

**BY-LAW NO. 1**  
**being the**  
**General By-law of**  
**ROTARY INTERNATIONAL DISTRICT 5370**

*[Office Consolidation with Amendments up to and including March 9, 2019.]*

**INTERPRETATION**

1. **Definitions.** In this By-law, unless the context otherwise specifies or requires:

- (a) “Act” means the *Canada Corporations Act*, R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of 5370 to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) “By-laws” means any By-law of Rotary International District 5370 from time to time in force and effect;
- (c) “District 5370” shall mean Rotary International District 5370, a body corporate without share capital for the purpose of carrying on objects of a charitable character as a not-for-profit corporation, without pecuniary gain to its members;
- (d) “Letters Patent” means the letters patent and any supplementary letters patent of District 5370;
- (e) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of District 5370 to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations; and
- (f) “RI” means Rotary International.

2. **Interpretation.** This By-Law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
- (a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
  - (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
  - (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
  - (d) if any provision of these by-laws is not in conformity with the constitution, by-laws or policies of Rotary International (“RI”) as amended from time to time, the terms of the constitution, by-laws or policies of RI shall prevail at all times to the extent that those provisions are not in conflict with the law governing this Corporation.

#### **HEAD OFFICE**

3. **Head Office.** The head office of District 5370 shall be in the City of Edmonton, in the Province of Alberta.

#### **CUSTODY AND USE OF THE SEAL**

4. **Seal.** The Board of Directors may adopt a seal as the seal of District 5370.
- (a) The seal of District 5370 shall be under the control of the Board of Directors, and the Secretary shall be responsible for its custody.

## **BOARD OF DIRECTORS**

5. **Number.**

The Board of Directors of District 5370 shall consist of the following five directors plus a maximum of ten members at large to fill committee chairs as defined by the Board on an annual basis, all of whom must be members of a Rotary Club from District 5370:

- (a) The District Governor;
- (b) The immediate Past District Governor;
- (c) The District Governor-elect;
- (d) The District Secretary; and,
- (e) The District Treasurer.

6. **Election and Term.** The term of office of all directors shall begin on July 1 and shall end on June 30 of the following year. The district governor and the district governor-elect shall take office in accordance with the nomination and election procedures set out in Article 13 of the By-laws of RI. With the exception of the immediate past district governor and the Rotary Foundation Committee team leader, all other directors shall be appointed by the district governor-elect for his or her year, and they shall take office effective July 1 of the year in which that district governor-elect assumes the office of district governor. The Rotary Foundation Committee team leader shall be the District Rotary Foundation Chair, who shall be appointed for a three year term in accordance with the policies and procedures of RI by the district governor-elect in years in which the term of the previous Rotary Foundation Committee team leader expires.

7. **Vacancies.** The office of a director shall automatically be vacated:

- (a) if the director ceases to be a member in good standing of a Rotary Club from District 5370 pursuant to the By-laws of RI;
- (b) if the director becomes bankrupt or suspends payment of debts generally or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the director by notice in writing to District 5370 resigns office, which resignation shall be effective at the time it is received by the Secretary of District 5370 or at the time specified in the notice, whichever is later;
- (e) if the district governor or the district governor-elect is removed from office by the president of RI pursuant to Article 15 of the By-laws of RI;

- (f) with the exception of the district governor and the district governor-elect, if a resolution is passed by the Board of Directors removing the director before the expiration of the director's term of office; or
  - (g) upon the death of the director.
8. **Filling Vacancies.** With the exception of the district governor and the district governor-elect, a vacancy occurring in the Board of Directors shall be filled on appointment by the district governor and any director so appointed shall hold office for the remainder of the term of office described in paragraph 6.
9. **Other Committees.** The Board of Directors shall be empowered to establish such standing or ad hoc committees as it deems necessary. At least one member of such ad hoc or standing committee must be a member of the Board of Directors. Memberships on such committees shall be at the discretion of the Board of Directors but members must be Rotarians in good standing in a club from District 5370 pursuant to the RI by-laws.
10. **Remuneration of Directors.** A member of the Board of Directors shall not receive any remuneration. Expenses shall be reimbursed consistent with District 5370 policy.

