

**BY-LAWS OF THE DEEP RIVER
COMMUNITY ASSOCIATION INCORPORATED**

BY-LAW NUMBER ONE

A By-law relating generally to the transaction of the business and affairs of Deep River Community Association Incorporated, hereinafter referred to as the “Corporation.”

OBJECTS OF THE CORPORATION

- (a) To promote, organize, conduct and manage organizations among the residents of the Community of Deep River, Ontario, and to coordinate and support organizations in the said Community which have been or may hereafter be formed independently of Deep River Community Association Incorporated for the furthering of health-giving, social and cultural recreational programs and activities in the said Community;
- (b) To promote the general welfare of the residents of the said Community; and
- (c) To do all such things as are incidental or conducive to the attainment of the above-mentioned Objects.

Be it enacted by the Directors of the Corporation as a By-law thereof as follows:

ARTICLE I

HEAD OFFICE

1. The Head Office of the Corporation shall be at the Town of Deep River in the County of Renfrew, Province of Ontario, and at such place therein as the Directors of the Corporation may from time to time decide.

ARTICLE II

SEAL

2. The Seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Corporation. This seal shall be placed in the custody of the Secretary who shall be responsible for its safekeeping and proper use.

ARTICLE III

MEMBERSHIP

3. Members shall be either Active Members or Other Members:

(a) Active Membership

(1) Any organization operating in or near North Renfrew which, in the opinion of the Board of Directors, is properly constituted and organized, and which has objects consistent with the Objects of the Corporation, which is prepared to recognize and accept the Corporation as its parent body, and which has complied with the requirements of Clause 4, and which has satisfied the Board of Directors that its officers are protected against legal suit by the purchase of suitable liability insurance, either from the Corporation or from an appropriate insurance carrier, shall be considered an Active Member of the Corporation.

(2) Those persons who, from time to time, are elected or appointed as Directors of the Corporation, providing that such membership shall commence upon the election or appointment of such person as a Director and shall terminate upon such person ceasing to be a Director.

(b) Other Membership

The Standing Committees of the Corporation, namely Theatre Operating (THEOP), Community Centre Management (CCMC), and any other Standing Committee declared by the Corporation to be such by a motion properly passed at a duly-constituted General Meeting of the Corporation shall be considered to be Other Members.

(c) Benefits and privileges of Membership

(1) Use of the facilities, equipment and services of the Corporation at such fees as may be established by the Board of Directors of the Corporation.

(2) Notice of and the right to attend all meetings of the Members of the Corporation and receive minutes of such meetings.

(3) A vote at every meeting of the Members of the Corporation.

(4) The option of purchasing liability insurance through the Corporation.

(5) Eligibility for operating loans from the Corporation as provided by Clause 54(a) hereof.

(d) Fees

(1) Active Members shall pay an annual membership fee to the Corporation computed and set by the Board of Directors on a basis to be disclosed at, and subject to approval of, a General Meeting.

(2) Directors and Other Members shall be exempt from fees.

ARTICLE IV

ELECTION OF MEMBERS

4. Any organization desiring membership in the Corporation shall make written application to the Board of Directors, attaching a copy of its Constitution, a list of its officers, and such other supporting data as the Board may require. The application shall be considered at the next meeting of the Board of Directors and its decision shall be placed before the next General Meeting of the Corporation for ratification. If more than one month will elapse between the date of application and that of the next General Meeting of the Corporation, the Board of Directors may grant Interim Membership to the group, pending final decision by the next General Meeting.

ARTICLE V

WITHDRAWAL FROM MEMBERSHIP

5. Any Member may withdraw from membership in the Corporation at any time by complying with the provisions of Clause 6 and notifying the Board of Directors in writing.

6. A Member wishing to withdraw from the Corporation shall first satisfy any indebtedness with the Corporation and shall surrender to the Corporation all facilities and equipment which the Corporation has supplied to that Member.

ARTICLE VI

EXPULSION AND SUSPENSION FROM MEMBERSHIP

7.

(a) Any Member may be:

(1) Expelled from the Corporation, in which case that Membership shall be deemed to be terminated; or

(2) Suspended from the Corporation.

(b) A Member may be expelled or suspended for cause from the Corporation by vote of at least two-thirds of those present and voting at any General Meeting. Cause shall be deemed to be default as hereafter defined, or conduct or action on the part of a Member which is established by a majority vote at a General Meeting to be contrary to the Objects of the Corporation. Notice of a Motion of Expulsion or Suspension must be given as provided in Clauses 8 and 9.

