

By-law No. 1 of

THE OSGOODE SOCIETY FOR CANADIAN LEGAL HISTORY

A by-law relating to the transaction of the activities and affairs of **THE OSGOODE SOCIETY FOR CANADIAN LEGAL HISTORY** (the “**Corporation**”).

Be it enacted as a by-law of the Corporation as follows:

**ARTICLE 1
INTERPRETATION**

1.1 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 from time to time;
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (c) “**By-law**” means this by-law of the Corporation and all other by-laws of the Corporation;
- (d) “**Director**” means an individual elected or appointed to the Board;
- (e) “**holiday**” has the meaning given to it in the *Legislation Act, 2006* (Ontario), S.O., c. 21, Sched. F;
- (f) “**Members**” means members of the Corporation as described in Article 2;
- (g) “**officer**” means any of the President, the Editor-in-Chief, the Secretary, the Treasurer and any other individual appointed pursuant to section Article 9;
- (h) “**ordinary resolution**” means a resolution that, is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney;
- (i) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body

corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;

- (j) “**Policies**” means a rule or a policy adopted by the Board in accordance with section 13.2;
- (k) “**special business**” has the meaning given to such term in the Act and includes any business other than: consideration of the financial statements, consideration of the audit or review engagement report (if any), an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, election of Directors and reappointment of the incumbent auditor or person appointed to conduct a review engagement;
- (l) “**special resolution**” means a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney; and
- (m) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

1.2 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.3 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.

ARTICLE 2 MEMBERSHIP IN THE CORPORATION

2.1 Members

Subject to the Articles, there shall be three (3) classes of members in the Corporation as follows:

- (a) Honourary Members: The board of directors may from time to time issue Honourary Membership to those persons who have made distinctive contributions to the objects of the Corporation or the practice of law in the Province of Ontario or who possess any other qualification which the board of directors in its sole discretion determines is sufficient for appointment as an Honourary Member.
- (b) Members *Ex Officio*:
 - (i) The Attorney General of Ontario (within the meaning of the *Ministry of the Attorney General Act*, R.S.O. 1990, c. M.17, as from time to time amended and every statute that may be substituted therefor) or an individual designated by the Attorney General of Ontario as the representative of the Attorney General of Ontario for the purpose of being a member of the Corporation shall be a Member *Ex Officio* of the Corporation and upon ceasing to hold the office of Attorney General as aforesaid or upon ceasing to be the individual designated by the Attorney General of Ontario as the representative of the Attorney General of Ontario for the purpose of being a member of the Corporation as aforesaid, as the case may be, such person shall cease to be a Member *Ex Officio* of the Corporation.
 - (ii) The Treasurer of the Law Society of Ontario (within the meaning of the *Law Society Act*, R.S.O. 1990, c. L.8, as from time to time amended and every statute that may be substituted therefor) or an individual designated by the Treasurer of the Law Society of Ontario as the representative of the Treasurer of the Law Society of Ontario for the purpose of being a member of the Corporation shall be a Member *Ex Officio* of the Corporation and upon ceasing to hold the office of Treasurer of the Law Society of Ontario as aforesaid or upon ceasing to be the individual designated by the Treasurer of the Law Society of Ontario as the representative of the Treasurer of the Law Society of Ontario for the purpose of being a member of the Corporation as aforesaid, as the case may be, such person shall cease to be a Member *Ex Officio* of the Corporation.
- (c) Admitted Members: Such persons as are issued membership by resolution of the board of directors in its absolute discretion.

The period of membership of all Honourary Members shall be for life and Members *Ex Officio* shall be members during their term of office or designation as provided in section 2.1(b). The period of membership of all Admitted Members shall be for one (1) year from the date on which the resolution was passed issuing membership in the Corporation to such persons and shall thereafter continue and be renewed until resignation according to the terms of section 2.3 or termination as otherwise provided for hereunder. The membership of any member shall terminate upon the death of such member at any time.

Each Member shall be entitled to receive notice of, attend and vote at all members' meetings and each such member shall be entitled to one (1) vote at such meetings.