### **MEETINGS OF DIRECTORS**

11. **Place of Meeting.** Meetings of the Board of Directors may be held at any place within or outside Canada.
12. **Notice.** Meetings of the Board of Directors shall be held as often as required, and shall be called by the District Governor.
- (a) Board Members shall be given seven (7) days' written notice of a regular Board meeting.
  - (b) Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 62 of this By-law before the meeting is to take place, provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

- (c) If the first meeting of the Board of Directors is held immediately following the District 5730 Annual General Meeting, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.
13. **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
14. **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.
15. **Regular Meetings.** The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
16. **Special Meetings.** A Special Meeting of the Board shall be called by the district governor within three (3) days and convened within ten (10) days of delivery to the district governor of a requisition for a Special Meeting of the Board stating the business to be brought before the meeting, signed by three (3) members of the Board. If the district governor does not call a Special Meeting of the Board within three (3) days of delivery of the requisition, a Special Meeting of the Board may be called by a Notice signed by the three (3) requisitionists.
17. **Notice of Special Meetings.** Each member of the Board of Directors shall be given at least seven (7) days' notice of a Special Meeting of the Board of Directors, provided that a Special Meeting of the Board of Directors may be convened on three (3) days' notice to all directors if a majority of the Board is present at the meeting. Such notice shall be given by fax, telephone, mail or email.

18. **Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting of the Board, provided at least one (1) officer is present.
19. **Voting.** Each director, except for the chairperson of a meeting of the Board of Directors, is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes by the directors, the chairperson of the meeting shall vote in order to break the tie.
20. **Detailed Voting Ballot.** Where a director is unable to participate at a meeting of the directors of District 5370 either in person, or if authorized under paragraph 54, by teleconference, then, subject to this By-law, the director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any director who indicates his or her inability to attend a meeting of directors in person or by teleconference. The completed and signed voting ballot must be returned by the absent director to the Secretary prior to the commencement of the meeting at which the absent director's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a director who is unable to attend the meeting the opportunity to make a reasoned judgment on the matters contained therein. A director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the ballot. The deposit of a ballot with the Secretary will not constitute that director present for the purposes of establishing a quorum at any meeting of directors.
21. **Meetings by Teleconference.** The directors of District 5370 may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution of the Board of Directors at a meeting of the directors of District 5370.
22. **Meetings by Other Electronic Means.** The directors of District 5370 may meet by other electronic means that permits each director to communicate adequately with each other, provided that:
  - (a) the Board of Directors of District 5370 has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
  - (b) each director has equal access to the specific means of communication to be used; and
  - (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

## **POWERS OF DIRECTORS**

23. **Control and Management.** Subject to these by-laws and the applicable law, the Board of Directors has full control to manage the affairs of District 5370 in keeping with written directions by RI and resolutions approved by a majority vote at a General Meeting of District 5370.
24. **Administer Affairs.** The Board of Directors of District 5370 may administer the affairs of District 5370 in all things and make or cause to be made for District 5370, in its name, any kind of contract which District 5370 may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as District 5370 is by its Letters Patent or otherwise authorized to exercise and do.
25. **Expenditures.** The Board of Directors shall have power to authorize expenditures on behalf of District 5370 from time to time for the purpose of furthering the objects of District 5370. The Board of Directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of District 5370 in accordance with such terms as the Board of Directors may prescribe.
26. **Borrowing Power.** The Board of Directors of District 5370 may borrow for the purpose of carrying out its objects; however, no amount in excess of ten thousand (\$10,000) dollars may be borrowed, except under the authority of a resolution of the members of District 5370.
27. **Fund Raising.** The Board of Directors shall take such steps as they may deem requisite to enable District 5370 to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of District 5370.
28. **Agents and Employees.** The Board of Directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of District 5370) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board of Directors by resolution, provided that the Board of Directors may delegate this function to an officer or officers of District 5370.

