
BY-LAW NUMBER _1_ Date October 5 , 2023

By-laws of the Goderich Rotary Charitable Foundation

Section 1 – Preamble

- 1.01 The Goderich Rotary Charitable Foundation (the Corporation) was established March 19, 1976 with letters patent. The corporation number is 314275, and the CRA number is 88924 6245.
- 1.02 The Head Office of the Corporation shall be in the Town of Goderich, County of Huron, in the Province of Ontario, and at such place as the directors may from time to time determine.
- 1.03 The Corporation is directed and managed by its Board on behalf of the Members.
- 1.04 The Corporation shall maintain clear appropriate financial records and comply with all regulatory and other reporting requirements.

Section 2 - General

2.01 Definitions

In this by-law, 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. AM (also known as AGM)– Annual Meeting of the members, chaired by the President, where the business of the Corporation is transacted;
- c. "Board" means the board of directors of the Corporation;
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "Chair" means the chair of the Board; the Chair holds the title of President.
- f. "Club" is the Rotary Club of Goderich, Ontario, Incorporated
- g. "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*;
- h. "Director" means an individual occupying the position of director of the Corporation;
- i. "Electronic Meeting" means a meeting held through electronic methods including video conference, audio conference, or telephone conference;
- j. "Member" means a member of the Corporation as defined in Section 9.01 herein;

- k. "Members" means the collective membership of the Corporation;
- l. "Officer" means an officer of the Corporation unless identified otherwise;
- m. "Ordinary Resolution" means a resolution submitted to a meeting of the Board or members and passed at the meeting, with or without amendment, by a majority of the votes cast;
- n. "Quorum" as defined in sections 4.06 and 10.04
- o. "Special Members meeting" is a meeting of the Members, called at a time and date other than the Annual Meeting.
- p. "Extraordinary Resolution" is a special resolution whereby at least 80% of members who vote at the meeting must vote in favour of the resolution, or all the members need to agree to it in writing. Each extraordinary resolution has to be voted on once a year.

2.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

2.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

2.04 Execution of Documents

Deeds, transfers, assignments, licences, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, the vice President and the secretary.

In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 3 – Directors

3.01 Election and Term

The Directors shall be elected by the Members, in accordance with the following provisions:

1. The term of office of the Directors shall commence on the date of the meeting at which they are elected or appointed and continue for a period of three (3) years;
2. A Director may not serve more than two (2) three-year terms in succession;
3. The Board of Directors shall comprise of at least three (3), and no more than six (6), Directors; and,
4. Prospective Directors may be nominated from the floor of a meeting of the Members provided that advance written notice is given to the Chair so that the nomination may be included in the notice of the AM.

3.02 Director Eligibility

A Director of the Corporation shall:

1. Be at least 18 years of age;
2. Have either i) previously held the office of President of the Club; or ii) have served as a Member of the Club for a tenure of not less than three (3) years;
3. Not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
4. Not be a person who has been found to be incapable by any court in Canada or elsewhere; and
5. Not be a person who has the status of bankrupt.

3.03 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns the office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if at a meeting of the Members, the members by ordinary resolution removes the Director before the expiration of the Director's term of office.

3.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

The Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the director's predecessor.

The Director can be elected:

1. by a quorum of Directors who may appoint up to one-third of the number of directors that were elected at the last annual meeting.
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution.

3.05 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated.
2. The board may establish any committee it determines necessary for the execution of the Board's responsibilities and shall determine the composition and terms of reference for any such committee. The board may dissolve any committee by resolution at any time.
3. If the Board establishes an audit and finance committee, the composition of such committee shall include at least one (1) Director. A majority of the members of the audit and finance committee shall not be officers or employees of the Corporation.

3.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. No Director shall be entitled to any remuneration for services as a Director or in other capacity, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.
2. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 4 - Board Meetings

4.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law.

4.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

4.04 Chair

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their numbers to act as the Chair.

4.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. No person shall act for an absent director at a meeting of directors. In case of an equality of votes, the President shall not have a second or casting vote and the motion before the Board shall be deemed to have failed.

4.06 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of Directors, save and except that the quorum may be reduced by the number of Directors that have a conflict of interest for those motions for which a conflict exists and has been disclosed. A minimum of three Directors must be present at a meeting to transact the business of the meeting, none having expressed a conflict of interest.

4.07 Participation by Telephone or Other Communications Facilities

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4.08 Right to Dissent

A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

1. the Director's dissent is entered in the minutes of the meeting;
2. the Director requests that his or her dissent be entered in the minutes of the meeting;
3. the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
4. the Director submits his or her dissent immediately after the meeting is terminated to the Corporation.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

1. causes his or her dissent to be placed with the minutes of the meeting; or
2. submits his or her dissent to the Corporation.

