

**By-Law No.1 Revision 1**  
**A by-law relating generally to the conduct of the affairs of**  
**The Deep River and District Community Foundation**  
**(the "Corporation")**

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# BE IT ENACTED AS A BY-LAW OF THE CORPORATION AS FOLLOWS:

## 1 General

### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Canada Not for-profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### 1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### 1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

### 1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the

Corporation may be signed by any two (2) of its officers or directors, authorized by ordinary resolution by the board. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any authorized signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### 1.5 Financial Year-End

The financial year-end of the Corporation shall be determined by the board of directors.

### 1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **1.7 Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and borrow money on the credit of the corporation;
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

## **1.8 Annual Financial Statements**

The Corporation, instead of sending copies of the annual financial statements and any other documents referred to in subsection 172 (1) (Annual Financial Statements) of the Act to the members by electronic notice or by post, may inform its members, by electronic or telephonic facility, or post, of the place and time that copies of the annual financial statements and documents are available for perusal or pick-up.

## **2 Membership**

Subject to the articles, there shall be one (1) class of members in the Corporation. Each member shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation.

### **2.1 Eligibility of Members**

- (a) The members shall be such persons who submit a completed application form to the secretary and agree to support the purpose and policies of the Corporation.
- (b) Members shall be admitted by ordinary resolution of the board.
- (c) Members shall be at least eighteen (18) years of age.
- (d) Membership shall be renewed annually. The board shall fix the date for the renewal. Members shall be given notice by electronic or telephonic facility.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **2.2 Rights of Members**

- (a) A member shall be entitled to notice of and to attend all meetings of members of the Corporation and shall be entitled to one vote at all such meetings.
- (b) A member shall be entitled to stand for election as director of the Corporation, subject to the provisions in the Act.
- (c) A member shall have access to the minutes of all meetings of members and the list of members.
- (d) A member has the right to vote for the elected members to the board of directors.
- (e) With reference to Section 163 of the Act, a member, entitled to vote at an annual meeting of members, may
  - submit to the Corporation, notice of any matter that the member proposes to raise at the meeting, referred in Section 163 of the Act as a "proposal"; and
  - discuss at the meeting any matter with which the member would have been entitled to submit a proposal.
- (f) The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

### **2.3 Membership Transferability**

Memberships are not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to add, change or delete this section of the by-laws.

### **3 Membership Dues, Termination and Discipline**

#### **3.1 Membership Dues**

Unless changed by the board, no membership fees are payable by members. In the event that fees become payable, a notice of the fees payable shall be sent to each member by the secretary promptly before the due date.

#### **3.2 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) the member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws;
- (c) the member resigns by delivering a written resignation to the chair of the board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

#### **3.3 Discipline of Members**

The board shall 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, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

### **4 Meetings of Members**

#### **4.1 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held, provided that electronic notice shall not be served on a member who has so requested.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.2 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.3 Chair of the Meeting**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.4 Quorum**

The Quorum for all meetings of members shall be: twice the number of directors present plus one additional member entitled to vote at the meeting

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

### **4.5 Votes to Govern**

- (a) At all meetings of members each member who is entitled to vote shall have one (1) vote.
- (b) The chair or presiding officer or moderator, who is entitled to vote, shall vote only at the time that the vote is taken.
- (c) Unless otherwise decided by ordinary resolution of the members, voting will be taken by a show of hands. If a ballot vote is agreed to, then the ballots will be counted by the secretary and two (2) members appointed at large.
- (d) A member entitled to vote at a meeting of members may abstain from voting by informing the chair before the vote is taken.
- (e) A member not in attendance at a meeting of members may vote by mail ballot or by proxy according to the provisions of section 4.7
- (f) A tie vote is a loss.
- (g) An ordinary resolution shall be carried by a simple majority (50%+1) of the votes cast by members, who are entitled to vote and are in attendance, at meetings of members.
- (h) A special resolution, directed by the Act, shall be carried by two-thirds (2/3) of the votes cast by members, who are entitled to vote and are in attendance, at meetings of members. The members shall be informed by the chair when voting on a special resolution.

