

Proposed KCCF Bylaws April 2018 Relating to the conduct of the affairs of Killaloe Craft and Community Fair (“KCCF”)

Whereas the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 28th day of September 1979;

And whereas the Corporation applied for and was granted the authority by Supplementary Letters Patent on (insert date) to change the objects of the KCCF to the following:

To preserve the property located at 2789 Mountain View Road for the collective enjoyment of and continued use by the KCCF community;

To organize and carry out a cultural event known as the Killaloe Fair (“the Fair”)

BE IT ENACTED as a by-law of the KCCF as follows:

ARTICLE 1 – GENERAL

1. 1 INTERPRETATION

In the by-law and all other by-laws and resolutions of the KCCF unless context otherwise requires:

- a) “Board” means the Board of Directors of the Corporation
- b) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the KCCF as amended and which are, from time to time, in force;
- c) “Chair” means the chair of the Board;
- d) “Corporation” means the the corporation that has passed these by-laws under the Corporations Act or that is deemed to have passed these by-laws under that Act;
- e) “Corporations Act” means the Corporations Act, R.S.O. 1980, Chapter 89, and any statute amending or enacted in substitution therefore, from time to time;
- f) “Director” means an individual occupying the position of director of the KCCF;
- g) “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all other paper writings;
- h) “Member” means a member of the KCCF;
- i) “Members” means the collective membership of the KCCF;
- j) “Officer” means an officer of the KCCF;
- k) “telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

1.2 Other than specified in Section 1.1, all terms contained in this By-law that are defined in the Corporations Act will have the meanings given to such terms in the Corporations Act. Words importing the singular include the plural and vice versa.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws was inconsistent with those contained in the Letters Patent or the Corporations Act, as the case may be, will prevail.

ARTICLE 2-THE REGISTERED OFFICE

2.1 The registered Office of the Corporation is located in the Township of Killaloe, Hagarty and Richards, Ontario.

ARTICLE 3-SEAL

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

ARTICLE 4: BOARD OF DIRECTORS OF THE KCCF

4.1 The KCCF will be managed by a Board of Directors composed of seven(7) Directors, each of whom at the time of or within 10 days of the election and throughout the term of office will be a Member in good standing of the KCCF.

4.2 Qualifications

Each Director will be: a) an individual, who at the time or within 10 days of the election and throughout the term of office, a Member of the KCCF; b) at least eighteen (18) years of age; and c) not an undischarged bankrupt nor a mentally incompetent person.

4.3 Removal of Directors

4.3.1 Removal by the Board

Upon the minimum of fifteen (15) days' notice, the Board may remove a Director from office by resolution passed at a meeting of the Board; provided, however, a notice will be delivered to the Director stating the date of the meeting, the intention to remove the Director, stating the reasons and informing the Director. The Director shall have the opportunity to be heard orally or in writing no less than five (5) days prior to any decision.

4.3.2 If a Director fails to attend three (3) consecutive meetings of the Board, without reasonable justification, such Director may be removed by resolution of the Board. A Director who is removed in consequence of attendance, is ineligible for reappointment.

4.3.3 Removal by Members

Upon the minimum of fifteen (15) days' notice, the Members may remove a Director from office by resolution passed at a meeting of the Members; provided however, a notice will be delivered to the Director stating the date of the meeting, the intention to remove the Director, stating the reasons and

informing the Director. The Director shall have the opportunity to be heard orally or in writing no less than five (5) days prior to any decision.

4.3.4. A Director ceases to hold office upon:

- a) death;
- b) removal from office by the Board or the Members;
- c) ceasing to be qualified for election as a Director; or
- d) receipt by the Corporation of a written resignation or, if a time is specified in such resignation, at the time specified, whichever is later.

4.4 Filling Vacancies

4.4.1 In the event a Director resigns, or is removed by the Board pursuant to Section 4.3, the Board may appoint a qualified Member of the KCCF to hold office until the next Annual Meeting. The vacancy created by removal may be filled at the same meeting.

4.4.2 Where a Director is removed by the Members pursuant to Sub-Section 4.3.3, the Members may elect a qualified Member of the KCCF to hold office until the end of the term of the departing Director. The vacancy created by removal may be filled at the same meeting.