(c) **Default:** A Member shall be deemed to be in default if it:

- (1) Contravenes any Federal, Provincial or Municipal Law.
- (2) Contravenes any provision of any By-law of the Corporation.
- (3) Fails to comply with any proper directive of the Board of Directors.

8. Notice of Motion to expel or suspend a Member may be made by any Member. Such notice shall be forwarded to the Board of Directors with a full statement of the cause. Upon receipt of the notice, the Secretary shall forthwith circulate it to all Members, and place it upon the agenda of the first General Meeting occurring fourteen or more days after receipt of the notice.

9. **Interim Suspension:**

(a) The Board of Directors shall have the power to suspend a Member from membership if in the opinion of the Board of Directors that Member is in default under any By-law of the Corporation. Such suspension shall take effect immediately after the decision of the Board of Directors and shall remain in force until ruled upon by a General Meeting of the Membership.

(b) During suspension as provided in Clause 9(a), or any continuation thereof, under Clause 7 and 8 hereof, a Member shall continue to be liable for its fees as a Member, and all rights and privileges of the suspended Member as to facilities, equipment, services, etc., of the Corporation shall be withdrawn until the suspension has been lifted.

(c) In the event of such suspension, the Board of Directors shall comply with the provisions of Clauses 7 and 8, and a General Meeting of the Membership shall be held within three weeks from the time of such suspension.

ARTICLE VII

GENERAL MEETINGS

10. Each Active Member of the Corporation shall appoint annually a Delegate to the Corporation who shall represent that Member at all General Meetings. The Member shall inform the Secretary of the name of its Delegate. If any Delegate is unable to attend a General Meeting, the Member may appoint a Proxy to act as Delegate at that Meeting by giving notice in writing to the Secretary. No Delegate or Proxy may represent more than one Member.

11. A General Meeting shall be held once each year, within 90 days after November 1, the place, date and time being specified by the Board of Directors. This meeting shall be the Annual General Meeting.

12. A Special General Meeting may be called at any time by the Board of Directors and must be called within twenty days after receipt by the Secretary of a written application signed by the Delegates of at least three Members stating the reason for the application.

13. The Secretary shall notify each Member at least fifteen days in advance of the date, place, time and purpose of any General Meeting, by any appropriate means at the discretion of the Board. Notice of the Annual General Meeting shall be given at least thirty days before the date of the meeting.

14. Quorum: When any General Meeting of the Corporation is held in compliance with the By-laws, those Active Members and Other Members present plus any three of the Directors shall constitute a quorum.

ARTICLE VIII

CONDUCT OF GENERAL MEETINGS

15. Voting: At all General Meetings of the Corporation, each Delegate of an Active Member or an Other Member present shall have one vote. Each Director present shall have one vote.

16. In the event of a tie the motion is defeated.

17. Procedure: The President, or if the President is absent, the Vice President, or in the absence of both the President and the Vice President, the Treasurer shall chair the General Meeting.

18. The following should be the Order of Business of General Meetings:

- (a)** Minutes of the previous meeting
- (b)** Report of the Board of Directors on general activities:
 - (i)** President's Report
 - (ii)** Secretary's Report
 - (iii)** Financial Report
 - (iv)** Reports of the Standing Committees
- (c)** Appointment of an auditor (at each Annual General Meeting only)
- (d)** Unfinished Business
- (e)** New Business
- (f)** Adjournment

19. General Meetings are for the purpose of communication between Members and the Board

of Directors relating to the business of the Corporation and the activities of Members.

20.

(a) The Board shall report to, and obtain approval by, a General Meeting of any proposed single expenditure (other than operating expenditure) emanating from the Board which exceeds \$5,000 before the expenditure is made. In the event of an emergency expenditure, the Board shall be relieved of this responsibility by a Certificate of Emergency, signed by the Treasurer and two other Officers of the Corporation, which shall be presented to the next General Meeting.

(b) Sales of assets of the Corporation not in excess of \$5,000.00 shall require a decision by majority vote of the Board. Any sale of the assets of the Corporation in excess of \$5,000.00 shall require an affirmative vote of two-thirds of the Members present and voting at a General Meeting. Notice of the proposed sale over \$5,000.00 shall be provided to the Members at least two weeks in advance of the meeting by any appropriate means at the discretion of the Board.

