

PRESCOTT-RUSSELL AMATEUR RADIO CLUB / CLUB RADIO AMATEUR PRESCOTT-RUSSELL

BYLAWS

BY-LAW NUMBER 2023-12-05

.....
By-Laws relating generally
to the conduct of the affairs of
Prescott-Russell Amateur Radio Club / Club radio amateur Prescott-Russell

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BYLAWS

Consolidated by-laws relating generally to the conduct of the affairs of Prescott-Russell Amateur Radio Club / Club radio amateur Prescott-Russell (*the "Corporation"*)

WHEREAS by Letters Patent issued under the *ACT* and dated the 26th day of September, 2011, the Corporation was incorporated for the following objects:

To promote and encourage interest and activities associated with amateur radio for the purpose of

- (a) increasing the number of licensed Amateur Radio operators in the community; and
- (b) conducting club activities and programs as the membership may see appropriate; and
- (c) sponsoring and promoting legislation and regulations which will benefit amateur radio as a whole; and
- (d) acquiring and maintaining the assets currently being held by the non-incorporated body known as the "Prescott-Russell Amateur Radio Service Group" (also known as PR-ARES); and
- (f) providing communication support in times of emergencies, disasters and public-service events.

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

BE IT THEREFORE ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.1 Meaning of Words

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 he singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "*ACT*" means the Ontario *Corporations Act*, R.S.O. 1990, CHAPTER C.38, as amended, and any statute amending or enacted in substitution therefore, from time to time;
- 1.1.4 "BOARD" means the BOARD of DIRECTORS of the Corporation;
- 1.1.5 "Committee" means any committee established by the BOARD pursuant to Article 10;
- 1.1.6 "CORPORATION" means Prescott-Russell Amateur Radio Club / Club radio amateur Prescott-Russell;
- 1.1.7 "DIRECTOR" means a person who has been elected to the office of DIRECTOR in accordance with Article 5, or appointed to fill a vacancy in the office of DIRECTOR in accordance with Article 5.6;
- 1.1.8 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.9 "EXECUTIVE OFFICERS" means the persons who hold the offices enumerated in Article 9.1;
- 1.1.10 "RAC" means Radio Amateurs of Canada Inc.
- 1.1.11 "ROUNDTABLES" means ROUNDTABLES established in any specified geographical area of Canada determined by the BOARD.
- 1.1.12 "Special Resolution" means a resolution passed by a majority of the DIRECTORS and confirmed with or without variation by at least two-thirds of the votes cast at a special general meeting of the members of the CORPORATION called for that purpose;

1.2 Ontario Corporations Act Terms

All terms defined in the ACT have the same meanings in this by-law and all other by-laws and resolutions of the CORPORATION.

2. HEAD OFFICE

The head office of the CORPORATION shall be within the United Counties of Prescott-Russell, in the Province of Ontario, and at such place therein as the BOARD may from time to time determine.

3. SEAL

The seal which is impressed hereon shall be the corporate seal of the CORPORATION.

4. MEMBERSHIP

4.1 Composition

Membership in the CORPORATION shall consist of such persons as are admitted as members by the BOARD.

4.2 Classes

There shall be four classes of membership in the CORPORATION:

- 4.2.1 Full Members "R" (RAC member);
- 4.2.2 Full Members "NR" (Non-RAC member);
- 4.2.3 Associate Members "R" (RAC member); and
- 4.2.4 Associate Members "NR" (Non-RAC member);

4.3 Full Members "R"

Full Members "R" shall be all those persons who have an amateur radio licence issued by Industry Canada and are members of RAC in good standing who are admitted to membership in the CORPORATION by the Board of Directors and who pay upon admission, and continue to pay thereafter, the annual fee fixed by the Members in accordance with Article 4.11 hereof. Full Members "R" will be entitled to one (1) vote in any proceedings of the CORPORATION.

4.4 Full Members "NR"

Full Members "NR" shall be all those persons who have an amateur radio licence issued by Industry Canada in good standing who are admitted to membership in the CORPORATION by the Board of Directors and who pay upon admission, and continue to pay thereafter, the annual fee fixed by the Members in accordance with Article 4.11 hereof. Full Members "NR" will be entitled to one (1) vote in any proceedings of the CORPORATION.