4.4.3 Where a Director ceases to hold office due to death or resignation prior to completion of the Director's term, the Board may appoint a replacement Director who meets the qualifications set out in Section 4.2. The replacement Director may hold office for a term not greater than the unexpired term of the predecessor; or until the next Annual Meeting, whichever comes first.

4.4.4 If there is no quorum of Directors or there has been a failure to elect the minimum number of Directors, the remaining directors will, without delay, call a Special Meeting of the Members to fill the vacancy.

4.5 Roles and Responsibilities of the Board

4.5.1 The Board of Directors is responsible for the overall policy and direction of the KCCF. In fulfilling this responsibility, every Director has the responsibility:

- a) to participate actively in making decisions on behalf of the KCCF and to exercise their best judgment while doing so; and
- b) to set aside their own personal and professional interests, in good faith, act in the best interests of the KCCF.

4.5.2 In exercising its duties, the Board will be guided by the following principles:

- a) Steering the organization in a manner that inspires confidence among its members in both its process and its results;
- b) Fostering a culture of respectful dialogue, openness, creativity, non-judgmental acceptance, and social responsibility;

c) Fostering a non-hierarchical environment including making best efforts to make decisions on consensus;

d) Being responsive to the needs and interests of Members; and

e) Maintaining a collaborative relationship with Membership.

4.5.3 Where there are family member serving on the same board:

a) a quorum consisting of primarily family members is prohibited;

b) at no time will the Officers positions be filled by more than one family member; and

c) at no time will the signing authority be given to more than one family member.

4.6 Quorum

A quorum for the transaction of business at meetings of the Board will be the nearest whole number that is no less than fifty (50) percent of the number of members of the Board, either present or otherwise participating as permitted in Sub-section 4.7.1.

4.7 Meetings

4.7.1 Except as otherwise required by law, meetings of the Board may be held at such place or places as the Board may from time to time determine or by telephonic or electronic means as determined by the Board and indicated in the notice calling the meeting, if all Directors present or participating consent and if the facilities permit all those participating to communicate with each other simultaneously and instantaneously.

4.7.2 A notice of a Board meeting will sent by mail, telephonic or electronic means to each Director not less than two days before the date of the meeting.

4.7.3 No formal notice of any such meeting will be necessary if all the Directors present, participating and absent have signified their consent to the meeting being held.

4.7.4 The meetings of the Board may be formally called by the Chair, by the Secretary on direction from the Chair or by the Secretary on direction, in writing, of two Directors.

4.7.5 Every Member of the KCCF is entitled to attend and speak at any meeting of the Board. A majority of the Directors present at the meeting may ask all Members who are not Directors to leave for an in-camera session or vote.

4.8 Decision-Making by Consensus and Voting

4.8.1 At all meetings of the Board, every question will be decided by consensus, if at all possible, and every reasonable effort will be made to reach consensus. If a question cannot be decided by consensus, then a vote will be called.

4.8.2 Where a vote is called, each Director, including the Chair, has one (1) vote and such vote may be by a show of hands or telephonic or electronic means approved by the Chair. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.8.3 In the case of a tie vote, the Chair does not have a second or casting vote. A tie vote means that the motion is defeated.

4.9 Remuneration and Reimbursement

4.9.1 The Directors and Officers will serve as such without remuneration and no Director or Officer will directly or indirectly receive any profit from occupying such position provided that:

- a) Directors or Officers may be reimbursed for reasonable expenses they incur in the performance of their duties in such position(s);
- b) Directors or Officers may be paid remuneration and reimbursed for expenses incurred in connection with services provided to the Corporation in their capacity other than as Directors or Officers, provided that the amount of any such remuneration or reimbursement is:
 - i) considered reasonable by the Board;
 - ii) approved by the Board for payment by resolution passed before such payment is made; and
 - iii) in compliance with the conflict of interest provisions of the Corporations Act.

4.10 Protection and Indemnity of Directors

4.10.1 Each Director or Officer holds office with protection from the KCCF. The KCCF indemnifies each Director and Officer against all costs or charges that result from any act done in such role for the KCCF. The KCCF does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

4.10.2 No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for:

- a) any loss or damage due to bankruptcy, insolvency or wrongful act of any individual, firm or corporation dealing with the KCCF, and
- b) any loss due to an act in such role for the KCCF unless the act is fraud, dishonesty or bad faith.

