

BY-LAW NO. 2

A By-law relating generally to the conduct of the affairs of the Save Ontario Shipwrecks ("SOS").

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Save Ontario Shipwrecks as follows:

GENERAL PROVISIONS

1. Definitions.

- a. "Act" means the Corporations Act, Revised Statutes of Ontario 1990, c. C.38, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment of substitution, any references in the By-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
- b. "Board Chair / President" as used herein after refers to the Chairperson of the Board of Directors and President of Save Ontario Shipwrecks;
- c. "Board of Directors" as used herein after refers to the duly constituted Board of Save Ontario Shipwrecks;
- d. "By-law" means any by-law of the Corporation from time to time in force and effect;
- e. "Corporation" means Save Ontario Shipwrecks (SOS);
- f. "Local Chapter Committee" means a group of members of Save Ontario Shipwrecks recognized and confirmed by Save Ontario Shipwrecks to be responsible for the implementation of the policies and directives of the Corporation on its behalf within a geographical region designated by the Corporation in the manner determined by the Corporation;
- g. "Local Chapter Committee Chair" as used herein after refers to the Chair of a duly recognized Local Chapter Committee of Save Ontario Shipwrecks;
- h. All terms contained in the By-laws which are defined in the Act shall have the meanings given to those terms in the Act.

2. **Corporate Seal.**

a. The Seal, which impression appears below is the Corporate Seal of Save Ontario Shipwrecks:

b. The Seal shall be affixed to all Chapter Certificates, contracts, instruments, promissory notes, deeds and other such documents as required by resolution of the Board.

HEAD OFFICE

3. **Head Office.** The head office of SOS shall be in the Township of Blenheim, in the Province of Ontario, or elsewhere within the Province of Ontario and at such place within the municipality as the directors or the members of SOS may from time to time by resolution fix.

DIRECTORS

4. **Duties and number.** The affairs of SOS shall be managed by the board of directors who may do all such things as may be done by SOS that are not expressly required by the By-laws or by statute to be done in some other manner. The Board of Directors shall consist of the number of directors elected at the annual meeting or by special resolution of SOS at a special meeting subsequently held subject to the provisions of the Corporations Act and being a number of directors not less than three (3) and not greater than twenty-five (25).

5. **Qualifications.** Every director shall be eighteen (18) or more years of age and shall be a member of SOS, or become one upon being elected a director and no undischarged bankrupt shall become a director.

6. **Election and Removal.** The directors' term of office shall be from the date of the meeting at which they are elected or appointed for a term of two (2) years until the annual general meeting in the second year next following or until their successors are elected or appointed. Directors shall be elected by the members yearly or biannually in a general meeting. Directors shall be eligible for re-election. Members may by special resolution at a meeting called for that purpose, remove a director.

7. **Vacation of office.** The office of a director shall be vacated if the director:

- a. becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- b. is found to be a mentally incompetent person or becomes of unsound mind;

- c. by notice in writing resigns, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
 - d. dies or is removed from office in accordance with paragraph 6.
8. **Filling Vacancies.** Provided there is a quorum of directors, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the directors then in office, otherwise a vacancy shall be filled at the next annual meeting of the members. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall be deemed to have occurred, and may be filled by the directors then in office.
9. **Executive Committee.** The directors may elect from among their number an executive committee consisting of the officers of SOS and may include the Chair of each Committee struck by the Board of Directors (and in any event not less than three directors), and the directors may delegate to such executive committee any of the powers of the Board of Directors. Subject to any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members.

MEETINGS OF DIRECTORS

10. **Place of meeting.** Meetings of the Board of Directors may be held either at the head office or at any place within or outside Ontario.
11. **Notice.** A meeting of directors may be convened by the President, a Vice-President or any two directors at any time, and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served not less than two (2) days before the meeting is to take place provided, however, that the Board of Directors may from time to time by resolution, fix any other number of days that it deems appropriate for service of a notice of a meeting of the Board of Directors. A director may waive notice of a meeting of directors and attendance constitutes a waiver of notice unless a director attends for the express purpose of objecting that the meeting is not lawfully called. Further, 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 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 is held immediately thereafter, then for that meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, provided a quorum is present, no notice shall need be given to the newly elected or appointed directors or director.

12. **Omission of Notice.** The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.
13. **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting with the consent of the meeting and without further notice, to a fixed time and place and any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. 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.
14. **Regular meetings.** The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
15. **Quorum.** The number of directors which shall form a quorum for the transaction of business shall be that set out in the Letters Patent or a special resolution of SOS and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
16. **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. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
17. **Telephone Participation.** If all the directors of SOS present at or participating in the meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting.