## OFFICERS

29. **Chairperson of the Board.** The district governor of District 5370 shall be the chief executive officer of District 5370 and chairperson of the Board of Directors.
30. **District Governor-Nominee and District Governor-Elect.** The district governor-nominee shall take office in accordance with the nomination procedure set out in Article 13 of the By-laws of RI, and the district governor-elect shall take office after his or her year as district governor-nominee, in accordance with the policies and procedures of RI.
31. **Vacancies.** Notwithstanding the foregoing, each incumbent officer of the executive committee shall continue in office until the earlier of;
- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the District Secretary or at the time specified in the resignation, whichever is later;
  - (b) that officer ceasing to be a director if such is a necessary qualification of appointment;
  - (c) June 30<sup>th</sup> of the year following the year in which the officer took office;
  - (d) that officer's removal; or
  - (e) that officer's death.
- If the office of any of the appointed officers of District 5370 shall be or become vacant, the district governor may appoint a person to fill such vacancy.
32. **Remuneration of Officers.** An officer of District 5370 shall not receive any remuneration. Expenses shall be reimbursed consistent with District 5370 policy.
33. **Duties of Officers May be Delegated.** In case of the absence or inability to act of the district secretary or district treasurer, the district governor may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
34. **Powers and Duties.** The executive committee shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:
- (a) **Chairperson of the Board.** The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors, committees of directors, if any, and the members. In the absence of the district governor, the immediate past district governor shall act in his or her place and stead.
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- (b) **District Secretary**. The District Secretary shall give or cause to be given notices for all meetings of the Board of Directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of District 5370, the minute books of District 5370 and of the documents and registers referred to in Section 109 of the Act.
- (c) **District Treasurer**. The District Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of District 5370 in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of District 5370 in such banks or banks as may be designated from time to time by the Board of Directors. The District Treasurer shall disburse or cause to be disbursed the funds of District 5370 under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all transactions as District Treasurer, and of the financial position of District 5370.

#### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- 35. **For the Protection of the Directors and Officers**. Except as otherwise provided in the Act, no director or officer for the time being of District 5370 shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to District 5370 through the insufficiency or deficiency of title to any property acquired by District 5370 or for or on behalf of District 5370 or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to District 5370 shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to District 5370 or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto, unless the same shall happen by or through the director's or officer's own willful neglect or default.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

- 36. **Indemnities to Directors and Others**. Every director or officer of District 5370 or other person who has undertaken or is about to undertake any liability on behalf of the District 5370 or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of District 5370, from and against,

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

District 5370 shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

### **INTERESTED DIRECTOR CONTRACTS**

- 37. **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract with District 5370 shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 98 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under District 5370 or under any corporation in which District 5370 shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with District 5370 as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with District 5370 in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of District 5370 in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to District 5370 or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.
- 38. **Submission of Contracts or Transactions to Members for Approval.** The Board of Directors in its discretion may submit any contract, act or transaction with District 5370 for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 98 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Letters Patent

or the By-laws) shall be as valid and as binding upon District 5370 and upon all the members as though it had been approved, ratified or confirmed by every member of District 5370.

### **MEMBERSHIP**

39. **Membership.** The members of District 5370 shall be comprised of and limited to those Rotary Clubs in possession of a charter issued by RI and designated to be in District 5370 pursuant to the By-laws of RI. The addition or removal of a club or clubs from District 5370 pursuant to the By-laws of RI shall immediately and automatically result in a corresponding change in the membership of District 5370.
40. **Per Capita Levy.** A per capita levy shall be determined at each District Annual General Meeting having regard to the proposed district budget, and shall be allocated to each District 5370 club.
41. **Resignation.** Any member may resign its membership in District 5370 by resigning its membership in RI as provided in Article 3 of the By-laws of RI.
42. **Termination of Membership.** The interest of a member in District 5370 is not transferable and lapses and ceases to exist upon termination of its membership in RI as provided in Article 3 of the By-laws of RI.