4.5 Associate Members "R"

Associate Members "R" shall be all those persons admitted as such to membership in the CORPORATION by the Board of Directors and are members of RAC and pay upon admission, and continue to pay thereafter, the annual fee fixed by the Members in accordance with Article 4.11 hereof. Associate Members "R" will not be entitled to vote in any proceedings of the CORPORATION.

4.6 Associate Members "NR"

Associate Members "NR" shall be all those persons admitted as such to membership in the CORPORATION by the Board of Directors who pay upon admission, and continue to pay thereafter, the annual fee fixed by the Members in accordance with Article 4.11 hereof. Associate Members "NR" will not be entitled to vote in any proceedings of the CORPORATION.

4.7 Voting Classes

No person who is not a Full Member "R" or "NR" shall be entitled to vote in any proceedings of the CORPORATION.

4.8 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the CORPORATION, if at all, a membership in the CORPORATION is not transferable.

4.9 Revocation of Membership

Any Member may be suspended for up to Sixty (60) days or expelled from the CORPORATION for cause by a two-thirds (2/3) vote taken by ballot of the BOARD present and eligible to vote at a meeting of the BOARD.

4.10 Termination of Membership

A membership in the CORPORATION automatically terminates upon the happening of any of the following events:

- 4.10.1 if the person, in writing, resigns as a Member of the CORPORATION;
- 4.10.2 if the Member dies;
- 4.10.3 if a person is expelled from the CORPORATION pursuant to Article 4.9; or
- 4.10.4 if an assessment under the authority of Article 4.11 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the Member.

Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of Article 4.11 prior to termination of the membership.

4.11 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may be levied if authorized by Resolution of the BOARD. Notice of an assessment shall be delivered to each Member using any method referred to in Article 17.1.

4.12 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the CORPORATION or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the CORPORATION.

4.13 Applications

Unless otherwise determined by the BOARD, applicants for membership in the CORPORATION shall be admitted as Members after payment of the prescribed fee with the application form and approval by Resolution by the BOARD.

5. BOARD OF DIRECTORS

5.1 BOARD

The affairs of the CORPORATION shall be managed by a BOARD composed of a minimum of three (3) DIRECTORS (including the *ex officio* DIRECTOR referred to in Article 5.3 and a maximum of five (5) DIRECTORS. The number of DIRECTORS shall be fixed from time to time by Special Resolution.

5.2 Elected DIRECTORS

Elected DIRECTORS, subject to the provisions of Article 5.4, shall be elected in the manner set out in Article 6 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the second annual meeting after election to office or until the successor of the DIRECTOR has been elected and qualified.

5.3 Ex Officio DIRECTOR

Subject to the provisions of any by-law creating, or any Special Resolution changing one (1) or both the number and identification of offices of *Ex Officio* DIRECTORS, the person holding the office of Past President shall be *Ex Officio* DIRECTOR of the CORPORATION.

5.4 Qualifications

Each DIRECTOR shall:

- 5.4.1 be at least eighteen (18) years of age;
- 5.4.2 be a Full Member of the Corporation; and
- 5.4.3 not be an un-discharged bankrupt or a mentally incompetent person.

If a person ceases to be a Member, resigns from the BOARD, dies or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a DIRECTOR, and the vacancy so created may be filled in the manner prescribed by Article 5.6.

5.5 Quorum

A quorum for the transaction of business at meetings of the BOARD shall be the smallest whole number that is not less than two-fifths (2/5) of the number of members of the BOARD.

5.6 Vacancies

So long as a quorum of the DIRECTORS remains in office, a vacancy on the BOARD may be filled by the DIRECTORS of the CORPORATION for the remainder of the term. If no such quorum of DIRECTORS exists, the remaining DIRECTORS shall forthwith call a special general meeting of members to fill the vacancies on the BOARD.