2.2 Fees

The board of directors may from time to time fix annual fees payable by the Admitted Members, with such variation in fees between personal, partnership, corporate or other types of Admitted Members as shall be approved from time to time by the board of directors. The Secretary shall notify the Admitted Members of the fees payable at any time by them, and such fees shall be due and payable within thirty (30) days of the date of such notice. If any such fees are not paid within thirty (30) days of the date of such notice the members in default should thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid fees be reinstated as Admitted Members by resolution of the board of directors. Members *Ex Officio* and Honourary Members shall not be subject to or required to pay any fees under this section.

2.3 Member Resignation

Each Admitted Member shall be given notification of the impending renewal of such member's term of membership and an adequate opportunity to submit such member's resignation, and may resign by delivery of resignation in writing on or before the last business day prior to expiry of such member's current period of membership, which resignation shall become effective upon expiry of such current period of membership. Honourary Members may resign by resignation in writing which will be effective upon acceptance thereof by the board of directors.

2.4 Termination of Membership

The board of directors may terminate a Member's membership in accordance with this section 2.4. Termination of a Member's membership may only occur if:

- (a) the relevant Member is given at least fifteen (15) days' written notice of the proposed termination with reasons; and
- (b) the Member is given an opportunity to submit a written statement to the board of directors not less than five (5) days before the proposed termination becomes effective.

2.5 Consequences of Termination of Membership

The rights of a member automatically lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the member dies or resigns,
- (b) the member's membership is otherwise terminated in accordance with the Articles or this By-law;

- (c) the Corporation is liquidated or dissolved under the Act.

2.6 Membership Not Transferable

The interest of a member of the Corporation shall not be transferable.

ARTICLE 3 MEMBERS' MEETINGS

3.1 Location

Members' meetings shall be held at the Corporation's registered office or at any place in Ontario as the board of directors may determine.

3.2 Annual Meetings

The annual Members' meeting shall be held within six (6) months of the fiscal year end and not later than fifteen (15) months after the last annual meeting. At every annual Member's meeting, in addition to any other business that may be transacted, the report of the board of directors, the financial statements, and the audit or review engagement report (if any) shall be presented, directors shall be elected, an auditor or a person to conduct a review engagement shall be appointed or reappointed for the ensuing year, and an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement may be considered.

3.3 Calling Meetings

The board of directors or the President shall have power to call, at any time, a members' meeting.

3.4 Quorum

The presence of two (2) members entitled to vote present in person, including persons present by telephonic or electronic means, shall be a quorum of any meeting of members for the choice of a chair and the adjournment of the meeting; for all other purposes, five (5) members entitled to vote present in person, including persons present by telephonic or electronic means, or by proxy at a members' meeting will constitute a quorum. If a quorum is present at the opening of a members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

3.5 Notice and Proxies

- (a) Notice of the time and place of a Members' meeting shall be given in accordance with section 14.1:
 - (i) to each Director,
 - (ii) to each Member entitled to receive notice, and

- (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation,

not less than ten (10) days and not more than fifty (50) days prior to the meeting.
- (b) Not less than twenty-one (21) days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report or the report of the person appointed to conduct a review engagement, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) The Corporation may send, or otherwise make available, a form of proxy which conforms with the requirements of the Act to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice.
- (d) Notice of a Members' meeting at which special business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any special resolution to be submitted to the meeting.
- (e) The Board may fix in advance a record date for determining Members entitled to receive notice of and to vote at a Members' meeting. The record date must be not more than fifty (50) days prior to the date of the Members' meeting. If no record date is fixed, the record date for determining Members entitled to receive notice of and to vote at Members' meetings shall be (i) the close of business on the day immediately preceding the day on which notice is given, or (ii) if no notice is given, the day on which the meeting is held.
- (f) The Corporation is not required to give notice of a Members' meeting to Members who were not registered on the Corporation's records on the record date determined under subsection 3.5(e).

3.6 Voting

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote on each matter, provided that a Member shall not be entitled to vote in the event that such Member has not paid all dues, fees or assessments, if any, then payable by such Member.

