



# Douglas • Coldwell Foundation

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# Fondation Douglas • Coldwell

## **BY-LAWS (amended)**

### **SEAL**

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

### **MEMBERSHIP**

2. Membership in the Corporation shall be open to every person interested in furthering the charitable purposes of the Corporation and whose application for admission as member has received the approval of the Board of Directors.

3. There shall be four classes of membership in the Corporation namely:

- Individual Life Membership
- Individual Sustaining Membership
- Individual Annual Membership
- Association Annual Membership

(1) An Individual Life Member shall be entitled to one vote at every meeting of members of the Corporation; he or she shall pay a fee of \$1,000 or more on admission but shall not be required to pay any further fees or dues;

(2) An Individual Sustaining Member shall be entitled to one vote at every meeting of the Corporation; he or she shall pay a fee of \$100 or more on admission to membership and such annual membership fees as may from time to time be specified in the Rules and Regulations.

(3) An Individual Annual Member shall be entitled to one vote at every meeting of members of the Corporation; he or she shall pay a fee of \$25 or more on admission to membership and such annual membership fees as may from time to time be specified in the Rules and Regulations.

(4) An Association Annual Member shall be entitled to one vote at every meeting of members of the Corporation; it shall pay a fee of \$50 or more on admission to membership and such annual-membership fees as may from time to time be specified in the Rules and Regulations.

(5) In these By-laws the word "Association" shall mean any body other than an individual which is duly constituted as an organization of any kind whether or not recognized as a person for legal purposes and includes a trade union, a partnership, a club and a corporation with or without share capital. For the purpose of interpreting this definition, the decision of the Board of Directors shall be final.

5. Any member may resign from the Corporation by delivering to the Corporation a written resignation and lodging the same with the Executive Secretary.

6. (1) The membership of any member may be terminated by:

(a) a vote of seventy-five per cent or more of those members present and voting in person or by proxy at any general meeting of members, provided that no member shall be removed unless he has first been given an opportunity to be heard;

(b) the member's failure to pay annual membership fees within, two years after the end of the fiscal year for which they are due. Such person's membership may be restored by payment of the current year's membership fees.

(2) Membership privileges, including holding office and voting at meetings may not be exercised by any person whose fees- are not fully paid for the then current fiscal year.

### **HEAD OFFICE**

7. The head office of the Corporation shall be in the regional municipality of Ottawa-Carleton in the County of Carleton and Province of Ontario, Canada and at such place therein as may from time to time be specified in the Rules and Regulations.

8. The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may from time to time decide.

### **BOARD OF DIRECTORS**

9. The affairs and property of the Corporation shall be managed by a board of seventeen directors. Seven directors constitute a quorum.

10. The Corporation may, from time to time, appoint an Honorary Chairperson and/or one or more Honorary Patrons or Participating Advisors of the Corporation each of whom shall be entitled to attend and participate in all meetings of the Board as a non-voting participant.

11. Subject to the provisions of Section 27, every director shall be elected at an annual meeting of the Corporation and shall, at the time of election and throughout his or her term of office, be a member of the Corporation. He or she shall hold office for three years and shall remain in office until the adjournment of the meeting at which his or her successor is elected. Every director shall be eligible for re-election.

12. The office of director shall be vacated:

(a) if a director delivers a written resignation to the Corporation;

(b) if the Board declares vacant the position of any director who fails to perform any duty assigned to him by the Board -- or who fails to attend two consecutive duly called meetings without, in the opinion of the Board, having a reasonable excuse;

(c) if, at a general meeting of members a resolution is passed by a vote of seventy-five per cent or more of those members present and voting in person or by proxy, that the director be removed

from office, provided that no director may be thus removed from office unless he has first been given an opportunity to be heard.

(d) if he or she ceases to be a member of the Corporation on death or incapacity.

13. Meetings of the Board of Directors must be held at least twice a year and may be held at any time and place within the regional Municipality of Ottawa-Carleton aforesaid or, if the directors by resolution so determine, elsewhere in Canada.

14. If all the Directors consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone call.

15. Fifteen days notice of every meeting of the Board shall be sent in writing to each director except that no formal notice shall be necessary if all directors are present at the meeting or if those absent waive notice thereof in writing. Directors' meetings may be called by the President or by the Executive Secretary on direction of the President or by the Executive Secretary on direction in writing of five directors.

16. The Board of Directors shall take such steps as they 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.

17. No director shall receive remuneration for services as director but nothing herein shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

18. A director shall be paid expenses as provided in the Rules and Regulations for attendance at Board meetings and, if he or she is a member of the Executive or other Committee of the Corporation, at each meeting thereof.

19. 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 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default or in excess of the authority delegated to him by the Board.