### **MEMBERS' MEETINGS**

43. **Time and Place of Meetings.** The Annual General Meeting of District 5370 shall be held in conjunction with the Annual District Conference of District 5370. A General Meeting may be held in conjunction with the District Assembly of District 5370, at the discretion of the district governor. All members shall be advised in writing of the time and place of the foregoing general meetings at least 30 days in advance of the meeting date.
44. **Annual Meetings.** The district governor shall present an annual report of District 5370's activities to the Annual General Meeting, together with a financial statement, and the district governor-elect shall present a budget for the coming year.
45. **Special Meetings.** A Special General meeting may be called with the majority consent of the Board of Directors of District 5370. In addition, a Special General Meeting shall be called by the Board of Directors within seven (7) days and convened within thirty (30) days of delivery to any officer of District 5370 of a requisition for a Special General Meeting signed by twenty (20%) percent of the Members. If the Board of Directors does not call a Special General Meeting within seven (7) days of delivery of the requisition, a Special General Meeting may be called by a Notice signed by any three (3) of the requisitionists.

All Members shall be advised in writing of the time and place of any such a Special General Meeting at least twenty-one (21) days in advance of the meeting. The notice calling any such Special General Meeting shall contain enough information to allow the Members to make a reasoned decision about the business to be conducted at the Special General Meeting.

46. **Notice**. Written notice to Members of the time and place of General and Special General Meetings shall be given by fax, mail or email.
47. **Waiver of Notice**. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
48. **Error or Omission in Giving Notice**. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the shall invalidate any resolution passed or any proceedings taken at any meeting of members.
49. **Quorum**. A quorum at all meetings of shall be a majority of the voting Members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 62 with regard to notice shall apply to such adjournment.
50. **Chairperson of the Meeting**. In the event that the district governor and the immediate past district governor are absent, the persons who are present and entitled to vote shall choose another past district governor as chairperson of the meeting and if no past district governor is present, then the persons who are present and entitled to vote shall choose one of their number to be chairperson.
51. **Adjournment**. The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.

52. **Meetings By Teleconference.** If a majority of the members of the District 5370 consents (either at a meeting of members by simple resolution or by consents signed individually by a majority of the members), a meeting of members of District 5370 may be held by teleconference.
53. **Meetings by Other Electronic Means.** The members of the District 5370 may meet by other electronic means that permit each member to communicate adequately with each other, provided that:
- (a) the Board of Directors of District 5370 has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
  - (b) each member has equal access to the specific means of communication to be used; and
  - (c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
54. **Voting of Members.** Every member in good standing of a District 5370 club present at a general meeting of members shall be entitled to vote on all matters submitted to a vote at such meeting, except for the selection of a district governor-nominee, election of a member and alternate member of the Nominating Committee for director, composition and terms of reference of the Nominating Committee for governor, election of the club representative and alternate representative of District 5370 to the counsel on legislation, and the decision as to the amount of the per capita levy, the vote in respect of which matters shall be conducted by the electors, being at least one per member plus one additional elector for each additional 25 individual Rotarians in the member club, or major fraction thereof, in accordance with Article 15 of the By-laws of RI.

At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other

question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### **CUSTODY OF DOCUMENTS**

55. **Custody of Documents.** The District Secretary shall be responsible for the preparation and safe custody of all records, documents and minutes of proceedings of District 5370, the Board of Directors or any appointed committee.

### **CUSTODY OF SECURITIES**

56. **Custody of Securities.** All securities owned by District 5370 shall be lodged (in the name of District 5370) with a chartered bank, credit union or trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

### **EXECUTION OF INSTRUMENTS**

57. **Execution of Instruments.** Contracts, documents or any instruments in writing requiring the signature of District 5370 may be signed by any two of the Executive Committee and all contracts, documents and instruments in writing so signed shall be binding upon District 5370 without any further authorization or formality.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to 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, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of District 5370, when required, may be affixed to any instruments in writing signed as aforesaid.

