



## Constitution

The Corporation shall:

1. Promote interest in the preservation and appreciation of the history and heritage of Simcoe County:
2. Promote communication, interchange of ideas, and co-operation among historical, heritage and cultural groups and institutions within Simcoe County:
3. Encourage and support the activities and projects of historical, heritage and cultural groups and institutions within Simcoe County:
4. Maintain and cultivate relationships with historical and heritage associations outside of Simcoe County:
5. Maintain and cultivate relationships with all levels of government and their agencies.

## By-Laws

A by-law relating generally to the conduct of the affairs of Simcoe County Historical Association (the "Corporation").

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

### 1. Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in Simcoe County, in the Province of Ontario.

### 2. Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

### **3. Directors**

#### **3.01 Board of directors.**

- (1) The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "Board") consisting of three, at a minimum, but not more than eleven directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.
- (2) The immediate past president of the Corporation shall be an unelected voting member of the Board of Directors until replaced by a new past president, resign as a director or until he/she is no longer a member of the organization whichever occurs first.

**3.02 Qualification of directors.** Directors shall be individuals, eighteen or more years of age with power under law to contract and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

#### **3.03 Election of directors and term of office.**

(1) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

(2) The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors shall have been duly elected or appointed whichever comes first.

(3) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

(4) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

**3.04 Vacation of office and removal of directors.** The office of director shall be automatically vacated:

- (a) if at a special general meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast in favour of the removal of the director;
- (b) if at a meeting of the Board, a resolution is passed by at least two-thirds (2/3) of the votes cast in favour of the removal or the director for a violation by the director of the Corporation's code of conduct;
- (c) if a director has resigned his office by delivering a written resignation to the Chairperson or the Vice-Chairperson/Secretary of the Corporation;
- (d) if a director ceases to be a member of the Corporation;
- (e) if a director is found by a court to be of unsound mind;
- (f) If a director becomes bankrupt or suspends payment or compounds with the director's creditors; or
- (g) On death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by majority vote, may, by appointment, fill the vacancy. A director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

**3.05 Remuneration of directors.** The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

## **4. Meetings of Directors**

### **4.01 Place of meeting and notice.**

(1) Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario and may be held over the phone and/or by electronic means. A meeting of the Board may be convened by the Chair of the Board, the President or any two directors at any time and the Secretary by direction of the Chair of the Board, the President or any two directors shall convene a meeting of directors.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by electronic means or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by electronic means (e.g. e-mail) or otherwise communicated before the meeting is to take place; provided always that meetings of the

Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

(3) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

**4.02 Chair.** From time to time the Board may elect from among its members a Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair of the Board at a meeting of the Board, the directors present shall choose one of their number to be Chair of the meeting.

**4.03 Quorum.** A quorum at any meeting of the Board shall be the presence in person of no less than 50% of the directors plus 1.

#### **4.04 Voting**

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his/her original vote, shall have a second or casting vote.

(2) At any meeting unless a poll is demanded, a declaration by the Chair 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 without proof of the number or proportion of votes recorded in favour of or against the motion.

(3) In the event a poll is demanded, votes may be cast verbally, by a show of hands, or in writing (paper or electronically).

### **5. Officers**

**5.01 Officers.** The Board shall annually or as often as may be required, appoint a President, one or more Vice-Presidents and a Secretary and if deemed advisable may appoint annually or as often as may be required a Treasurer and one or more Assistant Secretaries. None of the said officers, other than the President, Vice-Presidents, Secretary, and the Chair, need be members of the Board. The officers of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer. The Board may appoint such other

officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

**5.02 Remuneration and removal of officers.** The directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

**5.03 Delegation of duties of officers.** In the case of absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer or to any director for the time being.

**5.04 President.** The president shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be responsible to the Board for the co-ordination of all affairs of the Corporation. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the cause may be.

**5.05 Vice-President.** The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, Vice-Presidents, shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

**5.06 Secretary.** The secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in s. 300 of the *Corporations Act*, R.S.O. 1990, c. C.38. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as incident to his or her office.