## **COMMITTEES**

20. The Board of Directors shall elect annually from among their number an Executive Committee comprised of the Officers and such other members as they may by resolution determine and may delegate to such Executive Committee any powers of the Board, subject to

such restrictions, if any, as may be imposed from time to time by the Board. Any Executive Committee member may be removed by a majority vote of the Board of Directors.

21. The Board may, subject to the provisions of Section 53, appoint other Standing or Ad Hoc committees, each comprised of three or more members and each chaired by member of the Board, assigning to each such committee those duties and responsibilities as to the Board seems meet and may delegate to each such committee such power and authority as may be necessary for the carrying of its terms of reference. Such duties, responsibilities, power and authority shall be specifically set out in the Rules and Regulations.

22. Meetings of the Executive Committee shall be held at any' time and place as is determined by the members of such committee provided that 48 hours written notice of such meeting shall be given to each member of such committee. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

23. (a) The quorum of any Committee shall be a majority thereof.

(b) Every member of the Executive Committee and of each Standing Committee shall hold office until the conclusion of the first Board meeting following the next annual meeting.

(c) Every member of any Ad Hoc committee shall hold office until the completion of the task for which they were appointed or until the conclusion the first Board meeting following the next annual meeting whichever comes first.

(d) No committee member shall receive remuneration for services as a committee member but nothing herein shall be construed to preclude any committee member from being paid expenses as provided in the Rules and Regulations for attendance at Committee meetings.

24. The remuneration of every officer, agent and employee shall be fixed by the Board by resolution.

## **OFFICERS**

25. The officers of the Corporation shall be a President, two Vice Presidents, an Executive Secretary, a Treasurer and such other officers as the Board, may by resolution determine and appoint.

26. The President, two Vice-Presidents, Executive Secretary and Treasurer shall be elected at the first meeting of the Board and at the first Board meeting following each subsequent annual meeting of members of the Corporation. They shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Any other officers shall be appointed from time to time and for such terms as may be determined by the, Board. Officers shall be subject to removal by resolution of the Board of Directors at any time.

## **VACANCIES**

27. Should a vacancy occur among the membership of the Board of Directors or among the Officers or the membership of any Committee, the Directors, then remaining, shall by resolution

passed at a meeting and/or by written resolution, signed by all the Directors, appoint a member of the Corporation to fill the vacancy for the unexpired term. Any such meeting may be held in whole or part by conference telephone and any such resolution may be signed in counterparts.

## **DUTIES OF OFFICERS**

28. The President shall preside at all meetings of the Corporation and of the Board and Executive Committee. He or she shall supervise the management of the affairs and business of the Corporation and see that all orders and resolutions of the Board are carried into effect.

The President shall, ex officio, be a member of every committee.

29. Either of the Vice-Presidents may, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be required of him or her by, the Board.

30. The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. He or she shall, with the advice and assistance of the Executive Committee, invest the funds of the Corporation in such securities as are allowed by law, reporting thereon at the regular meetings of the Board of Directors. Should the Treasurer be physically unable to attend a meeting, he or she shall arrange for a person, whether a member or not, who is cognizant of the Corporation's financial affairs, to attend the meeting, render a financial report and answer any questions thereon.

31. The Treasurer shall prepare an annual financial report which shall be audited and presented to the annual meeting. He or she shall make an interim financial report to each regular meeting of the Board, which shall include, inter alia, a complete list of the securities held by the Corporation at the date of the report and an itemized list of expenditures, made by the Corporation since the date of the last report.

32. Subject to the provisions of Section 24, the Treasurer shall engage such part or full-time bookkeeping or other assistance, as may be necessary for the performance of the required duties.

33. The Treasurer and all employees or others handling Corporation funds shall be bonded in amounts and with one or more sureties satisfactory to the Board for faithful performance of the required duties.

34. The Treasurer shall perform such other duties as may be prescribed by the Board.

35. The Executive Secretary shall be the chief executive officer of the Corporation and as such, shall have the general and active management of the business of the corporation. He or she shall attend all sessions of the Board and Executive Committee and all meetings of the members and shall record all votes and minutes of all proceedings in the books to be kept for that purpose. Should the Executive Secretary be physically unable to attend a meeting, the remaining members of the Board or Executive Committee, as the case may be, in attendance, shall appoint one of their number to record the votes and proceedings and prepare minutes of the meeting.