21. The minutes of the previous General Meeting shall be approved and signed by the Chair at each General Meeting.

22. Copies of the minutes of each General Meeting shall be available at the Head Office of the Corporation within one month of that meeting.

ARTICLE IX

BOARD OF DIRECTORS

23. The Board of Directors of the Corporation shall consist of five elected Directors and one appointed Director. The appointed Director shall not be an Officer of the Corporation.

24. Each Director of the Corporation shall hold office from the date of their election or appointment to the next Annual General Meeting. Directors may stand for re-election at each Annual General Meeting.

25. Salaried staff of the Corporation cannot be elected or appointed to the Board of Directors.

26.

(a) Directors can request and be granted leave of absence not to exceed sixty days.

(b) Directors may not vote during leave of absence.

(c) During a leave of absence a quorum as defined in Clause 42 shall be one-half or a majority of the remaining Directors, whichever is greater.

27. A person may be independently hired or selected from the elected Directors to fulfil the requirements of the position of Secretary of the Corporation. If hired, the Secretary shall not be a member of the Board of Directors.

ARTICLE X

APPOINTMENT & ELECTION OF BOARD OF DIRECTORS

- 28.** The election of Directors of the Corporation shall take place by secret ballot at the Annual General Meeting. Nominations, which must be proposed and seconded by Members, may be received up to the time of the election. Each Member present at the meeting shall have one vote for each position to be filled.
- 29.** One Director of the Corporation shall be appointed by the elected Directors of the Corporation.

ARTICLE XI

RETIREMENT OF DIRECTORS

- 30.** Notice of Motion to retire a Director or Directors shall be given and published as in Clause 8.
- 31.**
- (a)** A Director may be removed from office for any cause whatsoever by a vote of at least two-thirds of those present and voting at a General Meeting.
 - (b)** Any General Meeting, voting as in Clause 31(a), may retire all the Directors by a vote of at least two-thirds of those present and voting on a motion of No Confidence in the Board of Directors. The duties of the Board shall be carried out until such time as the new Board is elected by a committee consisting of the three most available past presidents who, together with the Secretary, appointed by these past presidents if necessary, shall be constituted Officers of the Corporation.
 - (c)** A Director may resign at any time for any reason whatsoever by giving one-month notice in writing of his/her intent to the President of the Corporation.
 - (d)** A Director shall be considered to have retired if he/she no longer resides within fifteen miles of the Town of Deep River or a nearby community.
- 32.** In the event of dismissal of the Board under Clause 31(b), the Secretary shall call a General Meeting for the purpose of electing a new Board of Directors, following the procedure laid down in Clauses 12 and 13.
- 33.** In the event of a vacancy on the Board of Directors the Board may appoint a replacement at their discretion. Such appointment is subject to approval at the next General Meeting.

34. In the event of simultaneous dismissal of three or more of the Directors, Clause 32 shall apply to the positions made vacant.

35. In the event of the retirement or resignation of a Director under Clause 31(c) or (d), Clause 33 shall apply.

ARTICLE XII

OFFICERS

36. The Officers of the Corporation shall be President, Vice President, Treasurer and Secretary.

37. Within one day from the Annual General Meeting, a meeting of the new Board of Directors shall be held for the purpose of electing the Officers for the ensuing year.

38. Duties of Officers:

(a) The President shall be responsible for the overall direction of the Corporation. In particular the President shall:

- (1) preside at all meetings of the Board of Directors and all General Meetings of the Members,
- (2) sign the minutes immediately upon their approval,
- (3) sign cheques for the payment of authorized expenditures of the Corporation, and
- (4) perform such other duties as usually pertain to the office of President.

(b) The Vice President, in the absence of the President, shall assume the duties of the President, and in addition, such other duties as the President may assign from time to time. The Vice President shall be empowered to sign cheques for the payment of authorized expenditures for either the President or the Treasurer during the absence of either Officer. The Vice President shall also perform such other duties as usually pertain to the office of Vice President.

(c) The Treasurer shall receive or have received by an authorized employee all funds paid to the Corporation and such authorized employee shall deposit the same in the official depositories of the Corporation. The Treasurer shall sign cheques for payment of authorized expenditures and present these cheques to the President, or in the absence of the President, to a designate authorized by the Board of Directors, for signature. The accounts and books shall at all times be open to the inspection of the President and the Board of Directors and any authorized auditors. The Treasurer shall present a financial report at the Annual General Meetings of the Corporation and at such other times as the President or Board of Directors may require. The Treasurer shall certify the availability of funds before any commitment is made by the Corporation, and shall be generally responsible for the control of the accounts of the Corporation.

