

The Savoy Society of Ottawa

By-Laws

Including amendments

OPERATING BY-LAW

BY-LAW NUMBER 1

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of

SAVOY SOCIETY OF OTTAWA

(Hereinafter called the “Society”)

SECTION ONE

INTERPRETATION

1.01 In all By-Laws, resolutions and minutes of the Society where the context so requires or permits:

- (a) The “Act” shall mean the Corporations Act of Ontario, and every other Act or Statute incorporated therewith or amending the same, or any Act or Statute substituted therefore, and in the case of such substitution of the reference in the By-Laws, resolutions and minutes of the Society to non-existing Acts or Statutes shall be read as referring to the substituted provisions in the new Acts or Statutes;
- (b) The “Board” shall mean the Board of Directors of the Society;
- (c) The “Society” shall mean the SAVOY SOCIETY OF OTTAWA;
- (d) One “Gender” shall include the other gender;
- (e) “Letters Patent” shall mean the Letters Patent incorporating the Society and shall include any Supplementary Letters Patent issued to the Society;
- (f) “Persons” or words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons;
- (g)
 - (i) the “plural” shall include the singular; and
 - (ii) the “singular” shall include the plural.

SECTION TWO

HEAD OFFICE

2.01 The Board from time to time may determine the location of the head office of the Society in the municipality in which it is situate pursuant to the Letters Patent incorporating the Society and as from time to time changed under

the provisions of the Act. The Society may also have an office or offices at such other place or places as the Board may from time to time appoint or the business of the Society may require.

SECTION THREE

SEAL

- 3.01 The corporate seal of the Society shall have inscribed thereon the name of the Society and be in such form as is impressed hereon or in such other form as the Directors may from time to time adopt.

SECTION FOUR

DIRECTORS

Number and Quorum

- 4.01 Until changed by By-law or Supplementary Letters Patent the number of directors of the Society shall be six to eight, of whom 4 shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies the remaining directors may exercise all powers of the Board, so long as a quorum of the Board remains in office.

Powers

- 4.02 The Board shall have full power and authority to manage and control the affairs and business of the Society.

Qualifications

- 4.02 The qualifications of a director shall be membership in the Society at the time of his election or appointment and throughout the remainder of his term of office.

Election and Term

- 4.03 The Board shall be elected, except as in this By-law otherwise provided, by the members of the Society at the annual meeting thereof (or in default of election at such meeting then at a special general meeting called for that purpose) and shall hold office, subject to the provisions of this By-law until the next annual meeting and/or until their successors are elected. Such election need not be by ballot unless demanded.

Removal

- 4.04 The members of the Society by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, may remove any director before the expiration of his term of office, and by a majority of the votes cast at that meeting or any subsequent meeting may elect any person in his stead for the remainder of his term.

Vacancies

- 4.06 The office of director shall ipso facto be vacated:
- (a) if he is found to be a mentally incompetent person or becomes of unsound mind;

- (b) if he ceases to be a member of the Society;
- (c) if by notice in writing delivered to the Society he resigns his office of director; or
- (d) if he becomes bankrupt or suspends payment or compounds with his creditors.

So long as a quorum of directors remains in office, any vacancies from time to time occurring by reason of the above, of any increase in the number of the Board under the provisions of the Act, of death, of removal by resolution of the members without election by them of a replacement, or otherwise, may be filled by such directors as remain in office. A person appointed by such directors as remain in office to fill a vacancy in the Board shall hold office (subject to the Letters Patent and By-laws) for the balance of the unexpired term of the vacating director.

Meetings

4.07

- (a) Place and Time: Subject to any restrictions in the Act or the Letters Patent meetings of the Board may be held at such place within Canada or outside Canada as the directors may from time to time by resolution decide or as the person or persons convening the meeting may direct.
- (b) Convening: The President or a Vice-President or any two directors may at any time convene a meeting of directors.
- (c) Notice: Notice of such meeting shall be given to each director not less than forty-eight hours before the meeting is to take place. Provided however that meetings of the Board may be held at any time without formal notice being given if all the directors are present, or if a quorum is present and those directors who are absent either before or after the meeting signify their consent in writing or by telegraphing or by any other form of transmitted recorded message, to the holding of the meeting in their absence. Notice of any meeting or any irregularities in any meeting or in the notice thereof may be waived by any director.