4.10.3 Directors or Officers are not liable for any loss or damage as a result of acting on the report prepared by the KCCF's auditor or the review engagement report.

ARTICLE 5 - OFFICERS OF THE BOARD

5.1 The Officers of the Board consist of:

- a) Chair;
- b) Secretary; and
- c) Treasurer.
- d) Membership

5.2 The Officers will be elected by the Board from among their number at the first meeting of the Board of Directors following every Annual Meeting. Until such election takes place or in default of an election, the incumbent, being a member of the Board, will hold the office until a successor is elected.

ARTICLE 6: CONSTITUTION OF THE BOARD

6.1 Term of Office

Subject to the provisions of the Corporations Act, Directors will hold office until the third annual general meeting after their election.

6.2 Election of the Board

The election of new Directors, including nomination and vote by simple majority, will be held at the Annual Meeting, in accordance with paragraph 8.2 (b)

6.3 The Directors will retire in rotation with overlapping terms, such that, as nearly as possible, one third of the Directors will have their terms expire and one-third will be elected in any given year. However, notwithstanding Sections 4.4, where circumstances dictate, the Board may by an resolution of the Board , extend the term of any Director by no more than one year in its absolute discretion to correct deviation from this pattern of rotation.

6.4 Nothing, in these by-laws derogates a Director's right to stand for election for a successive term.

ARTICLE 7 – MEMBERSHIP

7.1 The Membership of the KCCF will consist of such individuals as are admitted as Members by the Board. In order to be admitted by the Board as a Member, an individual must:

- a) be 18 years of age or older;
- b) support the objects of the KCCF;
- c) have volunteered with the KCCF for at least three(3) years [since incorporation]; and
- d) not have been terminated pursuant to Sub-Section 7.4.1.

7.2 Term of Membership

7.2.1 All memberships will lapse annually at the end of the Annual Meeting. At the Annual Meeting, the Board will be directed by the Members to admit a new list of Members comprised of any Member who;

- a) is in good standing with the KCCF
- b) has submitted renewal forms at the Annual Meeting.

Following the Board admitting the list of Members, the Memberships will become active after the Annual Meeting has concluded.

Individuals who have submitted applications for membership and have been verified by the Membership Officer to have met the conditions set out in Section 7.1., as well as former Members in good standing with the KCCF who have submitted renewal forms at times other than at the Annual Meeting, will be admitted at the next meeting of the board held; a minimum of 15 days after the Annual Meeting, every 90 days throughout the year, and 10 days before the next Annual Meeting.

At a meeting where new Members are added, these new Memberships will become active after the meeting has concluded.

7.2.2 Any Member or individual applying to be a Member who:

a) purchases a membership; and

b) is found to have not met the conditions for membership described in Sub-section 7.1;

will be notified accordingly by the Secretary and the membership fee will be refunded upon request.

7.2.3 The names, phone numbers, postal and email addresses of the Members will be entered into a Register of Members. Each Member is responsible for informing the Membership Officer of any changes to the information they provide.

7.3 No right or privilege of any Member is transferable to another individual.

7.4 Termination of Membership

7.4.1 Membership in the KCCF is terminated when:

a) the Member resigns or dies;

b) the Member has unpaid Membership fees pursuant to Sub-section 7.5.3;

c) the Board determines the conditions of membership set out under Paragraph 7.1 (b) are not being met by the Member; or

d) the KCCF is liquidated or dissolved in under Part III of the Corporations Act, R.S.O 1990, c. 38.

7.4.2 When membership is terminated, the name of the Member is immediately removed from the Register of Members. The membership ceases on the date the Member's name is removed from the Register of Members .

7.4.3 Any Member may resign by sending or delivering a written notice to the Membership Officer.

7.4.4 The decision of the Board to terminate a Member pursuant to Paragraph 7.4.1(c) must be done in good faith and in a fair and reasonable manner.

7.4.5 For the purposes of subsection 7.4.4, the Board is required to provide the Member:

a) at least fifteen (15) days notice of a termination stating the date of the meeting, the intention of to remove the Member, stating the reasons and informing the Member; and

b) an opportunity to be heard orally or in writing no less than five (5)days before the termination of membership becomes effective.