### **CHEQUES, DRAFTS, NOTES, ETC.**

58. **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the Executive Committee or such other authorized signatory as is designated by the Board of Directors from time to time.

## **INSPECTION OF DOCUMENTS**

59. **Inspection of Documents.** District 5370 shall furnish to a Member, at the Member's request, a copy of its application for incorporation and By-laws. District 5370 shall keep a register of its members at its registered office and shall, on each regular business day, permit a Member to inspect the register and shall provide a copy of the register to the Member at the Member's request, provided that the register is to be used by the Member for matters relating to the affairs of District 5370.

## **NOTICES**

60. **Service.** Subject to paragraph 48 regarding notices to members of any annual or special general meetings of members, any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be:
- (a) delivered personally,
  - (b) sent by prepaid mail, or
  - (c) sent by electronic means such as e-mail or facsimile at such person's latest address as shown in the records of District 5370 and to the auditor at its business address, or if no address be given therein, 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.

A notice sent by prepaid mail is deemed to have been served three business days after the date of mailing.

61. **Signature to Notices.** The signature of any officer of District 5370 to any notice or document to be given by District 5370 may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
62. **Computation of Time.** Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
63. **Proof of Service.** With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or

other document was properly addressed as provided in paragraph 62 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of District 5370 in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of District 5370 as the case may be.

### **RULES AND REGULATIONS**

64. **Rules and Regulations.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern District 5370 in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order District 5370 may adopt.

### **BY-LAWS**

65. **By-laws.** Proposed rescissions, alterations or additions to the by-laws:
- (a) shall be submitted in writing to the District Secretary forty-five (45) days prior to a General Meeting;
  - (b) may be made by any Member;
  - (c) may also be made by the Board of Directors, providing that such proposals have the support of a majority of the directors.
  - (d) may also be made by the district governor, and, notwithstanding the provisions of paragraph 67(a), shall be submitted in writing to the District Secretary at least thirty (30) days prior to a General Meeting.
66. The District Secretary shall notify all Members of any Special Resolutions proposing rescissions, alterations or additions to the by-laws in writing twenty-one (21) days prior to a General Meeting.
67. The by-laws of District 5370 shall not be rescinded, altered or added to except by special resolution, being a resolution passed by the vote of not less than 75 percent of those members who vote in person at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.
68. The repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.
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## **AUDITORS**

69. **Auditors.** The members shall at each annual meeting appoint an auditor to audit the accounts of District 5370 or an accountant to conduct a Review Engagement on the Financial Statements of District 5370, who shall hold office until the next following Annual General Meeting, provided, however, that the directors may fill any casual vacancy in the office of the auditor or accountant as the case may be. The remuneration of the auditor or accountant shall be fixed by the Board of Directors. Any such auditor or accountant shall not be a director, officer or employee of District 5370 unless specifically authorized by a majority vote at a properly-convened General or Special General Meeting of Members.

## **ACCOUNTS**

70. **Accounts.** The books of account and financial records of District 5370 shall be prepared annually. The Financial Statements of District 5370 shall be submitted to the members at each Annual General Meeting.

## **FINANCIAL YEAR**

71. **Financial Year.** The financial year of District 5370 shall terminate on the 30<sup>th</sup> day of June in each year, or on such other date as the directors may from time to time by resolution determine.

## **WINDING UP**

72. **Winding Up.** District 5370 shall immediately and automatically cease operations and begin dissolution proceedings upon the directive of the Board of Directors of RI, the vote of two-thirds of its members at an Annual General Meeting held in conjunction with a District Conference of District 5370 or in a ballot-by-mail. The district governor of District 5370 shall provide the Board of Directors of RI with notice of any such decision by the members of District 5370 to dissolve District 5370 and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.