After the election of directors at a general meeting of members for the first meeting of the Board to be held immediately following such meeting, or in the case of a director elected to fill a vacancy on the Board for the meeting at which the election is made, no notice of such meeting shall be necessary to the newly elected director or directors in order legally to constitute the meeting provided a quorum of directors be present.

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each director forthwith after being passed but not less than two days before the first regular meeting is to take place (exclusive of the day on which the copy is given but inclusive of the day on which the first regular meeting is to take place) and thereafter no other notice shall be required for any such regular meeting.

Any director of the Society who may be resident either temporarily or permanently out of the Province or territory in which the head office of the Society is situate may file with the Secretary of the Society a written waiver of notice of any meeting of the directors being sent to him and may at any time withdraw such waiver and, until such waiver shall be withdrawn, no notice of meetings of directors need be sent to such director and any and all meetings of the directors of the Society, notice of which shall not have been given to such director, shall be valid and binding upon the Society providing it is otherwise duly held.

- (d) Attendance: No person shall be admitted to a meeting of the Board unless authorized by the Act or by the By-laws of the Society or on the invitation of the Chairman of the meeting or on the consent of the meeting.

Acts of Directors

- 4.08 No act or proceeding of any director or of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularities in regard to such act or proceeding or the qualification on such director or directors.

Acting on Auditors' Reports

- 4.09 Directors may rely upon the accuracy of any statement or report prepared by the Society's auditors and shall not be responsible or held liable for any loss or damage resulting when acting upon such statement or report.

Voting

- 4.10 All matters and questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chairman at the meeting shall have a second or casting vote in addition to his original vote.

Liability of Directors and Officers

- 4.11 No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officers, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty or be occasioned by his own wilful neglect or default.

Indemnity of Directors and Officers

- 4.12 Every director and officer of the Society and his 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 Society from and against:
- (a) All costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for 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 alleged so to be except such costs, charges or expenses as are occasioned by his own wilful default or neglect.
 - (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his own wilful default or neglect.

Remuneration of Directors

- 4.12 The directors shall be paid such remuneration, if any, as the Board from time to time by resolution may determine. Any remuneration so payable to a director who is also an officer or employee of the Society or who serves it in a professional capacity shall be in addition to his salary as such officer or to his professional fees as the case may be. In addition the Board may by resolution from time to time award special remuneration out of the funds of the Society to any director who performs any special work or service for, or undertakes any special mission on behalf of the Society outside the work or services ordinarily required of a director of the Society. The directors shall also be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or members' meetings or otherwise in respect of the performance by them of their duties as the Board may from time to time determine. No confirmation by the members of the Society of any such remuneration or payments shall be required.

SECTION FIVE

OFFICERS

President and Vice-President

5.01 At the first meeting of the Board after their election, the directors shall elect from amongst themselves a President and may elect from amongst themselves one or more Vice-Presidents, and they shall hold office until their respective successors are elected or appointed. Any office which is not filled at such first meeting may be filled at any later meeting of the Board. The Board from time to time may remove by resolution any or all such officers.

Other Officers

5.02 The Board shall appoint a Secretary and may appoint a Treasurer and General Manager or Managing Director and such other officers or agents or attorneys as may be necessary including one or more assistants to any of the officers so appointed and may combine any of such officers. The officers so appointed may but need not be members and/or directors. One person may hold more than one office. All officers so appointed shall hold office subject to any contract of employment during the pleasure of the Board or until their successors are appointed.

Remuneration

5.03 The Board may fix the remuneration to be paid to officers, agents, servants and employees of the Society and shall fix the remuneration of all officers elected or appointed by the Board, provided that such fixations may be made either by resolution passed by the Board or by an instrument or instruments in writing signed by all the directors of the Society. Any officer, agent, servant, or employee of the Society may receive such remuneration as may be determined notwithstanding the fact that he is a director or member of the Society.

Duties of President

5.04 Subject to the control of the Board the President shall have the general charge and control of the business and affairs of the Society.

