

# **BY-LAW NO. 1 As Amended on December 12, 2022**

Being the General By-law of

## **KINGSTON ECONOMIC DEVELOPMENT CORPORATION**

(Herein after referred to as the Corporation)

### **INTERPRETATION**

#### **1. Definitions**

In this By-law, unless the context otherwise specifies or requires:

- A. Act means the Corporations Act, R.S.O. 1990, chap. C. 38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation shall be read as references to the substituted provisions therefore in the new statute or statutes;
- B. By-law means any By-law of the Corporation from time to time in force and effect;
- C. Letters Patent means the Letters Patent and any supplementary letters patent of the Corporation;
- D. Regulations means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

#### **2. Interpretation**

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- A. all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations;
- B. words importing the singular number only shall include the plural and vice versa; and the word person shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;

- C. the headings used in the By-laws are inserted for reference purposes only and are not considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **HEAD OFFICE**

#### 3. Head Office

The head office of the Corporation shall be within the boundaries of the City of Kingston, in the Province of Ontario and at such place as the directors of the Corporation may from time to time by resolution fix.

### **SEAL**

#### 4. Seal

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

### **DIRECTORS**

#### 5. Duties and Number

The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors, trustees or governors. The board of directors shall consist of up to a maximum of fifteen (15) directors, or such other number of directors as may be determined from time to time by special resolution.

#### 6. Qualifications

Every director shall be a member of the Corporation, eighteen (18) years of age or older, a Canadian citizen or permanent resident, and not an undischarged bankrupt.

Three (3) of the directors shall be individuals who are entitled to be directors by virtue of their office. These are:

- A. Where a director has served two (2) consecutive terms of three (3) years each, and immediately prior to the expiry of their last term held the office of President/Chairperson of the board, that individual is entitled to continue to be a director in the role of Past President/Chairperson for a single term of one (1) year;
- B. The CAO of the City of Kingston; and

C. The Executive Director of Tourism Kingston.

**These three (3) directors are ex officio, and shall function in an advisory capacity only.** They have no voting rights as directors. They have no signing authority. Their attendance at meetings is not counted in determining quorum. These positions are not transferrable nor may be delegated.

#### 7. First Directors

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

#### 8. Election and Term

Successors to the first directors shall consist of, and be appointed and elected as follows:

- A. The City of Kingston Municipal Council shall have the right to appoint four (4) directors ("City directors") to the board of directors from among those persons elected to the City of Kingston Municipal Council, one of which shall include the Mayor of the City of Kingston. Other than the Mayor of the City of Kingston, whose appointment shall be for the duration of his or her term as Mayor, the other City directors shall be appointed to the board of directors for a term of one (1) year but are eligible for reappointment, if qualified, by the City of Kingston Municipal Council;
- B. Eight (8) directors at large, shall be elected or appointed, as the case may be, to the Board for a term of three (3) years. Shorter terms of one or two years are permitted to initially set up an annual rotation based on three (3) year terms.
- C. No director at large shall serve more than six (6) consecutive or cumulative years in office. After a five (5) year absence from the board, a director at large shall be eligible for appointment as a director for a further term.

#### 9. Vacancies

The office of a director shall automatically be vacated:

- A. if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

- B. if the director is found to be a mentally incompetent person or becomes of unsound mind;
- C. if the director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Chairperson of the Corporation or at the time specified in the notice, whichever is later;
- D. by a director at large if, at a special meeting of members of the Corporation, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members of the Corporation removing the director before the expiration of the director's term of office;
- E. by a City director if, at a special meeting of members of the Corporation, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members of the Corporation recommending the removal of the director before the expiration of the director's term of office and such appointment is thereafter revoked by the City of Kingston Municipal Council.
- F. if the director dies;
- G. if the director is convicted of a criminal offence;
- H. if the director is absent from three (3) consecutive meetings of the board of directors, subject to a resolution passed by the remaining directors of the board confirming the office of such director has been vacated;
- I. if director ceases to be a member; or
- J. in the case of an ex officio member, at the conclusion of the term of one (1) year (for the Past Chair) or when the individual ceases to hold office (for the CAO of the City of Kingston and the Executive Director of Tourism Kingston).

#### 10. Filling Vacancies

A vacancy of one of the four (4) City directors shall be filled by an appointment made by the City of Kingston Municipal Council.

