

**MARKSTAY-WARREN  
COMMUNITY DEVELOPMENT CORPORATION  
BY-LAW 2005-01**

**INTERPRETATION**

In all By-Laws of the Corporation, the singular shall include the plural and the plural the singular; the word “person” shall include the firms and corporation, the masculine shall include the feminine, and “Act” means the Corporations Act.

**1. CORPORATE SEAL**

The seal, an impression whereof is stamped in the margin herein, shall be the Corporate Seal of the Corporation.

**2. FISCAL YEAR**

The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

**3. HEAD OFFICE**

The head office of the Corporation shall be at 21 Main Street South, Markstay, Ontario in the Municipality of Markstay-Warren.

**4. DIRECTORS**

(i) Quorum:

The affairs of the Corporation shall be managed by a Board comprised of seven (7) directors of which four (4) directors shall form a quorum, provided that a minimum of three (3) members who have not been appointed ex-officio are present.

(ii) Qualities:

Every director shall be eighteen or more years of age and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director and no undischarged bankrupt shall become a director.

(iii) First Directors:

The applicants for incorporation shall become the first directors of the Corporation for whose term of office on the board of directors shall continue until their successors are elected.

(iv) Approval for Election to Board of Directors:

No person shall be elected or appointed as a Director of the Corporation unless his or her election or appointment has the prior approval of the Council of the Municipality of Markstay-Warren.

(v) Election and Term:

(a) Subject to the provisions of this By-law, three (3) directors shall be elected yearly by the members at an annual meeting. The directors' term of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. Those Board members that are elected for a one-year term shall retire at the annual meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election.

(b) One (1) director shall be elected for a term of two (2) years. The term of office of those directors elected for the term of two (2) years shall be from the date of the meeting at which they are elected until the annual meeting that is two (2) years from the date of their election or until their successors are elected. Those Board members that are elected for a two-year term shall retire at the annual meeting which is two (2) years after their election, but subject to the provisions of the By-laws, shall be eligible for re-election.

(c) One (1) director shall be elected for a term of three (3) years. The term of office of those directors elected for the term of three (3) years shall be from the date of the meeting at which they are elected until the annual meeting that is three (3) years from the date of their election or until their successors are elected.

Those board members that are elected for a three-year term shall retire at the annual meeting which is three (3) years after their election but, subject to the provisions of the By-laws, shall be eligible for re-election.

(d) The Mayor of the Municipality of Markstay-Warren from time to time shall be a Director of the Corporation in lieu of election while holding the office of Mayor pursuant to Section 127 of the Act.

(e) The Council of the Municipality of Markstay-Warren shall be permitted to nominate one (1) member of the Council of the Municipality of Markstay-Warren who shall be a director of the Corporation in lieu of election while holding the office of Member of Council of the Municipality of Markstay-Warren, pursuant to section 127 of the Act.

(vi) Vacancies:

A director may vacate his or her office at any time by written resignation addressed to the Board for consideration at the next general meeting of the Members following receipt of such resignation. A vacancy shall be automatically created if a Director moves away from the Municipality of Markstay-Warren, if he or she becomes bankrupt, ceases to be a Member of the Corporation, or if he or she becomes unable to attend to the Corporation's business for any reason. So long as a quorum of Directors is in office, any vacancy created on the Board may be filled in accordance with the provisions of this By-law.

(vii) Removal of Directors:

(a) A Director, other than a Councillor or Mayor of the Municipality of Markstay-Warren may be removed from office at any time by resolution passed by at least two-thirds of the votes cast at a general meeting of the Members of which thirty (30) days written notice specifying the intention to pass this resolution has been given to the Director to be so removed.