(d) The Secretary shall keep the records of membership, attendance and membership fees and dues and minutes of the meetings of the Corporation and the Board of Directors. The Secretary shall receive and conduct correspondence and present the minutes, and having signed the minutes shall present them, after their approval to the President for signature. The Secretary shall be responsible for the normal conduct of the business of the Corporation subject to policy laid down by the Board of Directors. The Secretary shall have no voting privileges if not an elected Director.

39. Directors shall receive no regular remuneration for their duties. However, when they are required to travel or to incur expenses in fulfilment of their duties for the Corporation, they may be reimbursed to the extent of such expenditures.

ARTICLE XIII

BOARD AND COMMITTEE MEETINGS

40. Regular meetings of the Board shall be held as required. They shall be called by the President and must be called within seven days at the request of any three Directors.

41. Directors shall be given at least one-week notice of Board meetings by the Secretary and be provided in advance with a copy of the agenda, the financial statement and the minutes of the previous meeting.

42. Three Directors shall constitute a quorum at all meetings of the Board except as specified in Clause 26.

43. The President shall chair all meetings of the Board. In the case of absence, the Vice President or the Treasurer, respectively, in descending order of preference, shall chair the meeting.

44. The following should be the order of business at regular meetings of the Board:

- (a) Minutes of the previous meeting
- (b) Business arising from the minutes
- (c) Correspondence
- (d) Directors' Reports
- (e) Secretary's Report
- (f) Other business
- (g) Adjournment

45. All questions to be decided by the Board shall be by a majority vote of the Directors present and voting, and in the case of a tie the motion is defeated.

46. In addition to Standing Committees, other committees with defined terms of reference may be appointed by the Board. Copies of the minutes of all such committees shall be deposited with

the Secretary of the Corporation.

ARTICLE XIV

FINANCE

- 47.** The fiscal year of the Corporation shall begin on the first day of November each year.
- 48.** Not later than the 15th day of October, a budget of operating income and expenditures for the coming year shall be approved by the Board of Directors. The approved Budget shall be reported to the Annual General Meeting.
- 49.** The Board of Directors shall determine the official depository or depositories for the funds of the Corporation.
- 50.** The Board of Directors shall have the authority to designate other Board Members as signing officers.
- 51.** Clubs which are Members of the Corporation shall submit if requested an annual audited statement of their financial affairs to the Board of Directors within one month of the close of their fiscal year. A record of financial transactions of each Member shall be maintained in a manner approved by the Treasurer of the Corporation and these records shall be open for audit or inspection at any time by the Corporation or an auditor of its choice. The provisions of this paragraph shall not apply to any incorporated or other Members which the Board shall designate.
- 52.**
- 1.** That the Directors of the Corporation may from time to time:
 - (a)** borrow money upon the credit of the Corporation by obtaining loans or advances or otherwise,
 - (b)** issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums, on such terms and at such prices as they may deem expedient,
 - (c)** give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person, and
 - (d)** assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property rights, powers, closes in action, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
 - 2.** That any or all of the foregoing powers may from time to time be delegated by the Directors to any one or more of the Directors or Officers of the Corporation. These powers shall not be exercised without the approval of a General Meeting save and except for the

exercise for the purpose of the Line of Credit granted by a banking institution. Such Line of Credit shall not exceed ten thousand dollars (\$10,000).

3. That this By-law shall remain in force and be binding upon the Corporation as regards any person acting upon the faith of a copy of this By-law certified by the Secretary of the Corporation until such person has received written notification from the Corporation that this By-law has been repealed or replaced.

53. Documents issued by the Corporation which require the Seal of the Corporation shall be certified by the President and the Secretary. In the case of absence the Vice President may act for the President and the Treasurer may act for the Secretary.

54. Monies of the Corporation shall be disbursed subject to the approval of the Board of Directors as follows:

(a) **Loans:** Monies may be loaned to Member Organizations at the discretion of the Board of Directors subject to the following conditions:

(1) The total monies loaned to any one Member shall not exceed ten percent of the assets of the Corporation. The total of all monies loaned to all Members shall not exceed fifty percent of the assets of the Corporation.

