

Bylaws of St. Lawrence Automobile Club

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**Last Comprehensive Review
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Section 1 – Directors

Electing and Appointing Directors

1.1 **Who elects the directors?**

The Members elect the Directors.

1.2 **How long do Directors serve?**

Each Director's term of office will be nominally two years, beginning from the date of the meeting at which they are elected or appointed until no later than the end of the annual Members' Meeting following the subsequent election.

Empty Seats

1.3 **In what situations does a Director cease holding office before the end of their term?**

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

1.4 **Can the Members remove a Director from office?**

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

1.5 **How are Board seats filled when they've been vacated mid-term?**

Should a directors seat become empty before the director's term ends it shall be filled by appointment by any director provided there are no objections.

Committees

1.6 **Can the Board delegate its powers to a Managing Director or Executive Committee?**

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

1.7 **Who decides on the composition and rules of Board committees?**

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

1.8 **Can we pay directors for their work as Directors?**

The Directors will fulfil their role as Director without remuneration. Directors will not directly or

indirectly receive any profit from occupying the position of Director.

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Section 2 – Board Meetings

2.1 Who can call Board Meetings?

President may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than 5 days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.5 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation. A quorum is defined as 51% of the elected Directors.

Conducting Board Meetings

2.6 Who will chair Board Meetings? What if they are absent?

The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

2.7 How will voting be conducted at the Board Meeting?

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

2.8 Will the Chair have the power to break ties?

In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

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Section 3 – Officers

Appointments and Removals

3.1 **What Officers can the Board appoint?**

The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

3.2 **Can one person hold more than one office?**

The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person.

3.3 **Who can remove an Officer?**

The Board may remove any Officer by resolution.

3.4 **For what reasons may an Officer be removed?**

An Officer may be removed for any reason.

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Section 4 – Legally Protecting Directors and Others

4.1 Will Directors and Officers be protected against liability?

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

4.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

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Section 5 – Conflicts of Interest

5.1 Are Directors required to disclose any conflict of interest?

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

5.2 Are Directors who have a conflict of interest allowed to vote?

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

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Section 6 – Members

6.1 How many classes of Membership are there?

Membership in the Corporation shall consist of 1 class(es) of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

6.2 How does someone become a Member?

Membership will consist of persons who have applied and been accepted for Member membership in the Corporation.

6.3 What rights do Members have?

As set out in the articles, each Member of the Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Member class will be entitled to one (1) vote at such meetings.

6.4 How does membership end?

Membership in Member class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act.

6.5 How long does membership last?

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

Transferral of Membership

6.6 Can Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Discipline of Members

6.7 Who can discipline Members or terminate their membership?

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of the Board.

6.8 How much advanced notice must the discipliners give the Member?

The Board must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

6.9 What information should the notice include?

The notice will set out the reasons for the disciplinary action or termination of membership.

6.10 Does the Member have a right to respond?

The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

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Section 7 – Members’ Meetings

Annual Members’ Meeting

7.1 When and where will the Annual Members’ Meeting be held?

The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario.

7.2 What will the agenda of the Annual Members’ Meeting (AGM) be?

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. a report from the auditor or the person appointed to review the Corporation’s finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors, and
- g. any new or special business that was included in the notice of the meeting

7.3 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

Special Members’ Meetings

7.4 Who can call a Special Members’ Meeting?

The Directors may call a Special Members’ Meeting.

Notice

7.5 Do we have to give advanced notice of Members’ Meetings? If so, what criteria must it meet?

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

7.6 How much detail must the notice contain?

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.7 Can Members join Members’ Meetings online or by phone?

A Member may participate in a Members’ Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote
- prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

7.8 How many Members need to be at the Members' Meeting to conduct official business?

A quorum for the transaction of business at a Members' Meeting is 10% Members entitled to vote at the meeting, whether present in person or by proxy.

7.9 What happens if you lose quorum part way through the meeting?

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

Chair of the Meeting

7.10 Who will chair Members' Meetings?

The Chair shall be the chair of the Members' Meeting.

7.11 Who will chair Members' Meetings if the Chair is absent?

In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.12 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

7.13 How many votes will each Member have?

Each voting Member will be entitled to one vote at any Members' Meeting.

7.14 Can Members vote by proxy?

If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.

7.15 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

7.16 Can anyone demand a written ballot?

Before or after a show of hands has been taken on any question, any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

7.17 Will the chair of the meeting have a vote?

The chair of the meeting, if a voting Member, will have a vote.

7.18 What if there's a tie vote?

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

7.19 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.20 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Adjournments

7.21 Does the Chair need to provide Members with advanced notice before a follow-up meeting?

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Attendance

7.22 Who has a right to attend Members' Meetings?

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

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Section 8 – Notices

8.1 **What are valid ways of sending advanced notice of meetings?**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Telephone
- Prepaid mail
- Email

8.2

Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

8.3

Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4

Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.5

What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

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Section 9 – Finances & Signing Authority

9.1 When does our financial year end?

The financial year of the Corporation ends on 06 September in each year or on such other date as the Board may from time to time by resolution determine.

9.2 Does St. Lawrence Automobile Club have a corporate seal?

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

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Section 10 – Adoption and Amendment of Bylaws

10.1 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

10.2 Can the Board change the Bylaws between Members' Meetings?

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

10.3 Can the Board create new Bylaws or change the Bylaws on their own?

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

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Section 11 – Definitions & Interpretation

11.1 Definitions

In this Bylaw, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

11.2 What if something isn’t defined above?

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

11.3 What if part of the Bylaw is invalid?

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

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