POWERS OF DIRECTORS

18. **Administer Affairs.** The directors of SOS may administer the affairs of SOS in all things and make or cause to be made for SOS, in its name, any kind of contract which SOS may lawfully enter into and may exercise all such other powers and do all such other acts and things as SOS is authorized to exercise and do.
19. **Expenditures.** The directors shall have power to authorize expenditures on behalf of SOS from time to time and may delegate, by resolution to an officer or officers of SOS, the right to employ and pay salaries to employees.

20. **Borrowing Power.** The directors of SOS may from time to time:
- a. borrow money on the credit of SOS;
 - b. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other liabilities whether secured or unsecured) of SOS;
 - c. charge, mortgage, hypothecate or pledge all or any property of SOS, to secure any debt or liability of SOS;
 - d. delegate the powers conferred on the directors under this By-law to such officer or officers of SOS and to such extent and in such manner as the directors shall determine.
21. **Agents and Employees.** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
22. **Remuneration of Agents and Employees.** The remuneration of all agents and employees may be fixed by the Board of Directors by resolution.
23. **Committees.** Save and except Local Chapter Committees the Board of Directors may from time to time continue, establish and appoint any other committee or committees, as it deems necessary or appropriate for the purposes of the Corporation and with such powers as the Board of Directors 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. The Board of Directors may remove any committee member and such committee members shall not directly or indirectly receive any profit from their positions as such provided that committee members may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

REMUNERATION OF DIRECTORS

24. **Remuneration of Directors.** The directors shall serve without remuneration and directors shall not directly or indirectly receive any profit from their positions as such provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

OFFICERS

- 25.1 **Election of President and Secretary.** The directors shall, following each Annual General Meeting of SOS, elect from among the elected directors a President and a Secretary. When a new director is elected as President that person's predecessor shall occupy the office of Past-President. Each incumbent President and Secretary 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 SOS 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 if such is a necessary qualification of appointment;
- d. the meeting at which the members elect the President and Secretary of SOS; and
- e. that officer's removal or death.

A director may be appointed to any office of SOS but, subject to Section 291 of the Act, none of the said officers except the President and Secretary need be a director or member of SOS. Except for the office of the President and the office of the Secretary, two or more offices may be held by the same person. The Board of Directors may from time to time appoint such other officers as it deems necessary, which officers shall have the authority and perform the duties as are prescribed by the Board of Directors.

25.2 **Appointment.** If deemed advisable, the directors may appoint annually or more often as may be required an honorary Treasurer, and one or more Vice-Presidents, and an honorary Counsel. 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 SOS 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 if such is a necessary qualification of appointment;
- d. the meeting at which the directors appoint the officers of SOS; and
- e. that officer's removal or death.

A director may be appointed to any office of SOS but, subject to Section 291 of the Act, none of the said officers except the President and Secretary need be a director or member of SOS. Except for the office of President and the office of Secretary, two or more offices may be held by the same person. The Board of Directors may from time to time appoint such other officers as it deems necessary, which officers shall have the authority and perform the duties as are prescribed by the Board of Directors.

26. **Remuneration of officers.** The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors.

27. **Removal of Officers.** All officers appointed by the Board of Directors, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

28. **Vacancies.** If the office of any officer of SOS shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by

resolution may appoint a person to fill such vacancy in accordance with the provisions contained in this By-law.

29. **Powers and duties.** All officers 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, but not be limited to:
- a. **President.** The President shall be the chief executive officer of SOS unless otherwise determined at an Annual General Meeting of SOS, in which case, the Board of Directors shall by resolution appoint from among themselves a chief executive officer who is a member of SOS, to hold office until the next Annual General Meeting and the chief executive officer appointed shall be vested with and may exercise all of the powers and perform all of the duties of a chief executive officer and shall chair all meetings of the board of directors. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of a chief executive officer, and shall chair all meetings of the Board of Directors.
 - b. **Vice-President.** The Vice-President or, if more than one, the Vice-Presidents, in order of seniority of office, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
 - c. **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the corporate seal of SOS, the minute books of SOS and of the documents and registers referred to in Section 300 of the Act.
 - d. **Treasurer.** Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of SOS and shall deposit the same in the name of SOS in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records.
 - e. **Executive Director.** The Board of Directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of SOS (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members) and to employ and discharge agents and employees of SOS or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the Board of Directors of SOS and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of SOS. The Executive Director shall attend all meetings of the Board of Directors and all meetings of any Executive Committee, and any such other committee meetings as may be required by committees of the Board of Directors struck from time to time.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