5.7 Removal of DIRECTORS

DIRECTORS (including an *ex officio* DIRECTOR) may be removed from office by either of the following methods:

- 5.7.1 The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any DIRECTOR before the expiration of the DIRECTOR'S term of office, and may, by a majority of the votes cast at that meeting, elect any person subject to the provisions of Article 5.4 for the remainder of term of the removed DIRECTOR; or
- 5.7.2 The BOARD may, by resolution, remove any DIRECTOR (other than an *ex officio* DIRECTOR) who is absent from three (3) consecutive meetings of the BOARD without reasonable explanation.

5.8 Remuneration of DIRECTORS

The DIRECTORS of the CORPORATION shall serve without remuneration.

5.9 Responsibility for Acts

The DIRECTORS for the time being of the CORPORATION 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 the CORPORATION, except such as shall have been submitted to and authorized or approved by the BOARD.

6. ELECTION OF THE BOARD

6.1 Election in Rotation

Subject to the provisions of the *Act*, DIRECTORS, other than *ex officio* DIRECTORS, if any, shall be elected by Members entitled to vote and shall retire in rotation.

6.2 Term of Office

A director is elected for a 2-year term. No restrictions on how long any one director can hold their position. This does not change any members right to present themselves for election when a term is complete.

6.3 Re-Election

A DIRECTOR, if otherwise qualified, is eligible for election for three (3) consecutive full two-year terms (not including the term as *ex officio* DIRECTOR), and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such DIRECTOR.

Provided however that this Article 6.3 shall not apply so as to prevent any person who is an EXECUTIVE OFFICER or an *Ex Officio* DIRECTOR, to continue to serve as a DIRECTOR for the remainder of the traditional cycle, if any, of service in offices then in progress.

6.4 Elections

At each annual meeting, the number of DIRECTORS equal to the number of DIRECTORS retiring shall be elected for the term of office established in Article 6.2.

6.5 Nominations

Candidates for the office of Director shall include:

- 6.5.1 the slate of candidates for office proposed by the Governance Committee, or if there is no Governance Committee, by such Committee designated by the Board from time to time for the purpose of proposing a slate of candidates for office (in this Article 6.5 referred to as the "Nominations Committee"); and
- 6.5.2 Members wishing to be put on the election ballot must submit their nomination 30 days before the election date.
 - 6.5.2.1 an acknowledgement of the candidate whose name is being submitted that the candidate is willing to stand for election as a Director.

Such candidate shall then be added to the slate or ballot of persons being submitted to the Members for consideration for election to the Board.

6.6 Election Method

Where:

- 6.6.1 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- 6.6.2 the number of candidates nominated is greater than the number of offices to be filled; the election shall be by show of hands, or by ballot, as determined by the Chair of the meeting.

6.7 Forms

The Board may prescribe the form of nomination paper, and/or ballot paper.

7. MEETING OF DIRECTORS

7.1 Calling Meetings

Meetings of the BOARD and of the Executive Committee (if any) may be held at any place within or outside the geographic location of the head office, as designated in the notice calling the meeting. Meetings of the BOARD may be called by the Chair, the Vice-Chair, the Secretary or any two (2) DIRECTORS.

7.2 Notice of Meetings

Subject to the provisions of Article 7.3, notice of BOARD meetings shall be given to each DIRECTOR by telephone, facsimile, email or other electronic method not less than two (2) days before the meeting is to take place.

The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the DIRECTORS are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The BOARD may appoint one or more days in each year for regular meetings of the BOARD at a place and time named; no further notice of the regular meetings need be given. The BOARD shall hold a meeting within seven (7) days following the annual meeting of the CORPORATION for the purpose of organization, the election and appointment of officers and the transaction of any other business.

7.4 Meetings by Electronic Conference

If at least forty per cent (40%) of persons who are members of the BOARD or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the BOARD or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

Questions arising at any meeting of the BOARD shall be decided by a majority vote. In the case of an equality of votes, the Chair shall have a casting vote. At all meetings of the BOARD, every question shall be decided by a show of hands or verbal declaration unless a poll on the question is required by the Chair or requested by any DIRECTOR. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

8. MEETINGS OF THE MEMBERS

8.1 Annual Meeting

The annual meeting of the Members shall be held each year within or outside the geographical location of the head office, at a time, place and date determined by the BOARD, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the *ACT* to be read at and laid before the CORPORATION at an annual meeting;
- 8.1.2 electing such DIRECTORS as are to be elected at such annual meeting;
- 8.1.3 appointing the auditor and fixing or authorizing the BOARD to fix the remuneration therefore; and
- 8.1.4 the transaction of any other business properly brought before the meeting.