- (b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the meeting chair shall not have a casting or second vote to break the tie.
- (d) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (e) Unless a ballot is demanded, an entry in the meeting minutes to the effect that the meeting chair declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) Every Member entitled to vote at a Members' meeting may by means of a proxy appoint a proxyholder as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxyholder need not be a Member. All forms of proxy shall conform with the requirements of the Act.
- (g) At each Members' meeting one or more scrutineers who need not be Members may be appointed by resolution of the meeting or by the meeting chair.

3.7 Meeting Chair

The chair for Members' meetings shall be:

- (a) the President; or
- (b) in the President's absence, the Editor-in-Chief; or
- (c) if both the President and the Editor-in-Chief are absent or unable to act, a Director who is present elected by the Members present; or
- (d) if both the President and the Editor-in-Chief are absent or unable to act and if no Director is present or all Directors present decline to act as chair, a chair elected by the Members present.

The Secretary, if one has been appointed and present at the meeting, shall preside at an election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.8 Adjourned Members' Meetings

If within one-half (½) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

3.9 Notice of Adjourned Meetings

If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required other than by announcement at the adjourned meeting. If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.10 Persons Entitled to be Present

The only persons entitled to attend a members' meeting are the members, the directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation 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.

3.11 Written Resolution in Lieu of Meeting

A resolution signed by all of the Members entitled to vote on that resolution at a Members' meeting is valid as if it had been passed at a Members' meeting, except as otherwise provided in the Act. The Corporation shall keep a copy of every written Members' resolution with the Members' meeting minutes.

3.12 Telephonic or Electronic Members' Meetings

Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that enables all persons entitled to attend the meeting to reasonably participate, and a person participating in the meeting by those means is deemed to be present at the meeting.

3.13 Voting by Telephonic or Electronic Means; Voting by Mail

A vote at a Members' meeting may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person. Members may also vote by mail in accordance with procedures established by the Board from time to time.

ARTICLE 4 DIRECTORS

4.1 Board Composition

Until changed in accordance with the Act, the Board shall consist of that number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the number of directors of the Corporation and the number of directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by Board resolution. No decrease in the number of directors shall shorten the term of an incumbent director. All elected Directors shall satisfy the criteria set out in section 4.4 and shall be elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.8. No employees of the Corporation shall be elected or appointed as a Directors.

The Board shall be composed of:

- (a) the two (2) Members *Ex Officio* described in section 2.1(b); and
- (b) elected Directors.

4.2 Duties and Responsibilities

The Board shall manage or supervise the management of the activities and affairs of the Corporation.

4.3 Standard of care

Every Director and officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Director Qualifications

An individual is disqualified from being a Director if they:

- (a) are not a Member of the Corporation;
- (b) are under eighteen (18) years old;
- (c) are a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;

- (d) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (e) have the status of a bankrupt;
- (f) are an employee of the Corporation;
- (g) are a person who is an “ineligible individual” under *the Income Tax Act* (Canada) or any regulations made under it.

A Board decision as to whether or not an individual is qualified to be a Director is final.

4.5 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director’s term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

4.6 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) is removed by the Members in accordance with subsection 4.6(c); or
 - (iv) becomes disqualified under section 4.4.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.
- (c) The Members may, by ordinary resolution at a special Members’ meeting, remove from office any Director or Directors and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.
- (d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

4.7 Election and Term

With the exception of the Members *Ex Officio*, each Director shall be elected for a term of one (1) year provided that each elected Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.6 or until the end of the meeting at which their successor is elected or appointed. A Director shall be eligible for re-election.

4.8 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members' meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

4.9 Directors Remuneration

No Director shall receive remuneration for services provided in the capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

ARTICLE 5 BOARD MEETINGS

5.1 Board Meetings

The Board shall meet at such times and in such places as may be determined by the President, the Secretary on the direction of the President or on a direction signed by at least four (4) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any such regular meeting.

5.3 Telephonic or Electronic Meetings

A Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate instantaneously and simultaneously with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least 48 hours prior to the meeting. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter listed in section **Error! Reference source not found.5**, in which case the notice must specify that matter.

