**BY-LAW #1**

**SKELETON LAKE**

**COTTAGERS’ ORGANIZATION**

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**1.01 EFFECTIVE DATE AND REPEAL OF PRIOR BY- LAW (Constitution).**

This by-law repeals and replaces in its entirety the previous constitution of the Skeleton Lake Cottagers’ Organization. Such repeal shall not affect the validity of any action pursuant to such constitution prior to its repeal.

This by-law shall come into force upon confirmation by the affirmative vote of not less than two thirds (2/3) of voting members of the Skeleton Lake Cottagers’ Organization present and voting at a meeting called for such purpose.

**1.02 Name**

The Corporation shall be known as the Skeleton Lake Cottagers’ Organization (“SLCO”

**1.03 Corporate Status**

Currently, the Skeleton Lake Cottagers’ Organization is a not-for profit corporation without share capital organized under the Ontario Corporations Act 1990.

After the proclamation of the Ontario Not-For-Profit Corporations Act 2010, expected sometime in late 2017, the Skeleton Lake Cottagers’ Organization will be a non-charitable, non-public benefit, not-for-profit corporation organized under the Ontario Not-For-Profit Corporations Act 2010 (“ONCA”).

**1.04 Purpose of SLCO**

The purposes for which this Corporation was formed are:

* Preserve and protect the natural beauty and quality of Skeleton Lake.
* Provide an organized entity to assess activities which may affect the quality of

Skeleton Lake and its surrounding watershed area.

* Study and report on all municipal and provincial government plans affecting the residents or uses of land or water of Skeleton Lake
* Make representations to the various levels of government and associations with respect to all matters.

The revenue of the Corporation is irrevocably dedicated to charitable purposes. No part of net earnings of this Corporation shall inure to the benefit of any individual and upon liquidation, dissolution or abandonment by the Corporation shall be distributed as provided in the Act.

**1.05 Duration of Corporation**

The period during which this Corporation is to continue as a corporation is perpetual.

**1.06 Definitions**

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

1. "Act" means the Corporations Act 1990 (Ontario) or the Not-for-Profit Corporations Act, 2010 (Ontario) depending on which Act is in force at the time, and where the context requires, includes the regulations made under the Act in force, as amended or re-enacted from time to time;
2. "Board" means the board of Directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "President" means the president of the Corporation
5. "Corporation" means the Skeleton Lake Cottagers’ Organization
6. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation;
9. "Officer" means an officer of the Corporation.
10. “Ordinary Resolution” means a resolution requiring approval of a majority of those eligible to vote on an issue.
11. “Special Resolution” means a resolution requiring approval of a 2/3rds of those eligible to vote on an issue.
12. “Extraordinary Resolution” means a resolution requiring approval of 80% of those eligible to vote on an issue.

**1.07 Interpretation…**

Other than as specified in Section 1.06, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act.  Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**1.08 Severability and Precedence…**

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

**1.09 Seal …**

The seal of the Corporation, if any, shall be in the form determined by the Board.

**1.10 Registered Office**…

The registered office of the Corporation shall be:

Box 108, Utterson, ON

P0B 1M0

1. ***–* Conditions of Membership**

**2.01 Membership…**

Membership is open to any person who owns a property within the geographic area surrounding Skeleton Lake and which is reached from Highway #141 or Muskoka Rd #3 or from any road that accesses properties on Skeleton Lake and who:

* Accept the aims and objectives of the Corporation,
* Completes an annual registration form
* Pays the annual membership fee for the fiscal year January 1 to December 31.

Members in good standing are eligible to take part in SLCO sanctioned activities and are eligible to vote at SLCO annual and special meetings.

Family members residing in the same residence as the Member are eligible for participation in activities sponsored or operated by the Corporation.

**2.02 Membership fees**…

The amount of the annual Membership fee shall be fixed by the Board from time to time on the recommendation of the Treasurer. The Board may establish a fee to be paid for participation in an activity sponsored by the Corporation.

**2.05 One vote per property …**

All Members at the Annual Meeting or other meetings of the membership shall be entitled to one vote for each residential property in separate ownership owned by such Member or Members and for which membership fees have been paid.

Two or more Members owning one property shall cast only one vote. If the two or more Members cannot agree among themselves how their vote will be cast on an issue, that vote will not be counted for the purpose of deciding that issue.

1. **– Directors**

**3.01 Size of Board …**

There shall be a Board of Directors made up of a minimum of three and a maximum of nineteen directors who shall control and direct the affairs of the Corporation.