8.2 Special General Meeting

The BOARD may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members may also be called by the DIRECTORS or the Chair upon the written requisition of the minimum of ten percent (10%) of the Members entitled to vote.

8.3 Notice of Meetings

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least fourteen (14) days before the date of the meeting to each Member (and in the case of an annual meeting to the auditor of the CORPORATION) by sending the notice by any one of the methods set out in Article 17.1.

8.4 Quorum

Fifty percent (50%) of Full Members "R" or "NR" present in person or by proxy constitute a quorum at a meeting of Members provided that at least two (2) Members are present in person, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

- 8.4.1 Provided however that where:
 - 8.4.1.1 quorum has not been achieved, but two (2) persons or more are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
 - 8.4.1.2 the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of

the meeting, then two (2) persons present in person constitute a quorum.

- 8.4.2 Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 8.4.1.2, the numbers of persons present required for quorum shall be divided by two(2).

8.5 Voting by Members

Unless otherwise required by the provisions of the *ACT* or the by-laws of the CORPORATION, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members present entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

8.6 Proxies

Every Member entitled to vote at meetings of Members may by means of a proxy appoint a Member who must not be a Director, as nominee for the Member, to attend and act at the meeting in the manner with an additional vote to himself, to the extent of being proxy of only one Member. A proxy shall be in writing, shall be executed by the Member entitled to vote or the attorney of the Member authorized in writing, and shall be valid for one (1) meeting and its' adjournment, if applicable. Subject to the requirements of the *Act*, a proxy may be in such form as the BOARD from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the BOARD may prescribe.

8.7 Show of Hands

At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a by-law of the CORPORATION or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the CORPORATION is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.8 Chair

In the absence of the President or the Vice-President, the members entitled to vote present at any meeting of members shall choose a DIRECTOR as Chair and if no DIRECTOR is present or if all the DIRECTORS present decline to act as Chair, the Members present shall choose one of their number to be Chair.

8.9 Polls

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting (or after adjournment as the Chair directs). The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.10 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9. OFFICERS

9.1 EXECUTIVE OFFICERS Named

There shall be the following EXECUTIVE OFFICERS:

- 9.1.1 a President, a Vice-President, a Secretary, and a Treasurer, elected by and from among the members of the BOARD for a term of one (1) year, and none of whom shall be entitled to remuneration;
- 9.1.2 a Past-President; and
- 9.1.3 such other officers as are provided in this Article 9.

9.2 Duties of the President

The President shall when present, preside at all meetings of the BOARD, and Members. The President shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the BOARD or incident to the office.

9.3 Duties of the Secretary

The Secretary shall:

- 9.3.1 act as Secretary of each meeting of the CORPORATION and the BOARD;
- 9.3.2 give all notices required to be given to members and to DIRECTORS;
- 9.3.3 be the custodian of the corporate seal of the CORPORATION and of all books, papers, records, correspondence and documents belonging to the CORPORATION;
- 9.3.4 certify all documents issued by the CORPORATION; and
- 9.3.5 perform such other duties from time to time as may be prescribed by the BOARD.

9.4 Duties of the Treasurer

The Treasurer shall:

- 9.4.1 keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the CORPORATION and shall perform the tasks and functions normally performed by a Treasurer; and
- 9.4.2 perform such other duties from time to time as may be prescribed by the BOARD.

9.5 Duties of the Past-President

The Past-President shall assist the President in ensuring that the BOARD adheres to its purpose and procedures. The Past-President shall perform the duties of the President in the absence of the President and any Vice-President, and shall perform other duties and exercise such powers and authority as the BOARD may, from time to time, determine.

9.6 BOARD to Appoint Other Officers

The BOARD, may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the BOARD, the duties of whom shall be such as the terms of their engagement call for or the BOARD prescribes.

