



# BY-LAWS

Amended 2008; 2011  
Revised 2017

These by-laws are adopted by Townshippers' Association to safeguard the rights of all members and to provide for the responsible administration of the organization.

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## Section 1 – General

### 1.01 Definitions

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

- (a) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (b) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (c) "officer" means a director or employee who has been granted signing authority by resolution of the board of directors of the Corporation;
- (d) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a special meeting of all members entitled to vote at an annual meeting of members;
- (e) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

### 1.02 Interpretation

In the interpretation of these by-laws, 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.

### 1.03 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 is the custodian of the corporate seal.

### 1.04 Head Office

The Head Office of the Corporation is in the District of St. Francis, in the Province of Quebec, and at such place, therein, as the Directors may, from time to time, determine.

### 1.05 Execution of Documents

Deeds, bank transfers, payments by cheque, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. Upon resolution of the board of directors of the Corporation, service leases, funding contracts and contribution agreements requiring execution by the Corporation may be

signed by one (1) of its officers, directors, or employees. In addition, the board may from time to time direct the manner in which—and the person(s) by whom—a particular document or type of document is executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### 1.06 Financial Year End

The financial year end of the Corporation is March 31<sup>st</sup>.

### 1.07 Banking Arrangements

The banking business of the Corporation is 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 is 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.

### 1.08 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## Section 2 – Membership

### 2.01 Membership conditions

Subject to the articles, there is one class of members in the Corporation. Membership in the Corporation is available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member is entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

The following are members of the Corporation:

- (a) the applicants for incorporation;
- (b) any person who meets the membership criteria established from time to time by the board of directors;
- (c) any institution or organisation which meets the membership criteria established, from time to time, by the board of directors;
- (d) any person currently employed by the Corporation (part-time or full-time; independent contractors excluded).

## 2.02 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) a member fails to maintain any qualifications for membership described in Section 2.01 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 is effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved.

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.

## 2.03 Discipline of Members

The board has authority to suspend or expel any member from the Corporation on 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 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, will provide twenty (20) days' notice of suspension or expulsion to the member and will 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 will 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 is final and binding on the member, without any further right of appeal.

## Section 3 – Meetings of members

### 3.01 Notice of Meeting of Members

The notice of the time and place of the Annual General Meeting, together with any other notices required by the present by-Laws, may be validly given if published in the Corporation's newsletter.

### 3.02 Annual General Meeting

The Annual General Meeting of the members of the Corporation is held not later than the 30th day of June of each year to:

- (a) receive the Annual Report of the Corporation, Balance Sheet, General Statement of Income and Expenditures and the Report of the Auditor or Auditors of the Corporation;
- (b) elect directors;
- (c) appoint an Auditor or Auditors for the ensuing year; and
- (d) conduct the general business of the Corporation

### 3.03 Special General Meeting(s)

Special General Meetings of the members of the Corporation may be held at any time upon the call of the President or Vice-President, at the request of a majority of the board of directors, or upon written request of not less than one tenth of members in good-standing of the Corporation, addressed to the board of directors. Notice of such a meeting is given to the members in the same manner as herein provided for that of

the regular Annual Meeting, and will specify the nature of the business to be conducted.

### 3.04 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members are 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 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.

### 3.05 Chair of the Meeting

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

### 3.06 Quorum

A quorum at any meeting of the members is the number of members in good-standing who are present and entitled to vote at the meeting.

### 3.07 Votes to Govern

At any meeting of members every question, unless otherwise provided by the articles or by-laws, is determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, has a second or casting vote.

## Section 4 – Directors

### 4.01 Election and Term

The affairs of the Corporation are managed by a Board of Directors consisting of thirteen (13) members of the Corporation whose services are not remunerated, and who are elected at the Annual General Meeting of the Corporation or at any Special General Meeting called for such purpose.

Directors serve for a term of two (2) years, renewable without limitation.