36. The Executive Secretary shall give or cause to be given notice of all meetings of the members and of the Board and Executive Committee. The Executive Secretary shall circulate resolutions for signature by officers or directors in counterpart as required.
37. The Executive Secretary shall keep the membership records and shall send or cause to be sent to every member a renewal notice when the membership is due for renewal.
38. The Executive Secretary shall be custodian of the seal of the Corporation, which shall be used only when authorized by a resolution of the Board.
39. The Executive Secretary shall perform such other duties as may be prescribed by the Board.
40. Subject to the provisions of Section 24, the Executive Secretary shall engage such part or full-time secretarial or other assistance as may be necessary for the performance of the required duties.

## **MEETINGS**

41. The annual meeting of the members of the Corporation, or any other general meeting of the members, shall be held at the head office of the Corporation or elsewhere in Canada as the Executive Committee may determine and on such day as the said Executive Committee shall appoint. The annual meeting shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding annual meeting.
42. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
43. Thirty days' prior written notice shall be given to each member of any annual or other general meeting of members. Where special business is to be conducted the notice must give sufficient information to enable each member to form a reasoned judgment. Fifteen members present in person or by proxy at meeting of members shall be constitute a quorum.
44. A member may appoint any individual member as proxy, in the form set out in Sec. 45 below, to act, for him/her and in his/her stead at any annual or general meeting of members.
45. Where a proxy is used by a member, not attending a. meeting, it shall be in the following form:

"I, \_\_\_\_\_ the undersigned member of The Douglas-Coldwell Foundation, hereby appoint \_\_\_\_\_, or failing him/her, \_\_\_\_\_, as my proxy to attend the (annual or general) meeting of the members of the Foundation to be held on the (date) and all adjournments thereof and to act on my behalf in all matters which may come before the meeting in the same manner, to the same extent and with the same power as I could do if personally present thereat.

"Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_."

\_\_\_\_\_  
(Signature of Member)

46. The Executive Secretary shall send to every member along with each notice of an annual or other general meeting of the members of the Corporation a form of proxy as set out in Section 45 together with return self addressed envelope.

47. At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these By-laws.

### **AMENDMENT OF BY-LAWS**

48. The By-laws of the Corporation may be repealed or amended by Bylaw passed by the Board and new By-laws may be passed by the Board but any such repeal or amended By-law shall not have effect unless sanctioned or confirmed by a vote of sixty-six and two-thirds per cent or more of those members present in person and voting, or voting by proxy, at a meeting duly called for the purpose, inter alia, of considering any such change. If a copy of such By-law is forwarded to every member not attending the meeting such members may vote thereon by resolution signed in counterpart and returned to the Executive Secretary.

49. No repeal or amendment of a By-law shall be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

### **AUDITOR**

50. The members shall at their first meeting and at each annual meeting thereafter appoint an auditor to audit the accounts of the Corporation for report to members at the next annual meeting, as provided in Section 31. He shall hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor. The auditor shall not be a director, officer or employee of the Corporation. The remuneration of the auditor shall be fixed by the Board.

### **FISCAL YEAR**

51. The fiscal and membership year of the Corporation shall be the calendar year.

### **EXECUTION OF DOCUMENTS**

52. Contracts, documents, By-laws and any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the President, Vice-Presidents, Treasurer and Executive Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power, from time to time, by provision in the Rules and Regulations, to appoint an officer or officers or other agent on behalf of the Corporation either to sign contracts, documents, By-laws and instruments in writing generally or to sign specific contracts, documents, and instruments in writing. The Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed by the Executive Secretary to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers or other agent appointed by resolution of the Board.

## **RULES AND REGULATIONS**

53. The Board, or between its meetings and subject to its approval, the Executive Committee, may prescribe Rules and Regulations not inconsistent with these By-laws relating to the program and/or management of the affairs and property of the Corporation.

### THE DOUGLAS-COLDWELL FOUNDATION

(Rules and Regulations -- as amended)

#### 1. Fees and Dues

1.1 An Individual Lifetime Member shall pay a one-time due of \$1,000.00

1.2 An Individual Annual Member shall pay minimum annual membership dues of \$60.00

1.3 A Youth (26 years of age and under) Individual Annual Member shall pay minimum annual membership dues of \$12.00

1.4 An Association Annual Member shall pay minimum annual membership dues of \$100.00

#### 2. Head Office

2.1 The head office of the Corporation shall be located at 300-279 Laurier Avenue West, Ottawa, ON, K1P 5J9

#### 3. Expenses

3.1 Each Director shall be paid the following expenses for attendance at Board Meetings and, if he or she is a member of the Executive or other Committee, at each meeting thereof:

3.1.1 The most economical return train, bus or airfare

3.1.2 Transportation as required to and from airport and for airport parking

3.1.3 If driving, kilometer reimbursement as per the Treasury Board guidelines

3.1.4 Single hotel room including taxes

3.1.5 Meals and personal expenses up to the daily maximum as per the Treasury Board guidelines