7.4.6 The notice required under Sub-section 7.4.5 may be given by any method reasonably intended to give actual notice.

7.5 Membership Fees

7.5.1 The amount of the Membership fee will be determined by Board and will become effective only when confirmed by the Members at the Annual Meeting or another Meeting of the members.

7.5.2 The Membership Officer will notify all Members of the fees at any time payable by them. If the fees are not paid within 30 days of the date of such notice, any Member in default will cease to be Member of the KCCF pursuant to Paragraph 7.4.1(b).

7.5.3 Any Member who has ceased to be a Member of the KCCF pursuant to Sub-section 7.5.2 will upon payment of all unpaid fees be reinstated by the Board of Directors.

7.6 Remuneration and Reimbursement

Members may be paid remuneration and reimbursed for expenses incurred in connection with services provided to the KCCF in any capacity other than as a Member, provided that the amount of any such remuneration or reimbursement is:

- a) considered reasonable by the Board;
 - b) approved by the Board for payment by resolution passed before such payment is made;
- and
- c) in compliance with the conflict of interest provisions of the Corporations Act.

7.7 Liability

Members are not liable, in their capacity as a Member, for any debt or liability of the KCCF.

ARTICLE 8 – MEETINGS OF MEMBERS

8.1 Decision-making at all Meetings of the Members is guided by the principle of consensus.

8.2 Annual Meeting

The Annual Meeting of the Members will be held once a year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- a) hearing and receiving: i. the report of the Board of Directors ii. the financial statements iii. the audit or review engagement, if any; and iv. any other reports or statements required by the Corporations Act to be read at and laid

before the KCCF at an Annual Meeting;

- b) electing such Directors as are to be elected at such Annual Meeting;
- b) appointing or reappointing auditors or person to conduct a review engagement for ensuing year, where either an audit or review engagement will be undertaken the ensuing year; and
- c) transacting any other business properly brought before the Meeting..

8.3 General Meeting

The Board may from time to time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided in the Corporations Act.

8.4 Special Meeting of the Members

8.4.1 A Special Meeting may be called at any time by the Board.

8.4.2 When 10 percent of the Members submit a written request for a meeting stating the reason for the meeting and motions intended to be submitted, the Board will call a Special Meeting.

8.5 Notice of Meetings of Members

8.5.1 Notice of the time, date and place of meetings of Members, other communications facilities to be used if applicable, and the general nature of the business to be transacted, will be given at least ten (10) days before the date of the meeting to:

a) every Member; and

b) to the Auditor or the person appointed to conduct a review engagement, where the meeting is the Annual Meeting by prepaid mail, telephonic or electronic means.

8.5.2 Notice of a Meeting of the Members at which special business is transacted must,

a) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and

b) state the text of any special resolution to be submitted to the meeting.

8.5.3 Any Member may waive notice of any meeting and attendance of that person at the meeting is a waiver of notice, unless the person attends the meeting for the express reason of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

8.5.4 For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the contact information last provided to the Secretary for the Register of Members will be the relied upon for any notice.

8.5.6 Notwithstanding Sub-section 8.5.1, any meetings of Members may be held at any time and place without such notice if all the Members of the KCCF are present and, at the meeting, any business may be transacted which the KCCF at the Members' meetings may transact.

8.6. Quorum

8.6.1 A quorum at any meeting of the Members, unless a greater number of Members are required to be present by the Corporations Act, will be 20% of the members listed on the Register . If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

8.6.2 If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, pursuant to Section 8.9, but may not transact other business.

8.6.3 For greater certainty, a Member who is participating in a meeting through telephonic or electronic means is deemed to be present.

8.7 Voting By Members

8.7.1 At all meetings of Members, decisions will be made by consensus, if at all possible, and every reasonable effort will be made to reach consensus. If a decision cannot be arrived at by consensus, a vote will be called.