The number of Directors to be elected at any annual meeting is the total number of Directors determined from time to time by a Special Resolution of the Members, less the number of whose term has not expired at the time of the annual meeting.

**3.02 Election and Term of Directors…**

The Directors shall be elected by the Members.

The Membership Committee as part of its duties shall act as a Nominating Committee to assemble and present at the AGM, a single slate of candidates for the Board of Directors.

* This slate of candidates shall be sent to each Member of the Board of Directors at least three weeks prior to the Annual General Meeting.
* The chair of the Nominating Committee shall act as chair of the election process at the AGM and shall accept nominations from the floor, which are duly seconded by a Member and where the nominee has indicated acceptance if elected.
* In the first year, new Directors will be elected for a three year term. Directors who have served one year will be elected for a two year term. All other Directors will be elected for a one year term. Directors may be elected for a second three year term if they have not reached their maximum of two consecutive three year terms.
* No Director, except the President, may serve more than **two** consecutive three year terms.
* The President may serve an additional term to fulfill his or her commitment.
* In order to achieve continuity and renewal, a maximum of three Directors, whose terms have expired, will be ineligible for re-election each year.
* After one year has elapsed following his or her retirement from the Board, a Director may be eligible for re-election.
* Persons appointed to fill vacancies occurring between annual meetings serve until the next annual meeting and then are eligible for election.

**3.03 Vacancies…**

The office of a Director shall be vacated immediately, when:

* The Director resigns office by written notice to the Secretary. The resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
* The Director dies or becomes bankrupt.
* The Director is found to be incapable of managing property by a court or under Ontario law.
* The Director is removed by a resolution passed by a majority of votes cast by Members at a Members’ meeting.
* The Director ceases to be an owner of lands in the geographic area designated in point 2.01.

**3.04 Filling Vacancies…**

A vacancy on the Board shall be filled as follows:

1. The Board, by majority vote at a Directors’ meeting, properly called and constituted, may fill a vacancy among the Directors with another Member of the Corporation and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.  After that, the appointee shall be eligible to be elected as a Director.
2. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy. If they fail to call such a meeting, the meeting may be called by any Member.
3. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director’s term.

**3.05 Committees…**

Committees may be established by the Board as follows:

1. The Board may establish any committee of Directors, or a committee of Directors and Members or other individuals with related expertise.
2. The Board shall appoint a Director as chair of each committee and shall determine the composition and terms of reference for any such committee.
3. The Board may dissolve any committee by resolution at any time.
4. The Board shall establish a Membership Committee and may establish such other standing or other committees as it deems to be required to carry on the day to day activities and operations of the SLCO.
5. All committee appointments shall be made as soon as possible after the AGM. Committee Members shall serve terms as provided by the Board.

**3.06 Remuneration of Directors…**

The directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors’ duties;
2. Directors may 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 by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

**4 - Board Meetings**

**4.01 Meetings of the Board…**

Meetings of the Board may be held at any time and place to be determined by the Directors and notice of such meeting shall be provided to each Director in accordance with Section 4.03 of these By-laws.

There shall be a minimum of three meetings of the Board of Directors each year. Typically one would be held prior to the AGM meeting with two following the AGM. Participation in Board or

committee meetings may be by telephone, electronic or other communication facilities and those participating using these means are deemed to be present at the meeting.

**4.02 Quorum for Board meetings**

A quorum for the conduct of business at a Directors meeting is a majority of the number of Directors elected or appointed and a quorum of the Directors may exercise all of the powers of the directors.

**4.03 Calling of Meetings…**

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice in accordance with Section 4.04.

**4.04 Notice of Board Meetings…**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this by-law to every Director of the Corporation not less than **seven** days before the date that the meeting is to be held.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

**4.05 Attendance at Board Meetings**

A Director who fails to attend three consecutive meetings of the Directorscan be removed due to such non-attendance by resolution of the remaining Directors.

**4.06 Chair of Board Meetings…**

The President shall preside at Board meetings.  In the absence of the President, the Vice-president shall preside at the Board meeting. If both the President and the Vice-president are absent, the Directors present shall choose one of the Directors to act as the chair of the meeting.

**4.07 Voting…**

Each Director has one vote.  Questions arising at any Board meeting shall be decided by a majority of votes.  In case of an equality of votes, the chair shall not have a second or casting vote.