30. **For the Protection of Directors and Officers.** Except as otherwise provided in the Act no director or officer of SOS shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to SOS through the insufficiency or deficiency of title to any property acquired by SOS or for or on behalf of SOS or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to SOS shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to SOS or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default. The directors and officers for the time being of SOS shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of SOS, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of SOS shall be employed by or shall perform services for SOS otherwise than as a director or officer or shall have an interest in a person who is employed by or performs services for SOS, the fact of being a director or officer of SOS shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OTHERS

31. **Indemnities to Directors and Others.** Every director or officer of SOS or other person who has undertaken or is about to undertake any liability on behalf of SOS or any corporation controlled by it and their heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of SOS, from and against:
- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
 - b. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

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

INTERESTED DIRECTOR CONTRACTS

32. **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract with SOS 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. No director shall be disqualified from office by reason of holding any office or being in any way directly or indirectly interested or contracting with SOS. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of SOS in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to SOS or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

LOCAL CHAPTER COMMITTEES

33. **Local Chapter Committees.** Committees hereinbefore known as Local Chapters are deemed to be certified Local Chapter Committees empowered in the manner provided in paragraph 34 next following. Committees save and except Local Chapter Committees shall be created and established in the manner provided in paragraph 23 herein. Local Chapter Committees shall be created and dissolved as follows:
- a. Local Chapter Committee Certification - A Local Chapter Committee shall first be certified for creation by special resolution of the Board of Directors and shall be designated as a probationary Local Chapter Committee;
 - b. A probationary Local Chapter Committee can be certified at the discretion of the Board of Directors provided the following criteria have been met:
 - I) The probationary Local Chapter Committee shall ordinarily be comprised of at least six (6) members of the Corporation unless the Local Chapter Committee is deemed by the Board of Directors to be situated in an isolated geographical region;
 - II) A probationary Local Chapter Committee deemed by the Board of Directors to be situated in an isolated geographical region may be certified at the discretion of the Board of Directors as a probationary Local Chapter Committee notwithstanding that the number of members of the probationary Local Chapter Committee certified by the Board of Directors is less than six (6) members.
 - III) In the next calendar year following the certification of a probationary Local Chapter Committee by the Board of Directors, the probationary Local Chapter Committee must initiate and continue initiatives concerning marine heritage preservation and must maintain the same minimum membership level existing on the date of certification by the Board of Directors;
 - IV) Following its creation, the members of a probationary Local Chapter Committee shall within fifteen days of certification hold a meeting of the committee members and elect a committee Chairman, Secretary/Treasurer

and such other officers as the Committee members deem to be appropriate for the running of the probationary Local Chapter Committee;

- V) At the completion of the probationary period, a probationary Local Chapter Committee shall cease to exist unless it is approved at the Annual General Meeting of the Corporation next following to continue as a Local Chapter Committee.

34. **Local Chapter Committee Activities.**

- a. Both a Local Chapter Committee and a probationary Local Chapter Committee shall be responsible for implementing and carrying out the objectives and policies of the Corporation within a defined geographical region of Ontario (the Local Chapter Committee service area), and the Local Chapter Committee Chair shall account to the Board for the operation of the Chapter within the provision of the Letters Patent, Supplementary Letters Patent, By-laws and Policies of the Corporation;
- b. Each Local Chapter Committee shall establish a headquarters within that Chapter's service area, and shall maintain at that headquarters all such records and correspondence of the Chapter which are not required to be kept at the Headquarters of the Corporation;
- c. All goods, equipment, intellectual property, chattels, monies and other assets purchased by, donated to, or otherwise acquired and held in trust by a Local Chapter are the property of the Corporation and shall be held in the name of Save Ontario Shipwrecks;
- d. Any intellectual property acquired by an individual member of a Local Chapter Committee of Save Ontario Shipwrecks or by a member of the Corporation relating to the activities of the Corporation, undertakes and agrees with the Corporation to hold the intellectual property in trust for the Corporation. In the event that the membership of a member holding intellectual property in trust for the Corporation is terminated, or the individual member fails to renew his/her membership, he/she agrees to immediately deliver the entirety of the intellectual property available in his/her possession to the Corporation.
- e. Intellectual property is defined as knowledge and documentation obtained or in a member's possession, and may include, but is not limited to research information or survey information.
- f. Each Local Chapter Committee shall provide to the Board of Directors of the Corporation, a statement of the affairs of that Local Chapter Committee in the form and containing the information as determined by the Board of Directors.
- g. Each Local Chapter Committee shall in each year whenever possible hold an Annual General Meeting (AGM) of the committee members during the months of January or February in the year next following for the purpose of conducting the following business:

- I) Election of the Local Chapter Committee Executive;

- II) Receiving the financial statement and report of the Local Chapter Committee Executive;
 - III) Reviewing the Local Chapter Committee's initiatives concerning Marine Heritage Conservation throughout the year and setting the priorities for the coming year;
 - IV) Conducting such other business as the Committee Chairman of the Local Chapter Committee, or the Committee members deem appropriate;
- h. Local Chapters Committees shall hold General Meetings of their members at such times and at such places as their members shall decide for the purpose of carrying out committee business as the committee members shall decide;
- i. Local Chapter General Meetings are called:
- I) By the Local Chapter Committee Chair at his/her discretion;
 - II) By the Local Chapter Committee members upon presentation to the Local Chapter Committee Chair a written request to call a meeting setting out the nature of the purpose of the meeting, and signed by at least one-sixth (1/6) of the registered members of the Local Chapter Committee; and where one-sixth of the Local Chapter Committee members is less than one person, then and in that event by one of the Local Chapter Committee members upon presentation to the Local Chapter Committee Chair of a written request to call a meeting. Such written request to set out the nature and the purpose of the meeting, and signed by at least one of the registered members of the Local Chapter Committee;
 - III) By the President of the Corporation at his discretion.
- j. Notification of Local Chapter Committee Meetings shall be given to all members of the Local Chapter Committee in such a manner as the committee members shall decide; and,
- k. Local Chapter Committees shall be dissolved by special resolution of the Corporation as the Corporation deems proper for the efficient operation of the Corporation.

MEMBERSHIP

35. **Entitlement.** All members of SOS shall become members of SOS at the pleasure of the Corporation in the manner it may from time to time determine subject to the by-laws and policies of the Corporation existing from time to time.
36. **Resignation.** Members may resign in writing which resignation shall be effective upon receipt of the member's notice of resignation by the Corporation.
37. **Transfer of Membership.** Membership is not transferable.

38. **Membership Qualifications.** Membership in the Corporation is open to any person with an interest in Marine Heritage Conservation in Ontario, who is prepared to support the objects of the Corporation, and abide by the by-laws and policies in place from time to time. To qualify as member, a candidate for membership must in addition to any other requirements;
- a. Complete any application form if required by the Corporation;
 - b. Pay in advance any membership fee established by the Corporation in accordance with the policy of the Corporation; and
 - c. Must not have held a valid membership in the Corporation in the twelve (12) preceding months which was revoked.

Each member of the Corporation on attaining membership may participate as a member in only one (1) Local Chapter Committee as approved by the Board of Directors taking into account the individual member's geographical location within the Province of Ontario or if requested by the member, the member may participate in a Local Chapter Committee outside of his geographical area if approved by the Board of Directors. Members can request a change in Local Chapter Committee membership upon the anniversary of any renewal of membership.

MEMBERSHIP CLASSIFICATIONS

39. **Membership Classifications.** Members of the Corporation may be divided into as many classifications of members as the Corporation may determine to be appropriate for the proper operation of the Corporation including, but not limited to, the classifications next following;
- a. INDIVIDUAL MEMBERSHIPS - Individual persons, in or outside the Province of Ontario, who have met the membership qualifications.
 - b. LIFE MEMBERSHIPS - Individual members, in or outside the Province of Ontario, who have met the membership qualifications as Life Members.
 - c. HONOURARY MEMBERS - Individual persons designated by the Corporation shall be Honourary Members in recognition of service and dedication to the preservation of Ontario's Marine Heritage.
 - d. INSTITUTIONAL/CORPORATE MEMBERSHIPS - Corporations, companies, clubs, associations, institutions or other organizations which meet the membership qualifications provided however that any such member must designate in writing to the Corporation the identity of the individual who may exercise the voting right of the institutional/corporate member.
 - e. FAMILY MEMBERSHIPS - Available to applicants who are not institutional/corporate members who meet the qualifications to be an individual member. A family is defined as a group of persons who form a household and are related by blood, marriage, or mutual support.

- f. MEMBERS AT LARGE - Individual persons designated by the Corporation shall become Members at Large in recognition of service to the Corporation's objects and policies.
- 40.1 **Liability of Members.** Members are not responsible for any act, debts or obligations of SOS nor for any claims, injuries, losses, transactions or other things related to the Corporation.