A vacancy of one of the eight (8) directors at large shall be filled as follows:

- A. The board of directors and the HR Nominations Committee will be responsible for monitoring the terms of the eight (8) directors at large and identifying vacancies (both end of term and midterm). The Secretary will maintain records setting out: (1) the end date of each such director at large's term; and (2) the date upon which a person will have served six consecutive or cumulative years as director at large.

- B. The HR Nominations Committee shall advertise for applicants who meet the desired skill sets to apply for election to the board of directors to fill any vacancy identified in this section and receive such applications.
- C. Applications are to be reviewed by the HR Nominations Committee and the HR Nominations Committee may provide recommendations for nominees. Such nominees will be reviewed and such vacancies will be filled as follows:
  - i. if an interim vacancy occurs among the directors at large during the term for which they have been elected, the vacancy may be filled by at a meeting of directors by the majority vote of directors (until the next annual general meeting of members) by any person duly qualified, and at the next annual general meeting of members such vacancy shall be filled by election by the majority vote of the voting members for the portion of such term still unexpired; and
  - ii. end of term vacancies shall be filled at the next annual meeting of the members (or at any meeting of the members duly called for this purpose) by the majority vote of the voting members.

#### 11. Human Resources / Nominations (HR Nominations) Committee

The board of directors may appoint from among their number a HR Nominations Committee which shall consist of at least five (5) members of the board of directors one of which shall be the Mayor of the City of Kingston or one of the other three (3) representatives appointed by the City of Kingston Municipal Council to the board of directors..

Such Committee may formulate its own rules of procedure, subject to such regulations or directions as the board of directors may from time to time make. Any Committee member may be removed by resolution of the board of directors. Three (3) members of the Committee shall constitute a quorum for the transaction of business. The HR Nominations Committee shall:

- A. have the Chair of the Board serve as the Committee Chair;
- B. oversee the recruitment, selection, orientation, and performance management process of the Corporation's Chief Executive Officer;
- C. meet at least once per year to review the Human Resources Policy Manual and the By-Laws of the Corporation, and recommend amendments if necessary;

- D. in accordance with the procedures outlined in paragraph 10. (Filling Vacancies), conduct a transparent and public application process to fill vacancies on the board of directors, and;
- E. carry out such other functions as may be delegated to it by the board of directors from time to time.

## 12. Finance/Audit Committee

The board of directors may elect from among their number a Finance/Audit Committee which shall consist of at least five (5) members of the board of directors, one of which shall be the Mayor of the City of Kingston or one of the other three (3) representatives appointed by the City of Kingston Municipal Council to the board of directors. Such Committee may formulate its own rules of procedure, subject to such regulations or directions as the board of directors may from time to time make. Any Committee member may be removed by resolution of the board of directors. Three (3) members of the Committee shall constitute a quorum for the transaction of business. The Committee may invite staff to attend meetings as resource persons, but with no entitlement to vote. The Finance/Audit Committee shall:

- A. elect from amongst themselves one member to serve as the Committee Chair. This person shall also serve as the Treasurer of the board of directors;
- B. meet at least once per quarter;
- C. oversee the process of financial performance review of the Corporation;
- D. have budgetary authority as outlined in the HR Policy Manual, Finance Section;
- E. oversee the annual audit process in conjunction with the Corporation's auditors;
- F. make recommendations to the members of the Corporation regarding nominees for the appointment of auditor of the Corporation; and,
- G. carry out such other functions as may be delegated by the board of the directors.

## 13. Other Committees

The board of directors may from time to time appoint any other committee or committees as it deems necessary or appropriate for such purposes, and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. A majority of the committee membership constitutes a quorum for the transaction of

business.

#### 14. Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

### **MEETINGS OF DIRECTORS**

#### 15. Place of Meeting

Meetings of the board of directors may be held either at the head office or at any place within the City of Kingston as designated by the board of directors. In the event of a meeting held by telephone or video, the place of meeting will be the location from where the meeting is hosted.

#### 16. Notice

A meeting of directors may be convened by the Chairperson or any two (2) directors at any time. The Secretary, when directed or authorized by the Chairperson or any two (2) directors, shall convene a meeting of directors.

The notice of meeting convened as aforesaid must specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served not less than five (5) days (exclusive of the day on which the notice is delivered or sent out but inclusive of the day for which notice is given) before the meeting is to take place provided always that a director may in any manner and at any time waive notice of a meeting of directors. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members of the Corporation is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or

director in order to legally constitute the meeting, provided that a quorum of the directors is present.

