act, then the chair of the meeting will be one of the following in order:
- a) the Vice Chair;
 - b) the person whom the Secretary will appoint;
 - c) one of the Members who is present at the meeting chosen by the Members present in person or represented by proxy and entitled to vote at the meeting.
- 4.23 The Secretary will act as secretary of the meeting keep the minutes of the meeting. If the Secretary is absent or unable, then the chair of the meeting will appoint a secretary of the meeting.
- 4.24 The chair of any meeting of Members will have the right and authority to prescribe any rules, regulations and procedures and to do all acts as, in the judgment of the chair, are appropriate for the proper conduct of the meeting.
- 4.25 The rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, can include the following:
- a) establishing an agenda or order of business for the meeting;
 - b) determining when the polls will open and close for any given matter to be voted on at the meeting;
 - c) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - d) limiting attendance at, or participation in, the meeting to Members of the corporation, their duly authorized and constituted proxies or other persons as the chair of the meeting will determine;
 - e) restricting entry to the meeting after the time fixed for its commencement; and
 - f) limiting the time allotted to questions or comments by participants.
- 4.26 A person participating in a meeting by telephonic, electronic, or other communication means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of Members under this Section 5.24 who is entitled to vote at that meeting can vote by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5. BOARD OF DIRECTORS

General

- 5.1 The Board will manage, or supervise the management of the activities and affairs of the Corporation.

Term

- 5.2 The term of office of Directors will be from the date of the meeting at which they are elected until the next annual meeting following their election.
- a) Notwithstanding, all Directors will hold office until their respective successors are elected; or
 - b) until the earliest of the Director's death, resignation, disqualification, or removal.

5.3 Directors can be re-elected to serve consecutive terms. There is no limit on how many terms a Director can serve.

Election

5.4 Directors will be elected at the Annual General Meeting.

5.5 Directors of the Board will be elected by a majority vote of the Members present at the meeting at which the potential Directors are up for election.

Appointment of Chair

5.6 When all Directors have been elected, and a Board is formed, the Board will from among its Members, choose a Director to act as Chair of the Board of the Corporation.

Vacancies & New Directorships

5.7 Any newly created directorships resulting from an increase in the authorized number of Directors, or a vacancy in the Board will be filled solely by a majority affirmative vote of the remaining Board.

- a) A remaining sole Director will independently confirm the appointment of a Director.
- b) If no Directors remain on the Board, any Member can call a special meeting to elect or appoint Directors to fill the positions on the Board.
- c) Any Director elected or confirmed in such a manner will hold office until the end of the term of the Director they replace, or until a successor is duly elected, whichever is earlier.

Resignation

5.8 A Director can resign from the Corporation by giving written notice to the Board. The resignation will take effect on the date at which the notice is received.

Removal

5.9 Subject to applicable laws and the Articles, Members entitled to vote in an election of Directors can remove any Director from office at any time, with or without cause, by ordinary resolution.

Remuneration

5.10 The Directors of the Corporation will serve in their roles as such without remuneration and no Director will directly or indirectly receive any profit from occupying the position of Directors, except:

- a) Directors can be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b) Directors can be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment before such payment is made; and
 - (iii) in compliance with the conflict-of-interest provisions of the Act.

Meetings of Directors

- 5.11 Meetings of the Directors can be called by the Chair, or by any two Directors at any time and at any place on notice as required by this Bylaw.
- 5.12 The Board will meet a minimum of six (6) times per year for regular meetings of the Board, at a time and place agreed to by the Directors.
- a) A copy of the resolution fixing the time and place of regular meetings will be sent to each Director after being passed.
 - b) No other notice will be required for any such regular meeting, except if the purpose of the meeting or business to be transacted involves:
 - (i) submitting questions or matters to Members requiring approval of the Members;
 - (ii) filling a vacancy on the Board or appointing additional Directors;
 - (iii) filling a vacancy in the office of the public accountant;
 - (iv) issuing debt obligations except as authorized by the Board;
 - (v) approving any annual financial statements;
 - (vi) adopting, amending, or repealing bylaws; or
 - (vii) establishing contributions to be made or dues to be paid by Members.
- 5.13 Extraordinary meetings of the Board can be called at any time by the Chair, or at the written request to the Chair by at least two Directors.
- 5.14 At the discretion, approval, or consent of the Board, a Director can participate in a meeting of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 5.15 The presence of 55% of Directors of the Board will be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.
- 5.16 Each Director will have one vote.
- a) Questions arising at any Board meeting will be decided by a majority of votes.
- 5.17 Any Director who is unable to attend three consecutive Board meetings can be replaced. The replacement will be chosen by a majority vote of the remaining Board of Directors, subject to approval by Members at the next Annual General Meeting.