In the event that a director resigns from the board, the remaining members may appoint a replacement to fill the vacancy for the balance of the current year or until the next general meeting of the Corporation.

#### 4.02 Staff members

Persons employed by the corporation cannot be members of the board of directors but may attend meetings as members of the Corporation, upon invitation.

The executive director of the Corporation is an *ex officio* member of the board of directors

#### 4.03 Meetings of directors

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

##### 4.03.01 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board is given to every director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally 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);
- (b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- (c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- (d) by an electronic document.

Notice of a meeting is not necessary if all the directors are present, and none object 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 needs to specify the purpose or the business to be conducted at the meeting except that a notice of meeting of directors must include a provisional agenda.

##### 4.03.02 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.

#### 4.03.03 Quorum

A quorum at any regular meeting of directors is six (6) directors. Directors may participate via teleconference in the event they are unable to attend a regular meeting of directors in person; arrangements for teleconferencing may be made no later than 24 hours prior to the regular meeting to ensure the availability of equipment.

#### 4.03.04 Votes to Govern

At all meetings of the board, every question is decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting has, in addition to an original vote, a second or casting vote.

#### 4.03.05 Electronic voting

In the event that a resolution of the board of directors is required in between regular meetings directors may cast a vote on a particular question via email. Every question is decided by a majority of the votes cast on the question within the time-frame for voting described in the electronic correspondence to directors. In case of an equality of votes, the president of the board, in addition to an original vote, has a second or casting vote.

#### 4.04 Borrowing powers

The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf and
- (d) 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.

#### 4.05 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 with such powers as the board sees fit. Any committee member may be removed by resolution of the board of directors.

#### 4.06 Termination of directors

Any director who has failed to attend three (3) consecutive regular meetings of directors automatically forfeit their mandate as a director. The director in question has the right to request reinstatement prior to the Annual General Meeting.

## Section 5 – Officers

### 5.01 Description of Offices

Unless otherwise specified by the board which may modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, has the following duties and powers associated with their positions:

**President** – The President of the board is a director. The president, when present, presides at all meetings of the board of directors and of the members. The president is the Chairperson of the Executive Committee. The president exercises a general oversight over the affairs of the Corporation and has such other duties and powers as the board may specify.

**Vice-president** – The vice-president of the board is a director. If the president of the board is absent or is unable or refuses to act, the vice-president of the board, when present, presides at meetings of the board of directors and of the members. The vice-president has such other duties and powers as the board may specify.

**Secretary** – The secretary is a director. The secretary attends and is the secretary of all meetings of the board and members. The secretary is responsible for keeping the minutes of meetings of the board of directors; sees that all notices are duly given in accordance with the provisions of the by-laws of the Corporation or as required by law; sees that all books, reports, certificates and other documents and records required by law are properly kept and filed; performs all duties incidental to the office of Secretary and such other duties as may be assigned to him/her by the board of directors.

**Treasurer** – The treasurer is a director. The treasurer is responsible for overseeing all funds, securities, and financial documents of the Corporation as administered by the employees of the Corporation. The treasurer submits to directors, at least quarterly, an operating statement showing revenues and expenditures and provides other information relative to the financial position of the Corporation.

The treasurer is the Chairperson of the Finance Committee and convenes said committee to review and receive the audited financial statements of the Corporation, and render such other reports audited or otherwise as the Board of Directors may require from time to time.

The powers and duties of all other officers of the Corporation are such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time vary, add to or limit the powers and duties of any officer.

### 5.02 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 will 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 is or becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## Section 6 – Notices

### 6.01 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 articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant is 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; 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 for that purpose; or
- (d) if provided in the form of an electronic document.

A notice so delivered is deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed is 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 is 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 is sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation on 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.

#### 6.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law does not affect the validity or enforceability of the remaining provisions of this by-law.

#### 6.03 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 does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## Section 7 – Dispute resolution

### 7.01 Disputes

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are resolved by the board of directors.

## Section 8 – Effective date

### 8.01 Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal is effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, 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.