#### 17. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

#### 18. Adjournment

Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### 19. Regular Meetings

The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meeting of the board of directors shall be sent to each director forthwith after being passed. Notwithstanding the setting of regular meeting days/times, notice the time and place of the regular meetings shall be provided.

Regular meetings of the board of directors, including the annual meeting, shall be held at least five (5) times annually. The board of directors may transact any and all business of the board of directors that shall come before it during the meeting. Meetings are open to the public. A meeting or a part of a meeting may be closed to the public if the subject matter being considered is:

- A. The security of the property of the Board;
- B. Personal matters about an identifiable individual, including municipal or Board members;
- C. A proposed or pending acquisition or disposition of land by the municipality or Board;



- D. Labour relations or employee negotiations;
- E. Litigation or potential litigation, including matters before administrative tribunals, affecting the municipality Board;
- F. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- G. A matter in respect of which a council, Board, committee or other body may hold a closed meeting under another Act. 2001, c. 25 s.239 (2)

## 20. Quorum

The number of directors which shall form a quorum for the transaction of business shall consist of seven (7) directors, of which at least one (1) director must be an appointee from the City of Kingston Municipal Council. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

## 21. Voting

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. Abstentions shall not be counted in determining the number of votes cast on questions arising at meetings of directors. In case of any equality of votes, the chairperson of the meeting in addition to an original vote shall not have a second or casting vote. If a telephone or electronic mail poll of directors is at any time conducted to determine any matter requiring the approval of the board of directors, the result of such telephone or electronic mail poll shall be confirmed at the next regular meeting of directors.

## 22. Telephone Participation

If all of the directors of the Corporation present at or participating in a meeting consent, a meeting of directors may be held by means of such telephone, video, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

## 23. Resolution in Lieu of Meeting

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

#### 24. Minutes of Committee Meetings

Each member of the board of directors shall receive the recorded minutes of all committee meetings.

### **POWERS OF DIRECTORS**

#### 25. Administer Affairs

The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

#### 26. Expenditures

The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time, in accordance with the Human Resource Policy Manual, Finance Section, and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The board of directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

#### 27. Borrowing Power

The board of directors of the Corporation may from time to time:

- A. borrow money on the credit of the Corporation;
- B. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or like liabilities whether secured or unsecured) of the Corporation;
- C. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debts, obligations or any money borrowed, or other debt or liability of the Corporation; and
- D. delegate the powers conferred on the board of directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner

as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

#### 28. Fund Raising

The board of directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

### OFFICERS

#### 29. Appointment

The Corporation shall have a Chief Executive Officer appointed by the board. The board of directors shall annually, or more often as may be required, appoint a President, who shall also act as and be known as the Chairperson, a Secretary, and one or more Vice Presidents which may also be known as Vice Chairpersons and a Treasurer, from among themselves and, if deemed advisable, may appoint annually or more often as may be required, one (1) or more Assistant Secretaries and/or one (1) or more Assistant Treasurers. The Treasurer shall act as the Chair of the Finance/Audit Committee.

Two (2) or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer, that person may but need not be known as the Secretary Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as from time to time may be prescribed by the board of directors.

#### 30. Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- A. that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Chairperson or at the time specified in the resignation, whichever is later;
- B. the appointment of a successor;
- C. that officer ceasing to be a director or member of the Corporation if such is a

- necessary qualification of appointment;
- D. the meeting at which the directors annually appoint the officers of the Corporation;
  - E. that officer's removal; or
  - F. that officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors by resolution may appoint a person to fill such vacancy.

### 31. Remuneration of Officers

Officers of the Corporation who are also directors and members of the Corporation shall serve as such without remuneration provided that an officer may be reimbursed for reasonable expenses incurred by the officer in the performance of the officer's duties.

### 32. Removal of Officers

All officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

### 33. Duties of Officers May Be Delegated

In the case of absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any other director for the time being.

### 34. Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

#### A. President and Chairperson

The directors shall elect from among themselves a person to hold the position of President who shall also act as and be known as the Chairperson of the Corporation. The President/Chairperson shall preside as chairperson at any meeting of the board of directors and members and shall perform such other duties as may be assigned to the President/Chairperson by the board of directors. The President/Chairperson shall have no power in respect of the day-to-day operations of Corporation unless such power is

granted in writing by the board of directors.