Duties of Vice-Presidents

5.05 The Vice-President, or if there be more than one Vice-President, the senior Vice-President or the one designated by the Board for that purpose, in the absence or inability of the President shall perform all the duties and have all the authority vested in the President by the By-Laws of the Society and the Act and if a Vice-President shall exercise any such duties or authorities the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may delegate from time to time or as the Board may prescribe.

Presiding Officer

5.06 The President, or at his option while he is present, his nominee, shall preside at all meetings of the members and of the Board of Directors of the Society and in the absence of the President from any such meeting the Vice-President who is also a director, (or if there be more than one Vice-President who is also a director present the one designated in writing by the President or failing which the one designated by the meeting then being held) shall preside and in the absence of the President and Vice-President a director designated by the meeting shall preside.

Duties of Secretary

- 5.07 The Secretary, or in his absence, an Assistant Secretary shall be custodian of the seal of the Society; he shall issue all notices and call all meetings under the direction of the officers or the Board as in this By-Law provided; he shall attend and act as Secretary of all meetings of the directors and of the members; he shall perform such other duties as may be prescribed from time to time by the Board; and he shall keep or cause to be kept a set of books wherein shall be recorded:
- (a) A copy of the Letters Patent incorporating the Society and any Supplementary Letters Patent issued to the Society and of all By-Laws of the Society;
 - (b) The names, alphabetically arranged, of all persons who are or have been members in the Society and the post office address and calling of every such person while such member, as far as can be ascertained;
 - (c) The date and other particulars of all resignations of members in their order;
 - (d) The names of all persons who are or have been directors of the Society and the post office address and calling of every such person while a director with the several dates at which each person became or ceased to be a director;
 - (e) Minutes of all, proceedings at meetings of the directors and of the members.

Duties of Other Officers

- 5.08 All other officers of the Society shall perform such duties as are incident to their respective office and such other duties as shall from time to time be assigned to them by the President or the Board.

Duties of Assistants

- 5.09 Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by any assistant to such officer unless the Board otherwise directs.

Vacancies

- 5.10 If any office open to election or appointment by the Board shall be or become vacant the Board by resolution may elect or appoint any qualified person to fill such vacancy or vacancies.

Delegation of Duties

- 5.11 In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being. From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.

SECTION SIX

MEMBERS

Conditions of Membership

- 6.01 The members of the Society shall consist of the applicants for the incorporation of the Society and such other or additional persons as may be elected to membership from time to time who are interested in furthering the objects and goals of the Society.

Duration of Membership

- 6.02 Membership of the Society shall terminate:
- (a) If a member is found to be a mentally incompetent person or becomes of unsound mind;
 - (b) If by notice in writing delivered to the Society a member resigns as a member;
 - (c) On the death of a member.

New Members

- 6.03 New members shall be elected to membership in the Society by a majority vote of the directors or of the members of the Society at a meeting called for that purpose, or by designation in writing signed by all members even if only one. In the event that at any time there are no members of the Society the personal representatives of the last surviving member may apply to any Judge in the County in which the head office of the Society is situate at the time of such application as persona designata who may appoint by instrument in writing two or more new members to the Society. In considering these appointments the personal representative shall direct the said Judge's attention to the appointment of persons who are resident in Canada and who have a special interest in furthering the objects and goals of the Society but the persons who are appointed by the said Judge shall be at his discretion.

Annual Meeting

- 6.04 Subject to any restrictions in the Act or the Letters Patent the annual meeting of the members shall be held at such place within Canada or outside Canada and on such day in each year and at such time as the Board by resolution or in the absence of such resolution as the President may determine, but no later than the maximum time permitted by the Act for the holding of an annual meeting of corporations.

Other Meetings

- 6.05 Subject to any restrictions in the Act or the Letters Patent other meetings of the members, whether special or general, may be convened by the order of the President or a Vice-President or by the Board on their own motion or on requisition of members as provided by the Act at any time and for any place within Canada or outside Canada.