5.5 Quorum

Two-fifths (2/5) of the number of persons comprising the board of directors shall constitute a quorum.

5.6 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

5.7 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent or on the invitation of the President or of the Editor-in-Chief.

5.8 Voting

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes.

5.9 No Casting Vote

In the case of an equality of votes, the meeting chair shall not have a second or casting vote.

5.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

5.11 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

5.12 Consent of Director

A Director is deemed to have consented to a resolution passed or action taken at a Board meeting or of a committee of Directors if:

- (a) the Director was present at the meeting, unless,
 - (i) the Director's dissent is entered in the meeting minutes;
 - (ii) the Director requests that their dissent be entered in the meeting minutes;
 - (iii) the Director gives their dissent to the meeting secretary before the meeting is terminated;
 - (iv) the Director submits their written dissent immediately after the meeting is terminated to the Corporation; or
- (b) the Director was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Director has not,
 - (i) caused their written dissent to be placed with the meeting minutes; or
 - (ii) submitted their written dissent to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

5.13 Meeting Adjournment

If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the meeting chair.

5.14 Notice of Adjourned Meeting

At least twenty-four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Director.

ARTICLE 6
INTEREST OF DIRECTORS OR OFFICERS IN CONTRACTS OR
TRANSACTIONS

6.1 Declaration of Conflict

- (a) Any director or officer who:
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) 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 disclose to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of their interest.

- (b) The disclosure required to be made, pursuant to subsection 6.1(a), by a director shall be made:
- (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the director was not then interested in a proposed contract or transaction, at the first meeting after such director becomes so interested;
 - (iii) if the director becomes interested after a contract is made or transaction entered into, at the first meeting after the director becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after such person becomes a director.
- (c) The disclosure required to be made, pursuant to subsection 6.1(a), by an officer who is not a director shall be made:
- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of the board of directors;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after they become so interested; or
 - (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection

6.1(a) is one that, in the ordinary course of the Corporation's business, would not require directors' or members' approval, then the director or officer shall disclose to the Corporation or request to have entered in the minutes of a meeting of the board of directors the nature and extent of their interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction.

- (e) Except as permitted by the Act, a director referred to in subsection 6.1(a) shall not attend any part of a meeting of the board of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a director is not permitted to be present at the meeting by reason of subsection 6.1(e), the remaining directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the Act, if all directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the members.
- (h) A contract or transaction for which disclosure is required under section 6.1(a) is not void or voidable, and the director or officer is not accountable to the Corporation or the members for any profit or gain realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of the board of directors or the meeting of a committee that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this section;
 - (ii) the board of directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

6.2 Directors of Charities

In addition to the corporate disclosure requirements set out in this Article 6, the board of directors shall meet all applicable requirements set out in the *Charities Accounting Act* and its regulations regarding payments to a director of the Corporation or a "person connected to a director" (as defined in the *Charities Accounting Act* and its regulations).

6.3 General and Continuing Disclosure of Interest

For the purposes of section 6.1, a general notice to the directors by a director or officer declaring that the director or officer is a director or officer of or has a material interest in a

person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

6.4 Conflict of Interest Policy

The provisions of this Article 6 are in addition to any conflict of interest policy adopted by the board of directors from time to time.

ARTICLE 7 PROTECTION OF OFFICERS AND DIRECTORS

7.1 Liability

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 of directors 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 their respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.2 Indemnities to Directors and Others

- (a) Every Director or officer or former Director or officer of the Corporation shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation.
- (b) The Corporation may advance money to an individual referred to in subsection 7.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(c).
- (c) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:

- (i) the individual acted honestly and in good faith with a view to the Corporation's best interests; and
- (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

7.3 Insurance

Subject to the *Act* and applicable laws, including the *Charities Accounting Act* and the regulations made thereunder, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 7.2, against any liability incurred by that individual in the individual's capacity as a director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 8 COMMITTEES

8.1 Committees

The Board may from time to time appoint the following committees, namely the Executive Committee, Membership and Promotion, Oral History, and any other committee as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The President and the Editor-in-Chief shall be an *ex officio* member of each committee. Persons other than Members may be invited by the Directors to serve as members of any committee except the Executive Committee.