Conflict of Interest

- 5.18 A Director will disclose to the Corporation or its Board if they are:
- a) party to a material contract, or transaction with the Corporation;
 - b) party to a proposed material contract or transaction with the Corporation; or
 - c) a Director or officer of, or have material interest in, an entity which is party to a material contract or transaction, or a proposed material contract or transaction with the Corporation.
- 5.19 A Director referred to in section 6.19 above will not attend any part of the meeting at which the contract or transaction is discussed, and will not vote on any resolution to approve the contract or transaction.
- a) Notwithstanding, the Director can attend or vote at a meeting if the contract or transaction is:
 - (i) related primarily to remuneration of the Director as a Director of the Corporation, or remuneration of an affiliate;
 - (ii) for the Director's indemnity or insurance; or

- (iii) with an affiliate of the Director.

6. OFFICERS

Chair of the Board

- 6.1 A Director will be appointed as Chair of the Board of Directors, and will carry out the duties of the Chair according to the Bylaws of the Corporation.

Additional Officers

- 6.2 The Board can designate additional offices of the Corporation such as a President, Vice-President, Executive Director, Secretary, or Treasurer. Any Director can be appointed as an officer for these offices.
- 6.3 Appointments of officers can be:
- a) on an annual basis;
 - b) semi-annual basis;
 - c) or any other schedule as determined by the Board.
- 6.4 The Board has the discretion to remove any officer at any time, subject to this Bylaw and the Act.
- 6.5 The Board can specify the duties of the officers.
- a) Subject to the Act, the Board can delegate the power to manage the affairs and activities of the Corporation, to any of the officers.
- 6.6 A Director can be appointed to any office of the Corporation. An Officer must be a Director of the Corporation.
- 6.7 The same Director can hold multiple offices of the Corporation.

7. COMMITTEES & ADVISORY BODIES

General

- 7.1 The Board can designate and appoint one or more committees, or other advisory bodies.
- 7.2 Any committee or other advisory body can be removed by resolution of the Board, at any time.

Composition

- 7.3 Every committee established by the Board will be composed only of Directors of the Corporation.
- 7.4 The Board can appoint Members of the corporation to advisory bodies. No powers of the Board will be delegated to any advisory body including non-Board Members.
- 7.5 The Board can appoint Members of the Corporation to serve on a committee. Committees including a non-Board Members will not be delegated any powers of the Board.

Delegation of Powers

- 7.6 The Board can delegate any authority to any committee of Directors, except the authority to:
- a) submit questions or matters to Members requiring approval of the Members.
 - b) fill a vacancy on the Board, or appoint additional Directors

- c) fill a vacancy in the position of an auditor, or a person appointed to conduct a review engagement of the Corporation
- d) issue any debt obligations
- e) approve any annual financial statements
- f) adopt, amend, or repeal bylaws
- g) establish annual contributions to be made, or dues to be paid by Members.

7.7 The Board has the discretion to dissolve any committee or advisory body at any time by resolution.

8. NOTICE

Meeting of Members

- 8.1 Notice of the time and place of a meeting of Members will be given to each Member entitled to vote at the meeting by means of:
- a) mail, courier, or personal delivery to each Member entitled to vote at the meeting; or
 - b) telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting.
- 8.2 Notice of meetings of Members will be given not less than 10 days and not more than 50 days before the day on which the meeting is to be held.
- 8.3 Notices of special meetings:
- a) will also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the special business; and
 - b) include the text of any special resolution or Bylaw to be submitted at the meeting.
- 8.4 Notice of a meeting need not be given to a Member who, either before or after the meeting, submits a waiver of notice.
- 8.5 Any Member waiving notice of a meeting will be bound by the proceedings of the meeting in all respects as if due notice of the meeting had been given.