MEMBERSHIP DUES

- 40.2 **Dues.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

MEMBERS' MEETINGS

41. **Annual Meeting.** Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of SOS is located.
42. **General Meetings.** Other meetings of the members may be convened by order of the President or a Vice-President or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of SOS is located.
43. **Notice.** Subject to Section 133(2) of the Act, ten (10) days' written notice shall be given to each member of any annual or special general meeting of members.
44. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting that the meeting is not lawfully called.
45. **Omission of Notice.** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of SOS shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
46. **Quorum.** A quorum at any meeting of the members shall be the persons present being not less than a number equal to the number of directors in attendance and being, or representing by proxy, not less than the total number of persons comprising the Board of Directors plus one member of the Corporation. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

47. **Adjournment.** The chairperson of any meeting may with the consent of the meeting adjourn to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.
48. **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.
49. **Voting Rights of Members.**
- a. Every member in good standing for at least ten (10) days is entitled to one (1) vote on any resolution at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, subject to the provisions of the By-laws and any amendments thereto. Institutional/Corporate members shall be entitled to one (1) vote at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, subject to the provisions of the By-laws and any amendments thereto. Family members are entitled to a total of two (2) votes at a Local Chapter Committee General Meeting, provided that the family members exercising each vote are different individuals from the same family and in attendance at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, subject to the provisions of the By-laws and any amendments thereto and further provided that the family member exercising a vote have been designated in writing by all members of the family as the person or persons entitled to cast a family vote.
 - b. Members may vote personally or by proxy except that where any Family member is present at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation no other Family member may vote by proxy, and where no Family members are present at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, then family members are entitled to one vote only by proxy provided the proxy is signed by the two family members otherwise entitled to vote and subject to the provisions of the By-laws and any amendments thereto subject to the provisions of the By-laws and any amendments thereto.
 - c. Proxies are to be presented to the Committee Chair or to the President or the President's duly appointed substitute prior to a general meeting commencing.
 - d. A member proxy may be exercised by a Local Chapter Committee Chair, or by a Local Chapter Committee representative who is a member of the Local Chapter Committee and approved and designated by a Local Chapter Committee Chair provided however that a member proxy appointed by the members of a Local Chapter Committee at a general meeting shall supersede and stand in the place of and exercise a member proxy in the place and stead of the Local Chapter Committee Chair and in the place and stead of the Local Chapter Committee representative.

- e. Where possible a proxy shall include the specifics of the motion and the vote to be cast or the name of a candidate for office and the vote to be cast.

EXECUTION OF INSTRUMENTS

50. **Documents.** Documents in writing requiring the signature of SOS may be signed by any one of: the President or a Vice-President together with any one of the Secretary, Treasurer or the Executive Director; or by: any two directors. 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 SOS either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

CHEQUES, DRAFTS, NOTES, ETC.

51. **Cheques, Drafts, Notes Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of SOS, and in such manner as the Board of Directors may from time to time designate by resolution.

NOTICES

52. **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 or director or to the auditor shall be delivered personally or sent by prepaid mail or facsimile or other acceptable form of electronic communication to any such member or director at their latest address as shown in the records of SOS, and the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
53. **Signature to notices.** The signature of any director or officer of SOS to any notice or document to be given by SOS may be printed, written, or electronically reproduced or partly printed, written or electronically reproduced.
54. **Computation of time.** Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of SOS, the day of service or posting of the notice shall not be counted in such number of days or other period.

BY-LAWS

55. **By-laws.** The Board of Directors may from time to time enact by-laws relating in any way to SOS or to the conduct of its affairs, including but not limited to by-laws providing for applications for supplementary letters patent, and may from time to time by way of by-law amend, repeal or re-enact the by-laws and any such by-law shall be sanctioned by the members and become effective in accordance with the Act.

AUDITORS

- 56. **Auditors.** The members shall at each annual meeting appoint an auditor to audit the accounts of SOS for report to members who shall hold office until the next following annual meeting although the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office continues until a successor is appointed.

- 57. **Financial Year.** The financial year of SOS shall terminate on the last day of each year or on such other date as the directors may from time to time by resolution determine.

- 58. **Interpretation.** In this By-law, unless the context otherwise specifies or requires:
 - a. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; as appropriate, words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and,

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

- 59. **Pre-existing By-laws.** All by-laws of the Corporation hereinbefore enacted are hereby revoked and are of no further force and effect following the approval and enactment of this By-law no. 2.

ENACTED this day of , 2006.

President

Secretary