**4.08 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

**4.09 Retiring Director…**

A retiring Director shall remain in office until the termination or adjournment of the meeting at which his retirement is accepted and his successor is elected.

**4.10 Distribution of minutes of Board meetings…**

The minutes of the Board shall not be available to the Members of the Corporation except upon request but shall be available to the Directors each of whom shall receive a copy of such minutes.

**5 – Powers of Directors**

**5.01 Administer Affairs of the Corporation…**

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

**5.02 Authorize and make expenditures…**

The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

The Board may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay compensation to employees.

The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

**5.03 Accept Gifts and Donations…**

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

**5.04 Maintain Proper Books and Records…**

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

**5.05 Make Rules and Regulations…**

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

**6 – Financial Matters and Execution of Contracts**

**6.01 Banking….**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

**6.02 Financial Year…**

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

**6.03 Auditors, Audit, Review Engagement…**

Members of the Corporation may pass an Extraordinary Resolution to not complete an audit or a review engagement of the Corporation’s financial year, if the annual revenue for that financial year is less than $100,000.

The remuneration of the person completing an audit or a review engagement of the accounts of the corporation, if any, shall be fixed by the Board.

**6.04 Execution of Contracts…**

1. Deeds, transfers, assignments, contracts, documents, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors and all deeds, transfers, assignments, contracts, documents, obligations and other instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
2. The Directors may from time to time by resolution appoint an Officer or a Director to sign on behalf of the Corporation deeds, transfers, assignments, contracts, documents, obligations and other instruments in writing requiring execution by the Corporation.
3. In addition, the Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document shall be executed.
4. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
5. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

**7 - Officers**

**7.01 Appointment of Officers…**

The Board may appoint by resolution, from among the Directors, at its first meeting following the annual meeting of the Corporation a President, a Vice-president, a Treasurer and a Secretary.  The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.

**7.02 Duties of the President…**

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

**7.03 Duties of the Vice-President…**

The Vice-president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

**7.04 Immediate past chair**

Shall advise and assist the President

**7.05 Duties of the Treasurer…**

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

**7.06 Duties of the Secretary…**

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

**7.07 Appointment of other Officers and agents…**

The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

**7.08 Office Held at Board’s Discretion…**

Any Officer shall cease to hold office upon ceasing to be a Director or if they are removed by a resolution passed by a majority of the Board.

**7.09 Term of Office…**

The Officers of the Corporation shall hold office until the termination of the annual meeting in the year following his or her appointment or until their successors are elected or appointed in there stead**.**

**8 - Protection of Directors and Others**

**8.01 Protection of Directors and Officers…**

No Director, Officer or committee Member of the Corporation is liable for the acts,  neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or 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 moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

**8.02 Indemnities to Directors and Others…**

Every Director and Officer of the Corporation, and the immediate successors in title to the SLCO, their heirs, executors and 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 Corporation, from and against:

1. all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.
2. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs charges or expenses as are occasioned by his or her own willful neglect or default

**9 - Conflict of Interest**

**9.01 Conflict of Interest…**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act.  Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction. 

**10 - Members’ Meetings**

**10.01 Annual Meeting…**

The annual meeting shall be held on a day during the summer months and at a time and place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than **21** days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

A special meeting may also be called at the same time as the annual meeting and in this case the meeting shall be called an annual and special meeting of the Members

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. report of the President;
4. report of the Treasurer on the financial position of the Corporation;
5. approval of membership fees
6. election of Directors;

and if the meeting is an Annual and Special Meeting of the Members

1. such other or special business as may be set out in the notice of meeting, including the waiver of the requirement to conduct a review engagement of the financial statements which issue is decided by an Extraordinary Resolution ;

No other item of business to be put to the vote of the Members shall be included on the agenda of the annual meeting or an annual and special meeting unless a Member’s proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

**10.02 Special Meetings…**

The Board, the President or any two Directors may call a special meeting of the Members.

The Board shall convene a special meeting on written requisition of not less than one-tenth of the members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

**10.03 Notice…**

Subject to the Act, notice of any annual Members’ meeting shall be given by e-mail, newsletter, event posting, and where necessary by regular mail at least thirty days prior to the meeting date to each Member and to the auditor or person appointed to conduct a review engagement, if any.

The Directors may call a special meeting of Members setting out the date, time, place and reason for the meeting on not less than fifteen days’ notice including the day of notification but not including the meeting date.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.  Notice of each meeting must remind the Member of the right to vote by proxy.