Meeting of Directors

- 8.6 Notice of the time and place for the holding of a meeting of the Board will be given to every Director at least 7 days before the time when the meeting is to be held.
- 8.7 Notice of a meeting will not be necessary if:
- a) all of the Directors are present and none of the Directors objects to holding the meeting; or
 - b) those Directors who are absent have waived notice of, or otherwise consented to holding the meeting.
- 8.8 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.
- 8.9 No notice of meeting needs to specify the purpose or the business to be transacted at the meeting except if a matter referred to in Section 6.14(b) is to be dealt with at the meeting.
- 8.10 A notice of meeting need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means, provided that the notice includes instructions for attending and participating in the meeting by the telephonic or electronic, including, if applicable, instructions for voting by such means at the meeting.

Method of Giving Notice

- 8.11 Any notice required to be given, will be sufficiently given if:
- a) delivered personally to the person to whom it is to be given;
 - b) delivered to the recorded address of the person to whom it is to be given;
 - c) mailed to the recorded address of the person to whom it is to be given, and through ordinary, air, or other mail service; or
 - d) sent by electronic means in accordance with the *Electronic Commerce Act*, SO 2000, c.17, to the person to whom it is to be given.
- 8.12 The signature of any Director or Officer of the Corporation on any notice to be given can be written, stamped, typewritten, or printed.

Deemed Receipt of Notice

- 8.13 A notice will be deemed given:
- a) when it is delivered according to section 9.11(a) or 9.11(b);
 - b) on the fifth day after it is mailed according to section 9.11(c); and
 - c) when dispatched or delivered to the appropriate communication company, agency, or their representatives if sent by means according to section 9.11(d).
- 8.14 The Secretary can change or cause to be changed the recorded address of any person according to any information believed by the Secretary to be reliable.
- 8.15 The declaration by the Secretary that notice has been given under this Bylaw will be sufficient and conclusive evidence of such notice being given.

Omissions & Errors

- 8.16 Any action taken at a meeting to which a notice pertains, or which is held on notice, will not be invalidated if:
- a) there is an accidental omission to give notice to a person to whom it was required to be given;
 - b) the person to whom the Corporation has provided notice in accordance with this Bylaw did not receive it; or
 - c) there was an error in the notice which did not affect its substance.

9. GENERAL

Financial Year

- 9.1 The financial year of the Corporation ends on 31 March in each year, or on such other date as the Board may from time to time by resolution determine.

Finances

- 9.2 At every annual meeting of Members, the Board will provide the Members with:
- a) a financial statement of the respective financial year that is approved by the Board;
 - b) a report of the auditor or of the person who conducted a review engagement, as applicable;
- and

c) any further information regarding the financial operations of the Corporation and the results of its operations required by the Articles or bylaws.

9.3 The Corporation will provide a copy of documents referred to in section 9.2 to all Members who have requested to receive that information, no less than 21 days before each annual meeting.

Execution of Documents

9.4 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation can be signed by any two of its Officers or Directors.

9.5 The Board can from time to time direct the manner in which, and the person by whom, a particular document or type of document will be executed.

9.6 Any signing officer can certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy.

10. AMENDMENT AND REPEAL

Amendment of Bylaws

10.1 The Board can, by resolution, make, amend or repeal any Bylaws.

10.2 Any Bylaw, amendment or repeal will be effective from the date of the resolution of the Board until the next meeting of Members where it can be confirmed, rejected or amended by the Members by special resolution.

10.3 If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

10.4 The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Bylaws Requiring Special Resolution

10.5 A special resolution is required to amend any Bylaw, or Articles, if it concerns:

- a) changing the name of the Corporation;
- b) adding, removing or changing any restriction on the activity or activities that the corporation can carry on, or on the powers that the corporation can exercise;
- c) creating a new class or group of Members;
- d) changing a condition required for being a Member;
- e) changing the designation of any class or group of Members or adding, changing or removing any rights or conditions of any such class or group;
- f) dividing any class or group of Members into two or more classes or groups and fixing the rights and conditions of each class or group;
- g) adding, changing or removing a provision respecting the transfer of a membership;
- h) increasing or decreasing the number of, or the minimum or maximum number of, Directors fixed by the articles;
- i) changing the purposes of the corporation;
- j) changing to whom the property remaining on liquidation after the discharge of any liabilities of the corporation is to be distributed;
- k) changing the manner of giving notice to Members entitled to vote at a meeting of Members;

- l) changing the method of voting by Members not in attendance at a meeting of the Members;
or
- m) adding, changing or removing any other provision that is permitted by this Act to be set out in the articles.