(2) The period of any loan shall not exceed five years. Loans shall be repaid by equal annual instalments or more rapidly if the Member wishes.

(3) Interest shall be charged on loans at a rate equivalent to that which would be received if the monies were deposited in a chartered bank in the Town of Deep River under equivalent conditions. This stipulation may be waived for loans not exceeding two percent of the assets of the Corporation made for the purpose of assisting a Member in sudden and unforeseen circumstances.

(4) All applications for loans shall be made in writing and accompanied by a full financial statement of the Member.

(5) For the purpose of this clause, the assets of the Corporation shall be calculated on the sum of cash reserves and investments (excluding loans) minus liabilities.

(6) No loan can be made if the sum of cash reserves and investments (excluding loans) is less than one-quarter of the sum of the previous year's operating expenditures for the Corporation.

Any departure from the above conditions shall require approval of a General Meeting of the Corporation.

(b) **Grants:** A grant is a sum of money given to a Member, other than a Director, for equipment or services. Capital Assets acquired by a grant from the Corporation remain the property of the Corporation. Not more than one grant may be made to any one Member

during its financial year. An application for a grant must be accompanied by a full statement of the financial status of the Member. Grants exceeding \$2,000 shall be subject to the approval of a General Meeting. Grants are subject to the limitations set forth in Clause 54(a) (6).

(c) Donations: A donation is a sum of money given to a group, organization or local event whose activities are, in the opinion of the Board, worthy of support. No single donation shall exceed \$500 without the approval of a General Meeting. Members of the Corporation are not eligible for donations. Donations are subject to the limitations set forth in Clause 54(a) (6).

(d) Operating Expenditures: Operating expenditures shall mean the normal disbursement of funds for the purpose of operating the Corporation's business. This shall include the operation of any franchise which the Corporation may operate, and payment of salaries and other expenditures that arise in carrying out the Objects of the Corporation.

(e) Investments: Investments shall mean stock, bonds, mortgages, leases, lands and other properties which the Corporation may purchase or acquire as Capital Assets. Such investments shall require the approval of a General Meeting of the Corporation, saving and excepting the buying, selling, or dealing in securities, the face value of which is guaranteed by the Government of Canada, a chartered bank or trust company.

(f) Bonding: The President, Vice President, Treasurer, and Secretary shall be bonded to the extent deemed necessary by the Board of Directors.

(g) Cheques: All cheques issued by the Corporation shall be written upon official numbered cheque forms which shall be kept in the custody of an authorized employee of the Corporation.

(h) Scholarships and Bursaries: Scholarships or bursaries shall mean any financial, non-repayable award given toward the winner's tuition at a place of higher learning. Scholarships shall be awarded based on criteria determined by the Board of Directors. Bursaries shall likewise be determined with an additional requirement of financial need upon the part of the applicant. Scholarships and bursaries are subject to the limitations set forth in Clause 54(a) (6).

ARTICLE XV

RULES OF ORDER

55. Parliamentary procedure shall govern in deciding questions of procedure at all meetings of the Corporation. Rules of procedure may be suspended at any meeting by a two-thirds vote of the Members present and voting.

ARTICLE XVI

BY-LAW BINDING ON ALL MEMBERS

56. This By-law shall be binding upon all Members of the Corporation and they shall be deemed to be acquainted with it.

ARTICLE XVII

AMENDMENTS TO THE CONSTITUTION

57. Amendments to this By-law may be made only by a General Meeting of the Corporation and shall be approved by a two-thirds vote of the Members present and voting. Proposed amendments shall be provided to the Members by any appropriate means at the discretion of the Board at least thirty days in advance of the General Meeting at which they are introduced.

Amendments to this By-law approved:

at the Quarterly General Meeting, Thursday, September 27, 1990, and at the Annual General Meeting, Thursday, November 29, 1990, and at the Quarterly General Meeting, Thursday, September 26, 1991, and at the Annual General Meeting, Thursday, November 19, 1992, and at a Special General Meeting, Monday, May 30, 1994, and at the Annual General Meeting, Thursday, December 8, 1994, and at the Annual General Meeting, Thursday, November 28, 1996, and at the Annual General Meeting, Thursday, November 29, 2011, and at the Annual General Meeting, Wednesday, November 27, 2013, and at the Annual General Meeting, Wednesday, December 07, 2016, and at the General Meeting, Thursday, March 30, 2017, and at the Annual General Meeting, Monday, January 29, 2018.