

FRIENDS OF H.M.C.S. HAIDA

BY-LAW NO. 1

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

FRIENDS OF H.M.C.S. HAIDA

BE IT ENACTED as a by-law of FRIENDS OF H.M.C.S. HAIDA as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of three (3) to ten (10) directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. The applicants for incorporation shall become first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the letters patent of the Corporation. The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following.

The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given to all members in accordance with paragraph 18 of this by-law, remove a director for the remainder of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

#### VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the authorized number of directors is increased between terms, a vacancy or vacancies, equal to the increase in the authorized number of directors, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings shall be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed by first class post to each director not less than fourteen (14) days before the meeting is to take place. The statutory

declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

#### ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

#### POWERS

8. 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 other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

#### REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

#### OFFICERS OF CORPORATION

10. The directors shall annually or as often as may be required appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer. The directors may by resolution appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors. One person may hold more than one office except for the offices of President and Vice-President. The President or any Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

The directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the board of directors at any time with or without cause.

#### DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside as Chairman at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose may sign any cheques issued by the Corporation and shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by a Vice-President, and if a Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### DUTIES OF SECRETARY

12. The Secretary shall be ex-officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. The Secretary, with any other officer of the Corporation may sign any cheques issued by the Corporation. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF TREASURER

13. The Treasurer, or any person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President or Vice-President, or by any person authorized by the board.

The President, Vice-President, Secretary, Treasurer or the directors, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the

Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### BOOKS AND RECORDS

16. 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.

#### MEMBERSHIP

17. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members of any class by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation.

There shall be three classes of membership in the Corporation, namely, honorary membership, life membership, and ordinary membership:

- 1) The honorary members shall not be entitled to vote at, but shall be entitled to notice of, meetings of the members of the Corporation; and they shall not be required to pay any membership fees or dues;
- 2) The life members shall be entitled to one vote per member at all meetings of members of the Corporation and they shall pay a fee to be determined from time to time by the board of directors on admission to membership but shall not be required to pay any further fees or dues;
- 3) The ordinary members shall be entitled to one vote per member at all meetings of members of the Corporation; and they shall pay annual membership dues as established by the board of directors from time to time.

Each member shall promptly be informed by the Secretary of his admission as a member.

All applicants shall be admitted as ordinary members unless otherwise determined by the board of directors.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

18. The annual or any other general meeting of members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such days as the said directors shall appoint.



At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented. The members shall at each annual meeting elect a board of directors and appoint an auditor to audit the accounts and financial statements of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the board of directors.

Subject to paragraph 3 of this by-law, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, fourteen days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not himself be a member, to exercise the same voting rights that the members appointing him would be entitled to exercise if present at the meeting. Where any business other than business required to be conducted at an annual meeting and election of directors is to be conducted at a meeting, the notice of such meeting shall contain sufficient information concerning business to permit the member to form a reasoned judgment on the decision to be taken.

#### ERROR OR OMISSION IN NOTICE

19. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any

such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

#### ADJOURNMENTS

20. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### QUORUM OF MEMBERS

21. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

#### VOTING OF MEMBERS

22. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting, shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members, each question shall be decided by a majority of the votes of the members present in person or presented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands

unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such a manner as the Chairman shall direct, and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

#### FINANCIAL YEAR

23. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of March of each year.

#### NEGOTIABLE INSTRUMENTS

24. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### DEPOSIT OF SECURITIES FOR SAFEKEEPING

25. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

#### BORROWING

26. The directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debenture, or other securities, or any other present or future borrowings or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation.

Unless the letters patent or by-laws otherwise provide, the directors may by resolution delegate any or all of the powers referred to in section 26 of this by-law to a director, a committee or an officer.

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.

**ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

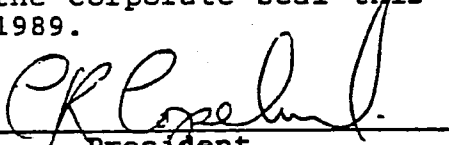
27. By-laws of the Corporation may be enacted, and the by-laws of the Corporation may be repealed or amended, by by-law enacted by a majority of the board of directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting of members duly called for the purpose of considering such by-law; provided always that the repeal or amendment of a by-law of the Corporation shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs shall have been obtained.

A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) must be sent to every member of the Corporation with the notice of such meeting.

**INTERPRETATION**

28. In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

PASSED by the board of directors and sealed with the corporate seal this 3rd day of March, 1989.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

## **BY LAW AMENDMENT NUMBER TWO**

Moved that Paragraph 3 of By-Law 1 be amended to read :

The affairs of the Corporation shall be managed by a board of three (3) to twenty (20) directors, etc.

## **BY LAW AMENDMENT NUMBER THREE**

Moved that the by-laws be amended to insert a new paragraph 26 entitled indemnification of Directors and Officers as indicated below, and that the subsequent paragraphs be renumbered accordingly:

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

- (a) Every Director and Officer of the Association, his or her heirs, executors and administrators, and his or her estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against,
1. all sums of money, whether by way of damages or otherwise, which he or she may be required to pay as a result of any claim action or other proceeding of whatever nature, brought against him or her, for or in respect of any act, deed, omission or other matter of thing whatsoever, made, done, permitted by him or her to be done or concurred in by him or her, in or about the execution of the duties of his or her office, and whether or not such requirement to pay arises by judgment or order of a court of competent jurisdiction or otherwise;
  2. all costs, charges and expenses reasonably incurred by him or her in defending or settling any such claim, action or other proceeding; and
  3. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association.
- (b) Such indemnification shall not be made where any of the aforesaid sums of money, costs, charges and expenses are payable, incurred or occasioned by his or her own willful neglect or default.

Directors shall serve without remuneration, except for reasonable expenses.