(b) If any Director, with the exception of the Mayor of the Municipality of Markstay-Warren or a member of Council appointed as Director by Council, is absent for a total of sixty percent of the meetings held by the Board for the period of time from the last General Meeting to March 1<sup>st</sup> of the subsequent year, that Director shall automatically be removed from office effective March 1<sup>st</sup> without any vote being taken. If, however, a Director has been absent for sixty percent of the meetings held as outlined above due to special circumstances, the remainder of the Board may take vote to determine whether or not that Director in question shall be deemed to be not in violation of this section, and shall continue to be a Director for the remainder of his or her normal term. Such a motion can only be passed during the month of March of the year in question. The Secretary of the Corporation shall prepare a report following March 1<sup>st</sup> in any given year, to be given to the Board, with respect to those Directors who have reached the sixty percent absenteeism rate, by creating a vacancy on the Board and the Board may suggest candidates for replacement as provided herein. The Secretary's report shall also be circulated to the former Director.

(viii) Term of Office:

A Director appointed under paragraph (v)(d) and (v)(e) of this section shall hold office for an expressly stated term provided, however, that no such director shall be elected for a term which expires, or for a total number of successive terms which in the aggregate expire beyond the close of the sixth annual meeting of members following his initial election. Notwithstanding the foregoing, a director who is or becomes an officer of the Corporation during the sixth year of his directorship may have his or her term extended for an additional seventh year.

(ix) Protection of Directors:

Every director or officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and his or her heirs, executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or

about the execution of the duties of his office or in respect of any such liability, and form all other costs, charges and expenses which he or she 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 wilful neglect or default.

No director or officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity 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 of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wilful or his or her own wilful default.

## 5. **MEETING OF THE DIRECTORS**

- (i) Meetings of the Board shall be held monthly, or as considered necessary by the Board, and may be held at the Head Office of the Corporation or elsewhere as the Directors may from time to time determine. Meetings of the Board will be from 6:00 p.m. and will not go beyond the hour of 10:00 p.m., unless by two-thirds majority vote and may be changed by resolution of the Board from time to time.
- (ii) Meetings of the Board may be convened by the Chair, Secretary, or by the request of any four (4) Directors, at any time, or place, on at least seven (7) days notice delivered, mailed, e-mailed or faxed to each Director, and such notice shall be given by the Secretary if so required by the person or persons convening the meeting.
- (iii) Meetings of the Board may also be held at any time, at any place, without formal notice, if all the Directors are present or if those absent waive notice and consent to the holding of the meeting. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director. Any waiver and consent may be given by letter, e-mail, fax or otherwise.

- (iv) At meetings of the Board, each Director present shall have one vote on every question arising, and every question arising shall be determined by a majority of votes cast, and in the event of a tie vote, the question at issue shall be deemed to have been defeated.
- (v) The Chair shall preside at meetings of the Board, or in his or her absence the Vice-Chair shall preside. In the event that neither of the Chair and Vice-Chair are present at any meeting of the Board, a Chair selected among and by the Directors present shall preside at the meeting.
- (vi) The Chair may, with the consent of the majority of Directors present, adjourn a meeting as required from time to time. 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.

## 6. **COMMITTEES**

- (i) The Directors may delegate any of their powers to an Executive Committee consisting of the Chair, Vice-Chair, and one additional Director. The majority of such Committee Member shall form a quorum.
- (ii) The Directors may also delegate any of their powers to other committees which the Directors see fit to form from time to time and a majority of the members of such committees shall form a quorum.
- (iii) The Executive Committee and other committees so formed shall, in the exercise of the powers hereby delegated, conform to any regulations which may from time to time be imposed by the Directors and shall report everything done in exercising such powers to the earliest possible meeting of the Directors next after such act or thing has been done.

## 7. **REMUNERATION OF DIRECTORS**

The Directors shall be entitled to be paid travelling and other expenses properly incurred

by them in connection with the affairs of the Corporation.

## **8. OFFICERS**

- (i) The Board of Directors shall, at its annual meeting, or as otherwise may be required, elect a President who shall also be the Chair, one Vice-Chair, all of whom shall have authority and shall perform such duties as are hereinafter prescribed or may be authorized by resolution of the Board.