Section 5 - Financial

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

The treasurer shall be the designated cheque signing officer together with the appointment of directors which form a designated group of secondary signing officers. Two (2) signing officers shall be required to sign cheques at all times.

5.02 Financial Year

The financial year of the Corporation ends on June 30 in each year or on such other date as the Board may from time to time by resolution determine.

5.03 Securities for Safekeeping

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, as authorized by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolutions of the board of directors and such authority may be general or confined to specific instances.

5.04 Borrowing

The directors may from time to time borrow money on the credit of the corporation, to issue debt obligations, to give guarantees on behalf of the corporation and to grant security on the corporation's assets.

From time to time the directors may authorize any director or officer of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to securities to be given therefore, to generally manage, transact and settle the borrowing of money by the Corporation.

Section 6 - Officers

6.01 Officers

The Board shall appoint from among the Directors the President (who is also the Chair), Vice President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. 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 is held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of: the Officer's successor being appointed; the officer's resignation, or such Officer's death.

6.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.04 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

6.05 Duties of the Vice President

The vice president shall perform those functions delegated to the vice president by the president, and perform the duties of the president when the president is unable to perform them.

6.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

6.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 7 - Protection of Directors and Others

7.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for 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 or for 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 or for 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 for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

Section 8 - Conflict of Interest

8.01 Conflict of Interest

A Director who is 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. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction

8.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 9 - Members

9.01 Members

Membership in the Corporation shall hold active membership in the Rotary Club of Goderich and have been accepted into Membership in the Corporation by resolution of the Board. The active membership can include corporate bodies that have designated employees as their representatives or other legal entities. There shall be only one class of Members.

9.02 Membership

A membership in the Corporation is not transferable and automatically terminates when:

1. the Member resigns in writing;
2. the Member dies; or
3. the membership is terminated under Section 9.03.

9.03 *Disciplinary Act* or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 10 - Members' Meetings

10.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. a resolution to reappointment or a new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. an extraordinary resolution to have a review engagement instead of an audit, or to not have an audit or a review engagement, as set out in the *Act* by categories of the Corporation's annual income;
- g. a resolution to elect Directors; and
- h. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

10.02 Special Meetings

The Directors may call a special meeting of the Members.

The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of the eligible votes of the Corporation. The meeting is to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

10.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any meeting shall be given in the manner specified in the *Act* to each Member, each director, and if applicable to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

10.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at 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. Members are

not entitled to vote at a meeting of the Members by means of a proxy appointing a proxy holder.

10.05 Chair of the Meeting

The President of the Board shall be the chair of the Members' meeting. In the President's absence, the Members present at any Members' meeting shall 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 shall choose one of their number to chair the meeting.

10.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. 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. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f. 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 shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion;
- g. voting by proxy is not permitted.

10.07 Adjournments

The President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

10.08 Persons Entitled to be Present

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 invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 11 - Auditors

11.01 Appointment

At the annual meeting of the Corporation, the Members may appoint a licensed public accountant under the *Public Accounting Act (Ontario)* as auditor to hold office until the next annual meeting. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

11.02 Qualifications

No person shall be appointed as auditor of the Corporation who:

1. is a business partner, a Director, an Officer or an employee of the Corporation or any of its affiliates, or is a business partner of any Director, Officer or employee of the Corporation or any of its affiliates;
2. beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the Corporation or any of its affiliates; or
3. has been a receiver, receiver-manager, liquidator or trustee in bankruptcy of the Corporation or any of its affiliates within two (2) years before the person is proposed to be appointed as auditor of the Corporation or to conduct a review engagement of the Corporation

Section 12 - Notices

12.01 Service

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 provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means 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. If no address is given then to the last address of such Member or Director known to the secretary; provided always that 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 thereto.

12.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 13 – Dissolution

In the event the Corporation ceases to operate all Goderich Rotary Charitable Foundation assets are to be given to one or more of the following:

- a) a registered charity with a similar purpose;
- b) a government agency; or
- c) a municipality.

Section 14 - Adoption and Amendment of By-laws

14.01 These Bylaws may be amended at any AM or Special Members’ Meeting, a quorum being present, provided that Notice of such proposed amendment shall have been given as identified herein.

14.02 These bylaws shall come into force on the date they are enacted and repeal all prior by-laws of the corporation.

Enacted by the Board on _____ October 5, 2023 _____

Enacted by the members on _____ November 21, 2023 _____

Werner Ritgen, President
Betty Southgate, Secretary Treasurer

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the Board; ensures the integrity of the Board’s process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and shall facilitate co-

operative relationships among Directors of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication of the Corporation.

Representation

Serve as the Board's primary contact with the public.

Reporting

Provides reports regularly to the Board about issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with under-performance of individual Directors.

Committee Membership

Serve as a member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Updated: October, 2023