**10.04 Quorum…**

The presence in person, or by proxy, of a minimum of 25 Members entitled to vote is requisite and shall constitute a quorum at all meetings of Members for the election of Directors or for the transaction of other business, except as provided by law or by these By-laws. If such number of Members is not present in person or by proxy, those present may adjourn the meeting until a quorum is present.

Any action by a majority of Members where a quorum is present shall be the action of the membership of this Corporation.

If two or more Members owning one property cannot agree among themselves how their vote will be cast on an issue, their presence in person or by proxy will count for purposes of determining quorum although their vote will not be counted for the purpose of deciding the issue on which they disagree in accordance with Section 2.05.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**10.05 Chair of the Meeting...**

The President shall be the chair of the Members’ meeting. In the President’s absence, the Vice president or the Treasurer shall act as chair. If none of the President, Vice-president or Treasurer is present or if they decline to act as chair, the Members present shall choose one of their number to chair the meeting.

**10.06 Procedure at Meetings**

All meetings shall be conducted, to the extent practicable, in accordance with recognized parliamentary procedures as set out from time to time by the Directors. The chair shall retain the authority to make such rulings as are deemed appropriate to the proper functioning of the meeting subject only to an appeal and the defeat of a subsequent resolution of the voting Members to sustain the ruling of the chair.

**10.06 Voting of Members…**

Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

1. Each Member shall be entitled to one vote at any meeting subject to Section 2.05;
2. Votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote;
3. An abstention shall not be considered a vote cast;
4. The chair or any Member may demand a written ballot, before or after a show of hands on any question.  A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote.  If there is a tie vote upon written ballot, the motion is lost.
6. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, the chair of the meeting declares that a resolution has been carried or lost. Entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**10.07 Appointment of Proxy**

A voting Member may appoint a proxy by completing the required form and assigning another voting Member or delegate to vote on his behalf. All proxies must be delivered to the Corporation’s Secretary prior to the vote. The Secretary will issue a special voting card to each Member

**10.08 Scrutineers**

If a written ballot is required, the chair of the meeting shall appoint not less than three scrutineers who shall prepare, distribute, collect and count ballots cast and report the results to the chair of the meeting. On any issue relating to the validity of any ballot cast, the decision of the scrutineers shall be final and binding.

**10.09 Adjournments…**

The chair may, with the majority consent of any Members’ meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days of more.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**10.10 Persons Entitled to be Present…**

The only persons entitled to attend a Members’ meeting are the Members, the Directors, the person who has been appointed to conduct a review engagement, if any, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.  Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

**11 - Notices**

**11.01 Service…**

Any notice required to be sent to any member or Director or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**11.02 Computation of Time…**

Where a given number of days’ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**11.03 Error or Omission in Giving Notice…**

No error or accidental omission in giving notice of any Board meeting or any members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**12 - Adoption and Amendment of By-laws**

**12.01 Amendments to By-laws…**

The Members may from time to time amend this by-law by an Ordinary resolution passed by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

**Enacted on:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_                      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
**President**                                    **Secretary**

**13. Schedule A**

**Position Description of the President…**

The President shall be the chief executive of the Corporation and shall have the responsibility and authority for the general and active management of the affairs of the Corporation. He/she provides leadership to the Board, ensures the integrity of the Board’s process and represents the Board to outside parties.  The President chairs all meetings of the corporation and of the Board, co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and Members.  The President ensures the Board discusses all matters relating to the Board’s mandate.

**14. Schedule B**

**Position description of the Vice-president…**

The Vice-president shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.

**15. Schedule C**

**Position Description of the Treasurer…**

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

The Treasurer shall present to the Members at the annual meeting, the financial statement of the Corporation approved by the Board together with the report of the person who has conducted the review engagement, if any.

**16. Schedule D**

**Position Description of the Secretary…**

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities and supports the President in maintaining a high standard for Board conduct andupholding policies and the By-laws regarding conduct, with particular emphasis on fiduciary responsibilities.

The secretary ensures the proper recording and maintenance of minutes of all meetings of the corporation, the Board and board committees and has custody of all minute books, documents, registers and the seal of the Corporation and ensures that they are maintained as required by law.

The Secretary ensures that all reports and tax and regulatory filings are prepared and filed as required by law or requested by the Board.

The Secretary gives such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees.  The Secretary attends all meetings of the Corporation, the Board and Board committees.

The Secretary keeps a roll of the names and addresses of the Members.