8.7.2 Such decision will be arrived at by a majority of votes of the Members unless otherwise required by the Corporations Act or the By-Law and provided that:

- a) every Member is entitled to one vote;
- b) votes taken will be by a show of hands and electronic or telephonic means by all Members present, including the Chair;
- c) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. The Chair will direct the manner in which the ballot will be taken;
- d) an abstention will not be considered a vote cast;
- e) if there is a tie vote, the Chair of the meeting will not have a second or casting vote;
- f) when voting is conducted through a combination of means, a secure system will be utilized that will verify each voter's identity and that those designated to oversee the election will ensure each Member employs only one means of voting;
- g) whenever a vote by mailed ballot or electronic or telephonic voting is conducted, at least fourteen(14) calendar days before the deadline for completion of voting, each Member will be sent, whether by mail or electronically, i) the motion to be voted on; ii) either a ballot or instructions for voting electronically or telephonically, accompanied by appropriate relevant texts, such as background information, a brief summary of arguments pro and con; and iii) a deadline for the return of the ballots or for electronic or telephonic voting;
- h) ballots with accompanying texts may also be delivered in person and collected through a ballot box at the Annual Meeting;
- i) results of all voting by mailed ballots or electronic votes between physical meetings will be recorded in the minutes of the next meeting; and
- j) following a vote, a declaration by the Chair that a resolution has been carried or lost by a particular majority 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.

Note: pending review by lawyer

8.7.2 A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a Meeting of the members.

Note: pending review by lawyer

8.7.3 Where a decision by the Members is one required by law to be decided by way of a Special Resolution, a majority of at least two-thirds of the Members is required, or in lieu of such confirmation, by consent in writing of all the members entitled to vote at the meeting.

8.8 The Chair of the Board of Directors will preside over the Meetings, unless the Chair has arranged to have another Board member preside over the meeting.

8.9 Adjournment Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

ARTICLE 9 - COMMITTEES

9.1 The Board may establish one or more committees of the Board and delegate any powers of the Board to such committees as permitted by law. The Board will develop the procedures for any committees it establishes.

ARTICLE 10 -EXECUTION OF DOCUMENTS

10. 1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange will require the signature of a minimum of two of the four Officers or Director

authorized by Resolution of the Board, unless otherwise required by the Corporations Act or the By-Law.

10.2 Execution of Documents Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the KCCF may be signed by any two of its Officers or Directors, so authorized by resolution of the Board unless otherwise required by the Corporations Act or the By-Law. In addition, the Board may from time to time direct the manner in which a particular document or type of document will be executed. Any individual authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the KCCF to be a true copy thereof.

10.3 Books and Records

10.3.1 A copy of the minute books will be maintained and minutes of all recent meetings of the Board and the Members of the KCCF will be recorded as described in Section 5.4.

10.3.2 The complete copies of the original minutes of all meetings of the KCCF and the Board will be kept at the Registered Office of the KCCF.

10.3.3 The Board will ensure that all necessary books and records of the KCCF are regularly and properly kept and filed as required by the KCCF by-laws or by an applicable statute.

10.3.4 All financial records of the KCCF are available for inspection by Members.

10.3.5 A Member of the KCCF wishing to inspect the books of the KCCF must give reasonable notice to the Chair or Secretary of the Member's intention. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office of the KCCF during normal business hours.

ARTICLE 11- FINANCIAL MATTERS

11.1 The financial year of the KCCF ends on December 31st of each year or on such other date as the Board may from time to time by resolution determine.

11.2 An audit or review engagement of the financial statements of the KCCF will be completed as required.

11.3 A qualified accountant will be appointed at each Annual Meeting if required.

11.4 Where An audit or review engagement is undertaken, the audit or review engagement will be presented at the Annual Meeting of the KCCF.

11.5 Borrowing by the KCCF

Note: To be discussed further with a lawyer. Should borrowing be allowed, we believe it should be a decision made by both membership and Board and only in extreme cases.

ARTICLE 12 NOTICE

12.1 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

12.2 Omissions and Errors.

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting.

ARTICLE 13 - BY-LAWS AND AMENDMENTS, ETC.

13.1 Enactment

By-laws of KCCF may be enacted, repealed, amended, altered, added to, or re-enacted in the manner contemplated by a Special Resolution at Annual or Special Meeting of the KCCF called for that purpose and subject to the provisions of, the Corporations Act.

ARTICLE 14 - EFFECTIVE DATE

14.1 This by-law will come into force without further formality upon its enactment.