B. Vice President(s) / Vice-Chairperson(s) of the Board

The Corporation may provide for the election of a Vice-President or Vice-Presidents who may also be known as Vice-Chairperson or Vice-Chairpersons of the board from among themselves. The Vice-President or Vice-Chairperson or, if more than one (1), the Vice-Presidents or Vice-Chairpersons, in order of seniority, shall preside as chairperson at any meeting of the board of directors or members in the absence or inability or refusal to act of the President/Chairperson and shall be vested with all the powers and shall perform all duties of the President/Chairperson. In the absence of a Vice-President or Vice-Chairperson or Vice-Presidents or Vice-Chairpersons or inability or refusal of the Vice-President or Vice-Chairperson or Vice-Presidents or Vice-Chairpersons to act, the board of directors who are present at the meeting shall choose another director as chairperson of the meeting, who shall be vested with all the powers and shall perform all the duties of the President/Chairperson in the absence or inability or refusal to act of the President/Chairperson or Vice-Presidents or Vice-Chairpersons.

C. Chief Executive Officer

The board of directors shall appoint a Chief Executive Officer and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members of the Corporation) and to employ and discharge agents and employees of the Corporation. The Chief Executive Officer shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The Chief Executive Officer shall have the right to attend meetings of the Board of Directors, except for any meetings where the discussion is about the Chief Executive Officer, but will not be entitled to vote at such meetings.

D. Secretary

The Secretary shall give or cause to be given notices for all meetings of the board of directors and members of the Corporation when directed to do so, and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in s. 300 of the Act.

E. Treasurer

Subject to the provisions of any resolution of the board of directors, the Treasurer who shall also act as the Chairperson of the Finance/Audit Committee shall oversee the care and custody of all of the funds and securities of the Corporation. The treasurer shall keep or cause to be kept the requisite books of account and account records. The Treasurer may be required to give such bond for the faithful performance of the

Treasurer's duties as the board of directors in their uncontrolled discretion may require, but no director shall be liable for any 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.

F. Assistant Secretary and Assistant Treasurer

The Assistant Secretary or, if more than one (1), the Assistant Secretaries, in order of seniority, and the Assistant Treasurer or, if more than one (1), the Assistant Treasurers, in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.

**FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

35. For the Protection of Directors and Officers

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for 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 the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which 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 tortious act of any person including any person with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage, misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

**INDEMNITIES TO DIRECTORS AND OTHERS**

36. Indemnities to Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of 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 the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of duties of such office or in respect of any such liabilities; and

- B. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

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

### **INTERESTED DIRECTOR CONTRACTS**

#### **37. Conflict of Interest**

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by s. 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or void able and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contact or arrangement by reason of any fiduciary relationship.

#### **38. Submission of Contracts or Transactions to Members of the Corporation for Approval**

The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members of the Corporation or at any general meeting of the members of the Corporation called for the purpose of considering the same and, subject to the provisions of s. 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid

and as binding upon the Corporation and upon all the members of the Corporation as though it had been approved, ratified or confirmed by every member of the Corporation.

## MEMBERS

### 39. Entitlement

Membership in the Corporation shall be restricted to those persons who are appointed or elected to the board of directors of the Corporation. On appointment or election to the board of directors, such person shall automatically be admitted as a member of the Corporation.

### 40. Resignation

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Chairperson. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member of the Corporation shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

### 41. Termination of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- A. upon death or dissolution of the member;
- B. when the member's period of membership expires (if any);
- C. when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- D. when the member ceases to be a director;
- E. if at a special meeting of members of the Corporation, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such a meeting;
- F. if a member is absent from three (3) consecutive meetings of members, subject to a resolution passed by the remaining members confirming that the interest of such member in the Corporation has lapsed and ceases to exist; or
- G. if the member is a director appointed by the City of Kingston Municipal Council



and such appointment is revoked by the City of Kingston Municipal Council.

## **MEMBERS' MEETINGS**

### **42. Annual Meeting**

Subject to compliance with s. 293 of the Act, the annual meeting of the members of the Corporation shall be held on such day in each year and at such time as the directors may by resolution determine but, in any event, not later than April 30th of each year, at any place within the City of Kingston as determined by the board of directors or, in the absence of such determination, at the place where the head office of the Corporation is located.