8.2 Powers of Committees

Subject to section 8.5, the board of directors may by resolution delegate to any committee any powers vested in or exercisable by the board of directors in relation to the committee's purposes, save and except only such acts as must by law be performed by the directors themselves, and may revoke such delegation.

The following provisions and restrictions shall apply to each committee:

- (i) any member of a committee may be removed or replaced at any time by the board of directors;
- (ii) subject to section 8.5, the board of directors may from time to time by resolution modify, dissolve or reconstitute any committee or create new committees and may make regulations with respect to, and impose restrictions upon, the exercise of any powers hereby delegated; and
- (iii) each committee shall report directly to the board of directors.

8.3 Meetings of Committees

Each committee shall choose one of its own members to be chair. A committee may meet for the transaction of business, adjourn or otherwise regulate its meetings as it thinks fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes, the chair of the meeting shall not have a casting or second vote to break the tie.

8.4 Remuneration of Committee Members

No remuneration shall be paid to any director for such person's service on a board committee, but directors shall be entitled to be reimbursed for out-of-pocket expenses reasonably and properly incurred by them in connection with the business of any committee. Any person other than a director serving on a committee may be paid remuneration and such remuneration shall be determined by the President in conformity with budgets approved by the board of directors.

8.5 Executive Committee

The Executive Committee shall consist of not fewer than three (3) directors and shall exercise such powers of the board of directors as may be delegated to the Executive Committee from time to time by the board of directors except those which may not be delegated by the board of directors in accordance with the Act as follows:

- (a) to submit to the members any question or matter requiring the members' approval;
- (b) to fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) to appoint additional directors;
- (d) to issue debt obligations except as authorized by the directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish contributions to be made, or dues to be paid, by members.

8.6 Membership and Promotion

Such committee shall oversee all matters pertaining to membership and promotion and shall assume general responsibility for maintaining membership numbers at a level adequate to achieve the objectives of the Corporation.

8.7 Oral History

Such committee shall be responsible for policy development and for supervising all aspects of the Oral History programme. The Co-ordinator of the Oral History programme shall be an *ex officio* member of the Oral History committee.

ARTICLE 9 OFFICERS

9.1 The Corporation's officers shall include:

- (i) the President;
 - (ii) the Editor-in-Chief;
 - (iii) the Secretary;
 - (iv) the Treasurer;
- and may include any such other officers as the Board may by resolution determine.
- (b) The officers shall be appointed by Board resolution at the first Board meeting following the annual Members' meeting at which the Directors are elected or at such other times when a vacancy shall occur.

- (c) Subject to the Act, the Board may specify the duties of officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 8.5. Other than the President and the Editor-in-Chief, a person may hold more than one office. The President shall be the "chair" for the purposes of the Act. The Editor-in-Chief shall not be a Director.

9.2 Terms of Office

Unless otherwise provided in this By-law, the officers appointed by the Board shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by Board resolution at any time.

ARTICLE 10 DUTIES OF OFFICERS

10.1 President

The President shall, when present, preside at all Members' meetings and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.

10.2 Editor-in-Chief

The Editor-in-Chief shall be appointed by the Board. The Editor-in-Chief shall be the officer generally responsible for the administration of the Corporation. The Editor-in-Chief shall be primarily responsible for the compilation and editing of all books, manuscripts, journals, periodicals, other written or printed matter and collections, displays and other presentations of artifacts, effects and other items of historical interest to be made available to the public by the Corporation. The Editor-in-Chief shall have general supervision and direction of the editing, printing and publication activities of the Corporation subject to the authority of the board of directors and the President. The Editor-in-Chief shall attend all meetings of the Board (except in its discretion for *in camera* sessions) and of the Members.

10.3 Secretary

The Secretary, if appointed, shall carry out the duties of the Corporation's secretary generally and shall attend, or cause a recording secretary to attend, all meetings of the Board, the Members, and committees, to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Corporation's by-laws or the Board.