Notice of Meetings

- 6.06 Not less than ten days (exclusive of the day on which notice is given but inclusive of the day for which notice is given) before the date of every meeting of the members, a written, printed or otherwise mechanically reproduced notice stating the day, hour and place of meeting and the general nature of the business to be transacted, shall be given to each person entitled to notice of the meeting and to each member of record at the close of business on the day on which the notice is given who is entered in the records of the Society as a member in good standing provided always that a meeting of members may be held for any purpose at any time and at any place within Canada or at such other place (if any) as may be authorized by the Act or the Letters Patent without notice if all the persons and members entitled to notice of such meeting are present in person, or represented thereat by proxy duly appointed, or if a quorum be present either in person or by proxy and, if either before or after the meeting each of the persons entitled to be present who is not present in person or by proxy signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records. Notice of any meeting or any irregularity in any meeting, or in the notice thereof may be waived by any member or the duly appointed proxy of any member. No public advertisement or notice of members' meetings, annual or special, shall be required.

Attendance

- 6.07 The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and those who,

although not entitled to vote, are entitled under the provisions of the Act or of the By-Laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

Quorum

6.08 Fifty-one per cent (51%) of the members or their proxies personally present and each entitled to vote thereat shall constitute a quorum for any meeting of members for the choice of a Chairman and the adjournment of the meeting; for all other purposes a quorum for any meeting (unless a greater number of members are required to be represented by the Act or by the Letters Patent or any other by-law) shall be members or their proxies personally present not being less than two in number and holding or representing by proxy not less than a majority of the voting rights of the Society outstanding for the time being. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Right to Vote

6.09 At each meeting of members every member shall be entitled to vote who is at the proper time entered in the books of the Society as a member.

Voting At Meetings

- 6.10 Every question submitted to any meeting of members shall be determined by a majority of votes unless otherwise specifically provided by the Act or by these By-laws:
- (a) Every such question shall be decided in the first instance by a show of hands unless the Chairman requires a poll. Upon a show of hands every member present in person and entitled to vote shall have one vote, but a member represented by proxy shall have no vote. After a show of hands the Chairman may require, or any member present in person or represented by proxy and entitled to vote may demand a poll. Unless a poll be so required or demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and any entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.
 - (b) If a poll be required by the Chairman of the meeting or be duly demanded by any member and the demand not be withdrawn a poll on the question shall be taken in such manner and at such time as the Chairman of the meeting shall direct. Upon a poll each member who is present in person or represented by proxy shall be entitled to vote at the meeting and the result of the poll on the question shall be the decision of the Society in annual or special general meeting, as the case may be.

Casting Vote

6.11 In case of an equality of votes at any annual or special general meeting either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to his regular vote if any.

Proxies

6.12 Every member entitled to vote at meetings of members may by instrument in writing appoint a proxy, who may but need not be a member, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney authorized in writing and unless an earlier or later time is

specified in such instrument it shall cease to be valid after the expiration of one year from the date thereof. Subject to the provisions of the Act, the instrument appointing a proxy, may be in such form as the directors may from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or at such earlier time and in such manner as the Board may prescribe in accordance with the Act.

Business to be Transacted

- 6.13 In addition to all rights and powers otherwise enjoyed and subject to any provisions to the contrary in the Act or the Letters Patent the members may transact and do all business at a duly called and held meeting of members which the directors can transact and do at a meeting of the Board.

SECTION SEVEN

AMENDMENTS OF BY-LAWS

- 7.01 By-Laws of the Society may be enacted and the By-Laws repealed or amended by By-Laws enacted by a majority of the directors at a meeting of the Board of Directors but every such by-law and every repeal, amendment or re-enactment thereof unless in the meantime sanctioned at a special general meeting duly called for that purpose shall only have force until the next annual meeting of the members and in default of confirmation thereat shall, at and from time to time, cease to have force, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister or other person if any designated in the Act has been obtained.

SECTION EIGHT

EXECUTION OF DOCUMENTS

Documents Under Seal

- 8.01 All deeds and other documents to which the seal of the Society may be affixed shall be signed either by any two of the directors or in the alternative, by any one director and by the Secretary, or an assistant secretary and when so signed and sealed with the corporate seal of the Society and delivered shall be received as the act of the Society.

Copies of By-Laws, etc.

- 8.02 Copies of By-Laws, resolutions or other proceedings of the Board or members of the Society may be certified under the corporate seal of the Society by the President or any officer of the Society.

Other Documents

- 8.03 All other contracts, agreements, engagements or instruments may be signed by such officer, director, agent or attorney as the Board may from time to time by resolution appoint to perform such duties and failing appointment by any one of the persons authorized to sign documents under the seal of the Society.