### **43. General Meetings**

Other meetings of the members of the Corporation may be convened by order of the President/Chairperson, a Vice-President or Vice-Chairperson or by the board of directors at any date and time and at any place within the City of Kingston or, in the absence of such determination, at the place where the head office of the Corporation is located. The board of directors shall call a general meeting of members of the Corporation on written requisition of not less than five (5) members.

### **44. Notice**

Subject to s. 133(2) of the Act, ten (10) days' written notice shall be given to each voting member of the Corporation of any annual or special general meeting of members of the Corporation. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members of the Corporation to form a reasoned judgment on the decision to be taken.

### **45. Waiver of Notice**

A member and any other person entitled to attend a meeting of members of the Corporation may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **46. Error or Omission in Giving Notice**

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

#### 47. Quorum

A quorum at any meeting of the members of the Corporation shall be a majority of members of the Corporation being present or represented by proxy, at least one of which must be an appointee of the Municipal Council for the City of Kingston. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members of the Corporation or within such reasonable time thereafter as the members of the Corporation present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. Notice of time and place of adjourned meeting shall be given to members.

#### 48. Chairperson of the Meeting

In the event that the President/Chairperson is absent, the Vice-President or Vice-Chairperson will assume the responsibilities of the President/Chairperson. If the Vice-President or Vice-Chairperson is also absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the meeting shall be adjourned as if a quorum was not present and the provisions of the preceding paragraph shall apply.

#### 49. Adjournment

The chairperson of any meeting may with the consent of the meeting adjourn from time to time to a fixed time and place. 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.

#### 50. Voting of Members of the Corporation

Every question submitted to any meeting of members of the Corporation shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these by-laws. In the case of any equality of votes, the chairperson of the meeting shall not have a second or casting vote in addition to the initial vote to which the chairperson is entitled.

No member of the Corporation shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

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

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If, at any meeting, a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If, at any meeting, a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

#### 51. Proxies

Votes at meetings of the members of the Corporation may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member of the Corporation is entitled to vote, every member of the Corporation and/or person appointed by proxy to represent one (1) or more members of the Corporation and/or individual so authorized to represent a member of the Corporation who is present in person shall have one (1) vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member of the Corporation who is entitled to vote at the meeting and who is present in person or by telephone or represented by an individual so authorized shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each member of the Corporation who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member of the Corporation or the member's attorney authored in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a member of the Corporation. A proxy may be in the following form:

*The undersigned member of [name of Corporation] hereby appoints [name] of [domicile] or failing the person appointed above [name] of [domicile] as the proxy of the undersigned to attend and act at the [special/general/annual] meeting of the members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.*

DATED this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 2\_\_\_\_

Signature of Member \_\_\_\_\_

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members of the Corporation is to be held and for particulars of such proxies to be sent electronically or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members of the Corporation may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a member of the Corporation notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such electronic or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

## CUSTODY AND VOTING OF SHARES AND SECURITIES

### 52. Voting Shares and Securities

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

### 53. Custody of Securities

All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one (1) nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

## EXECUTION OF INSTRUMENTS

### 54. Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- A. any one (1) of the Chief Executive Officer or the Operations Manager;
- B. when two (2) signatures are required, it shall be the Chief Executive Officer together with the Operations Manager, or the President/Chairperson, or in his/her absence any one (1) director of the board of directors;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power 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 and instruments in writing generally or to signing specific contracts, documents or instruments in writing.

The term 'contracts, documents or instruments in writing', as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

## CHEQUES, DRAFTS, NOTES, ETC.

### 55. 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 as per the Finance Section in the Operations and Human Resources Policy Manual and in such manner as the board of directors may from time to time designate by resolution.

## **NOTICES**

### **56. Service**

Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws, to be sent to any member of the Corporation or director or to the auditor shall be delivered personally or sent by prepaid mail or electronically to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **57. Signature to Notices**

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### **58. Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **59. Proof of Service**

With respect to every notice or other document sent it shall be sufficient to provide that the notification or document was properly addressed. A certificate of any officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor of the Corporation or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

## AUDITORS

### 60. Auditors

The members of the Corporation shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members of the Corporation who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by members of the Corporation or by the directors if they are authorized to do so by the members of the Corporation and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members of the Corporation may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

## FINANCIAL YEAR

61. The financial year of the Corporation shall terminate on the 31st of December in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 12 day of December 2022

WITNESS the seal of the Corporation

Chair: 

Secretary: 