**5.07 Treasurer.** Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Secretary may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

**5.08 Assistant Secretary.** The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

**5.09 Vacancies.** If the office of the president, Vice-President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

## **6. Committees**

The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

## **7. Indemnities to Directors, Officers and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her 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 the Corporation, 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 him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **8. For the Protection of Directors and Officers**

(1) No director or officer for the time being of the Corporation 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 the Corporation through the insufficiency or deficiency of title to any property acquired by order 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 moneys 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 company with whom or which any moneys, securities or effects shall be lodged or

deposited or for any other loss, damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

(2) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## **9. Membership**

**9.01 Qualification.** The members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation. There shall be maintained at the head office of the Corporation a list of members in good standing. Save as otherwise expressly herein provided, the fee for membership in the Corporation, for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

**9.02 Classes of membership.** The Corporation shall have one membership class of ordinary members.

**9.03 Ordinary members.** Ordinary members shall be those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such membership with the Corporation and who have been appointed as ordinary members by the Board. Ordinary members may be recognized for their contributions to the organization and provided benefits that may be revised from time to time.

**9.06 Termination of membership.** The membership of any member shall be automatically terminated if such member fails to pay any fee within sixty days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The Board may, by a resolution passed by a two-thirds majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to Section 3.04 of this By-law.

9.07 **Resignation.** Any member of the Corporation may resign as a member of the Corporation by letter or electronic communication addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.

## 10. Meetings of Members

10.01 **Annual meetings.** The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

10.02 **General meetings.** Other meetings of the members (to be known as "general meetings") may be convened by order of the Chair of the Board, the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the Chair of the Board or, failing him or her, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 5 members or 25% of the members whichever is less entitled to vote at such meeting.

10.03 **Notice.** A printed, written or electronic notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor of the Corporation through the post in a letter, or by electronic means (e.g. by e-mail), not less than ten (10) days nor more than sixty days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

10.04 **Omission of notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.05 **Contents of notice.** Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to

exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgement on the decision to be taken.

**10.06 Proxies.** At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Corporation.

**10.07 Chair.** In the absence of the Chair, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair, the members present shall choose one of their number to be Chair of the meeting.

**10.08 Voting.**

(1) Every Question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall have, both on a show of hands and on a poll, have a second or casting vote. Each member shall be entitled to one vote if present at a meeting in person or by proxy.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair 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 without proof of the number or proportion of votes recorded in favour of or against the motion.

**10.09 Polls.** If at any meeting a poll is demanded on the election a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair 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.

**10.10 Adjournments.** The Chair may with the consent of any meeting adjourn the same from time to time 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.

**10.11 Quorum.** A quorum for the transaction of business at any meeting of members shall consist of not less than 5 or 25% of the members (whichever is less) present in person or represented by proxy; provided that in no case can any meeting be held unless there are more members present in person than proxy.

## **11. Enactment, Repeal and Amendment of By-laws**

(1) By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law;

(2) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

## **14. Notices**

14.01 **Service.** Any notice to be given to any member or director or auditor shall be served either personally, by sending it through the mail in a prepaid envelope, or by electronic means (e.g. e-mail) addressed to such member, director or auditor at his or her address as the same appears in the books of the Corporation or, if no address be given therein, then to such member, director or auditor at his address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation.

14.02 **Signatures to notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten, or printed.

14.03 **Computation of time.** Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

14.04 **Proof of service.** A certificate of the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

## **15. 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 such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

## **16. Execution of Contracts, etc.**

(1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President, or Vice-President, or Secretary and one director. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(2) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

(3) The term “contracts, documents or instruments in writing” as used herein shall include 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 paper writings.

(4) In particular, without limiting the generality of the foregoing, President or Vice-President, together with the Secretary or any one director are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

## **17. Financial Year**

The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

## **18. Interpretation**

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine shall include the feminine and vice versa. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED the                    day of                    , 2020.

\_\_\_\_\_  
Witness (print name below)

\_\_\_\_\_  
President (print name below)

\_\_\_\_\_  
Witness (print name below)

\_\_\_\_\_  
Secretary (print name below)