General

- 8.04 The Board shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments in writing both under the seal of the Society and otherwise.
- 8.04.1 The Treasurer of the Society is authorized to issue official receipts for Income Tax purposes on behalf of the Society to individuals or organizations that have made donations to the Society.

SECTION NINE

FISCAL YEAR

- 9.01 The fiscal year of the Society will be as determined by resolution of the directors from time to time.

SECTION TEN

INVESTMENTS

- 10.01 Any two directors or such other person or persons as the Board may authorize from time to time by resolution shall have authority on behalf of the Society to invest and deal with the monies of the Society. and to sell, assign, transfer, exchange, convert, convey or realize any and all shares, stocks, bonds, debentures, rights, warrants, securities, notes, mortgages, investment certificates and other investments owned by or registered in the name of the Society and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting, conveying or realizing the same.

SECTION ELEVEN

VOTING - OTHER COMPANIES

- 11.01 All of the shares or securities carrying voting rights of any company or companies held from time to time by this Society may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as 'the case may be) of such other company or companies and in such manner and by such person or persons as the President shall from time to time determine. In the absence of such determination by the President any director may from time to time execute and deliver for and on behalf of the instruments of proxy and arrange for the issuance of voting certificates and other evidence of right to vote in such name or names as they determine.

SECTION TWELVE

NOTICE

Method of Giving

12.01 Any notice, demand, copy of resolution or other documents to be given by the Society pursuant to any provisions of the Act, the Letters Patent, any By-Law of the Society or any resolution of the members or the Board to a member, director or officer of the Society or to any person shall be sufficiently given if delivered personally to a person to whom it is to be given or if delivered to his last address as recorded in the books of the Society or if mailed by prepaid ordinary or registered mail in a sealed envelope addressed to him at his last address as recorded in the books of the Society or if no address is recorded then at the last address of such member, director, officer or person known to the Secretary or if no address is recorded or known to the Secretary to “General Delivery” at the municipality in which such person was last known to reside by the Secretary, or if sent by any means of telegraph, cable, wire or wireless communication or any form of transmitted and recorded message addressed to him at such address. A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box in the Province or Territory in which the head office of the Society is situate; and a notice sent by any means of telegraph, cable, wire or wireless communication or any other form of transmitted and recorded message shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary or any officer or director of the Society may change the address on the books of the Society of any member, director, officer or person in accordance with any information believed by him to be reliable. The accidental omission to give any notice to any member, director or officer, or person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Adjourned Meetings

12.02 The Chairman with the consent of any meeting and subject to such conditions as the meeting may decide may adjourn the same from time to time and from place to place and no notice of such adjourned meeting need be given except when a meeting is adjourned for thirty clear days or more or is not adjourned to a fixed time and place in which event notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Any business may be brought before or dealt with at any such adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

Signatures to Notices

12.03 The signature to any notice to be given by the Society may be written, stamped, typewritten or otherwise mechanically reproduced or partly written, stamped, typewritten or otherwise mechanically reproduced.

Computation of Time

12.04 In the absence of provision to the contrary where a given number of days or other period of notice is required to be given, the day of giving the notice shall be excluded and the day for which notice is given and statutory holidays and non-juridical days shall be included in such number of days or other period.

Proof of Service

12.05 A certificate of the President or the Secretary or other duly authorized officer of the Society in office at the time of the making of the certificate or of any agent of the Society as to facts in relation to the mailing or delivery or sending of any notice shall be conclusive evidence thereof and shall be binding on every person entitled to such notice.

Waiver

12.06 Any member, director or person may waive any notice required to be given under any provision of the Letters Patent, the By-Laws of the Society or the Act.

Auditors

12.07 The members shall at each annual meeting appoint an auditor to audit the accounts of the Society to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

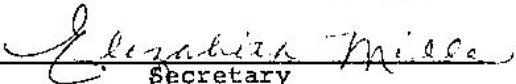
This By-Law shall come into force on the day on which it is sanctioned at a general meeting of members.

ENACTED the 19th day of March, 1976.

WITNESS the corporate seal of the Society.



President



Secretary