10.4 Treasurer

The Treasurer, if appointed, shall carry out the duties of the Corporation's treasurer generally, and shall keep or cause to be kept full and accurate accounts of all of the

Corporation's assets, liabilities, receipts and disbursements in the books to be kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Corporation's by-laws or the Board.

10.5 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 11 ORGANIZATION AND FINANCIAL

11.1 Registered Office

The Corporation shall at all times have a registered office in Ontario at the location specified in its Articles. The Corporation may change the location of the registered office within a municipality or geographic township by resolution of the Directors. The Corporation may change the municipality or geographic township in which the registered office is located to another place in Ontario by special resolution.

11.2 Seal

The Corporation's seal, if any, shall be in the form determined by the Board.

11.3 Execution of Documents

- (a) Subject to section 11.3(b), contracts, documents or instruments requiring the Corporation's signature (each a "**Document**"), shall be signed by any two (2) of the President, the Editor-in-Chief, or a Director, and all contracts, instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document or class of Documents may or shall be signed.
- (c) Any signing officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or by-law of the Corporation to be a true copy.

11.4 Banking and Borrowing Arrangements

The Corporation's banking business or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, determine from time to time.

Without limiting the Corporation's borrowing powers as provided by the Act, but subject to the Articles, the Board may from time to time on the Corporation's behalf, without the Members' authorization:

- (a) borrow money on the Corporation's credit;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on the Corporation's behalf to secure the performance of any obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any of the Corporation's property, owned or subsequently acquired, to secure any of the Corporation's obligations.

11.5 Financial Year

Unless otherwise determined by the Board, the Corporation's fiscal year end shall be the last day of December in each year.

11.6 Appointment of Auditor

The Members entitled to vote shall, at each annual Members' meeting, appoint a person as auditor who meets the independence and qualifications criteria set forth in the Act, to audit the Corporation's accounts and to report to the Members at the next annual Members' meeting. The auditor shall hold office until the next annual Members' meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the Act. Unless the Members determine otherwise, following the Members' appointing the auditor, the Board shall fix the auditor's remuneration.

11.7 Investments

Subject to the Articles and applicable laws, and to any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

ARTICLE 12 BOOKS AND RECORDS

12.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the Act, the Corporation's by-laws, or by any applicable statute or law are regularly and properly kept.

ARTICLE 13 RULES, POLICIES AND PROCEDURES

13.1 Rules of Order

Any questions of procedure at or for any meetings of Members, or the Board, or of any committee, which have not been provided for by the Act, this By-law or the Policies adopted from time to time by the Board, shall be determined by the meeting chair in accordance with the rules of procedure adopted by Board resolution, or failing such resolution, adopted by the meeting chair.

13.2 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, officers and Members, provided however that any such Policy shall be consistent with the provision of the Act and the By-laws.

ARTICLE 14 NOTICES

14.1 Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to: (i) each Director at their latest address as shown in the Corporation's records; (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the *Act*; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The Secretary or the Editor-in-Chief may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.
- (b) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5th) business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

14.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

14.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.4 Waiver of Notice

Any Member, Director, officer, committee member, or the Corporation's auditor or the person appointed to conduct a review engagement may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the Corporation's By-law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 15 AMENDMENT OF BY-LAW

15.1 Amendment

Subject to the Articles and By-laws, the directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation. The By-law, amendment or repeal is effective from the date of the resolution of the directors or from such future date as may be specified in said resolution of the board of directors. Despite the forgoing, a by-law amendment that requires a special resolution is only effective when confirmed by members.

The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members or if it is rejected by the members. If confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. If rejected by the members, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the directors that has substantially the

same purpose or effect is not effective until it is confirmed or confirmed as amended by the members.

15.2 Repeal

All previous by-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the directors or members with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ARTICLE 16 EFFECTIVE DATE

16.1 Effective Date

This By-law is effective upon the issuance of a Certificate of Amendment and Articles of Amendment of the Corporation by the Government of Ontario under the Act and approval of the By-law by special resolution of the Members.

[Signature page follows]

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the board of directors by resolution dated _____ and confirmed by the members by resolution dated _____.

President

Secretary