### **4.6 Absentee Voting at Members' Meetings**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by a properly executed proxy submitted to the Chair or Vice chair prior to commencement of a meeting.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **5 Directors**

### **5.1 Number of Directors**

Until changed by by-law, the board shall consist of a minimum of seven (7) directors, and a maximum of nine (9) directors.

### **5.2 Election and Term**

Subject to the articles, the members will elect the initial directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. To be eligible for election as a director, an individual must be a member.

### **5.3 Term**

A director shall be elected for a three (3)-year term, and may be elected for a second term. After a two (2)-year absence he/she may be re-elected under the same conditions.

## **5.4 Vacancies**

A quorum of the board may, by majority vote, appoint a qualified individual to fill a vacancy on the board. In the absence of a quorum of the board, or if the vacancy has arisen from a failure by the members to elect the minimum number of directors, the board shall immediately call a special meeting of members to fill the vacancy. A director elected in accordance with the provisions of this section shall serve for the remainder of the person's term that the director was elected to replace, and may be re-elected, and serve subsequent terms after any such re-election, in accordance with section 5.3.

## **5.5 Removal of Directors**

The board shall have authority to remove from the board any director who does not attend three consecutive meetings of the board without providing reasons acceptable to the board.

## **6 Meetings of Directors**

### **6.1 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

### **6.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held.

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

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.3 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.4 Quorum**

The Quorum for a meeting of the board shall be a majority of the directors.

### **6.5 Votes to Govern**

- (a) At all meetings of the board, every question shall be decided by a majority (50%+1) of the votes cast.
- (b) The chair or presiding officer is entitled to vote when the vote is by secret ballot and in all other cases where the vote would change the result.
- (c) A tie vote is a loss.

### **6.6 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## 7 Officers

### 7.1 Description of Offices

The board may appoint any officers. The Board may by resolution appoint one or more officers and fix the remuneration of any officer. An officer may be a director, but need not be a director. Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board**- The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (c) **President** - If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (d) **Secretary** - If appointed, the secretary shall attend and be the secretary of all meetings of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation, if appointed, shall be such as the terms of their engagement call for or the board or president requires of them.

The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### 7.2 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment), or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## 8 Notices

### 8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address or that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and

a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **9 Invalidity of Any Provisions of this By-law**

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.

## **10 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **11 Dispute Resolution**

### **11.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2 of this by-law.

### **11.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

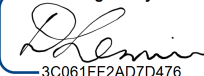


## 12 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be **By-Law No. 1 Revision 1.0 of the Corporation**, as enacted by the directors of the Corporation by resolution on the **16<sup>th</sup>** day of **May 2020** and authorized by the members of the Corporation by special resolution on the **23<sup>rd</sup>** day of **September 2020**.

Dated as of the **29<sup>th</sup>** day of **October 2020**

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**Dianne Lemire,**  
**Chair, Deep River and District Community Foundation**  
**(DRDCF)**

**Anne Hutton,**  
**Vice-Chair, Deep River and District Community**  
**Foundation (DRDCF)**

## 13 Bylaw Revision History

CERTIFIED to be By-Law #1 of the Corporation

Revision Number	Change	as enacted by the directors of the Corporation by resolution on the	authorized by the members of the Corporation by special resolution on the	Signatory/Date
1.0	Revision to the By-Law to allow electronic meetings and votes. Remove Sections:  4.5 Votes to Govern: (i) Participation at meetings of members may not be by telephonic, electronic or other communication facility.  4.6 Members' Meeting Held Entirely by Electronic Means: Meetings of members may not be held entirely by telephonic, electronic or other communication facility.	May 16, 2020	September 23, 2020	Dianne Lemire, DRDCF Chair  Anne Hutton DRDCF Vice-Chair  October 29, 2020
0.0	New consolidated By-law, to meet current legal and other requirements. Supersedes and replaces all previous by-laws.	May 29, 2018	June 28, 2018	Michael Stephen, DRDCF Chair  July 8, 2020