The Municipal CAO/Clerk of the Municipality of Markstay-Warren shall be the Secretary of the Corporation.

The Municipal Treasurer of the Municipality of Markstay-Warren shall be the Treasurer of the Corporation, and shall have such authority and perform such duties as are hereinafter prescribed.

- (ii) The Chair shall be the Chief Executive Officer of the Corporation, and the Secretary shall be the Chief Administrative Officer of the Corporation, and shall exercise general supervision over the affairs of the Corporation. The Chair shall, if present, preside over all meetings of the Board of Directors. The Secretary shall be charged with the duty of managing the daily activities of the Corporation.
- (iii) The Vice-Chair shall be vested with all the powers and perform all the duties of the Chair in the absence or disability of the Chair. The Vice-Chair shall also have such other powers and duties, if any, as may from time to time be assigned by the Board.
- (iv) The Secretary shall issue or cause to be issued Notices for all meetings of the Board of Directors, when directed to do so; keep or cause to be kept the minutes of the proceedings of the Corporation, sign with the Chair or other signing officer or officers of the Corporation such instruments that require his or her signature and shall perform such other duties as the Board of Directors may from time to time require of him or her.
- (v) 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 depositary or depositories as the Board of Directors may direct. He

or she shall at all reasonable times exhibit his or her books and accounts to any Director of the Corporation upon application at the office of the Corporation. He or she shall sign or countersign such instruments as require his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by the Board. The Treasurer shall be the Assistant-Secretary if for any reason the Secretary is unable to act and shall perform all duties incident to the Secretary's position.

9. **ANNUAL MEETING**

(i) The Annual Meeting of the Board of Directors shall be held no later than on June 30<sup>th</sup> in any year, with the first meeting no later than June 30<sup>th</sup>, 2005.

(ii) The Agenda for the Annual Meeting shall include the following items:

(a) Adoption of previous Annual Meetings' Minutes, if any;

(b) Auditors' Report;

(c) Election of Officers for forthcoming year:

(I) President/Chair

(II) Vice-Chair

(III) Other Officers, if any.

(d) Election of new Directors.

(iii) The retiring Chair shall chair the Annual Meeting, except for the election of the new Chair which shall be chaired by the Secretary of the Corporation.

(iv) The Annual Meeting of the Members shall be held at such time and on such day in each year as the Board may from time to time determine.

(v) Each Annual Meeting shall be called in accordance with the provisions of Section 5 of this By-Law.

(vi) Subject to the provisions of the Act, a copy of the Auditors' Report shall be furnished to every Member on demand.

- (vii) The only persons entitled to attend an Annual Meeting of the Members shall be those who are Members of the Corporation and the Auditor of the Corporation who shall receive notice of each Annual Meeting. Any other person may be admitted only on the invitation of all the Members present at the meeting.

10. **CHEQUES, DRAFTS AND NOTES**

All cheques, drafts or orders for payment of money and all notes and acceptances and Bills of Exchange shall be signed by such Officer(s) or person(s) whether or not Officers of the Corporation and in such manner as the Board of Directors may from time to time designate.

11. **BOOKS OF ACCOUNT**

The books of account of the Corporation may be kept either at the Head Office or at such other place in the Municipality of Markstay-Warren as the Directors may from time to time determine or approve.

12. **CUSTODY OF SECURITIES**

All securities owned by the Corporation shall be lodged in the name of the Corporation with a recognized financial institution as may be determined from time to time by the Board of Directors.

13. **EXECUTION OF INSTRUMENTS**

- (i) Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the Secretary and the Chair, or in the absence of the Chair, by the Secretary and the Vice-Chair, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation, provided that the Directors have authorized the execution of such instruments by formal resolution.
- (ii) The Board of Directors shall have power from time to time by resolution to appoint any

officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed by resolution of the Board of Directors.

- (iii) The term “contracts, documents or any 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, stocks, bonds, debentures or other securities and all paper writings.

**14. SOLICITORS**

The Corporation’s Solicitor shall be the Solicitor retained for the Municipality of Markstay-Warren.

**15. AUDITORS**

The Auditors for the Municipality of Markstay-Warren shall be the auditors for the Corporation.

**16. AMENDMENT**

Any amendment for this By-Law may be effected by an amending By-Law enacted by a majority of the Board of Directors at a meeting duly called for that purpose, upon thirty (30) days’ notice.

**17. MEMBERS**

- (i) The Corporation shall have seven (7) members, which members shall all be Directors of the Corporation. A person shall cease to be a Member of the Corporation upon his ceasing to be a Director of the Corporation.

(ii) The Mayor of the Municipality of Markstay-Warren and one member of the Municipal Council shall be ex officio members of the Corporation. All other members of the Corporation shall be ordinary members.

(iii) Voting Power of Members:

Each member of the Corporation shall have one vote at each general meeting of Members and at each Annual Meeting of Members. The requirements with respect to quorum, as specified in Section 4(i) of this By-law concerning the Board of Directors, shall also serve as requirements for a quorum with respect to a general meeting or an annual meeting of the Members of the Corporation.

(iv) Memberships not Transferrable:

The interest of a Member in the Corporation is not transferrable and lapses and shall cease to exist upon his death or when he or she ceases to be a Member or ceases to be a Director of the Corporation.

(v) General Meetings:

The Board of Directors may at any time, call a general meeting of the Members for the transaction of any business, the general nature of which shall be specified in the notice calling the meeting, which notice shall be provided in compliance with the requirements set out in Section 5 of this By-Law with respect to meetings. For the purposes of this section, any meeting of the Directors may also be convened as a sitting and a meeting of the Members of the Corporation.

**18. DISTRIBUTION OF PROPERTY ON DISSOLUTION**

Upon its dissolution and after the payment of all its debts and liabilities, the Corporation's remaining property or part thereof shall be distributed or disposed of to organizations whose objects are beneficial to the community of Markstay-Warren.

**19. MUNICIPAL FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT**

- (i) The Board of Directors shall be the “head” for the purposes of the Municipal Freedom of Information and Protection of Privacy Act.
- (ii) All of the powers and duties of the “head” for the purposes of the Municipal Freedom of Information and Protection Privacy Act are hereby delegated to the Clerk of the Municipality of Markstay-Warren, provided that the Clerk may refer any request under the Act to the Board, when he or she deems it appropriate to do so, and shall report any appeals to the Board.
- (iii) If the Municipal Clerk is absent or the office is vacant, the Deputy-Clerk for the Municipality of Markstay-Warren may exercise all the powers and duties of the “head”.
- (iv) The Municipal Clerk may further delegate any of the administrative duties arising from this by-law to a person acting or persons acting on his or her behalf or under his or her direction.

**20. ROBERTS RULES OF ORDER**

Meetings of the Board and of its Committees shall be governed by Roberts Rules of Order.

**21. MUNICIPAL CONFLICT OF INTEREST ACT**

Members of the Board or its Committees shall be subject to the provisions of the Municipal Conflict of Interest Act.

**22. EXECUTION OF DOCUMENTS**

The Secretary of the Corporation is hereby authorized to execute documents on behalf of the Corporation for certain routine matters including:

- 1. Applications to Government Agencies or other bodies for grants, approvals, loans, etc.;
- 2. Resulting Agreements from any such approved grant or application;
- 3. Sign Agreements with local Tourist Facilities or Government Agencies,

subject to such Agreements having been reviewed by the Corporation's Solicitor prior to execution.

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	)	CHAIR
TIME AND FINALLY PASSED THIS	)	
	)	<u>Lorraine Demore</u>
20 <sup>TH</sup> , DAY OF JANUARY, 2005	)	SECRETARY