9.7 Holding More Than One Office

A person may be nominated or selected for, elected or appointed to, and hold more than one office, except the offices of the President and Past-President.

9.8 Removal from Office

Any officer may be removed by resolution of the BOARD at a meeting of which notice of intention to present such resolution has been given to all DIRECTORS.

9.9 Duties of the Vice-President

The Vice-President shall assist the President in ensuring that the BOARD adheres to its purpose and procedures. The Vice-President shall perform the duties of the President in the absence of the President, and shall perform other duties and exercise such powers and authority from time to time as prescribed by the BOARD.

10. COMMITTEES OF THE BOARD

10.1 Standing Committees

There may be such Standing Committees and for such purposes as the BOARD or the Executive Committee (if any) may determine from time to time by resolution.

10.2 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the BOARD or the Executive Committee (if any) may determine from time to time by resolution.

10.3 Governance Committee

The Governance Committee (when one exists), or such other Committee as may be designated by the Board for the purpose of making recommendations for the election of Directors, shall:

- 10.3.1 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
- 10.3.2 accept any additional written nominations for elected office as provided for in section 6.5.2; and
- 10.3.3 make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on Committees that occur throughout the year.

10.4 Rules Governing Committees of the Board

Except as otherwise provided by by-law of the CORPORATION, all Committees of the Board other than the Executive Committee, and excluding ROUNDTABLES, are subject to the following:

- 10.4.1 the Chair and members shall be appointed by the Executive Committee, if any, otherwise by the BOARD, as determined by the BOARD or Executive Committee, if any, from time to time;
- 10.4.2 in addition to the members of a Committee appointed pursuant to subsection 10.4.1, the Executive Committee, if any, otherwise the BOARD, may appoint to any Committee, persons who are not Members of the CORPORATION who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third (1/3) of the total number of persons who are members of such Committee;
- 10.4.3 a member of a Committee shall serve for a term determined by the Executive Committee, if any, otherwise by the BOARD or ending at the annual meeting of Members following appointment, and is eligible for reappointment;
- 10.4.4 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the BOARD;
- 10.4.5 each Committee shall be responsible to, and report after each meeting to, the Executive Committee, if any, otherwise to the BOARD;
- 10.4.6 subject to any rules established by the Executive Committee, if any, otherwise by the BOARD, each Committee may establish its own rules of procedure and may appoint subcommittees.

11. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past DIRECTOR, officer, member of a Committee of the BOARD shall be personally liable for any loss or damage or expense to the CORPORATION arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of such DIRECTOR, officer, member of a Committee of the Board or of any other DIRECTOR, officer, member of a Committee of the BOARD or ROUNDTABLE Committee or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 11.1.1 insufficiency or deficiency of title to any property acquired by the CORPORATION or for or on behalf of the CORPORATION;
- 11.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the CORPORATION shall be placed out or invested;
- 11.1.3 loss or damage arising from the bankruptcy or insolvency of any individual including any individual with whom or which any monies, securities or effects shall be lodged or deposited;
- 11.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the CORPORATION;
- 11.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the DIRECTOR'S, officer's, member of a Committee of the BOARD'S respective office or trust or in relation thereto; and

- 11.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.3 herein, or purchasing insurance provided in section 11.4 herein, the BOARD shall consider:

- 11.2.1 the degree of risk to which the DIRECTOR, officer, member of a Committee of the BOARD or a ROUNDTABLE Committee is or may be exposed;
- 11.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 11.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 11.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 11.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

11.3 Indemnification

Every individual, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 11.3.1 is a DIRECTOR; or,
- 11.3.2 is an officer of the CORPORATION; or
- 11.3.3 is a member of a Committee of the BOARD or a ROUNDTABLE Committee; or
- 11.3.4 has undertaken, or, with the direction of the CORPORATION is about to undertake, any liability on behalf of the CORPORATION or any Corporation controlled by the CORPORATION, whether in the individual's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the BOARD from time to time, be indemnified and saved harmless out of the funds of the CORPORATION, from and against all costs, charges and expenses which such individual sustains or incurs:

- 11.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- 11.3.6 in relation to the affairs of the CORPORATION generally,

save and except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The CORPORATION may also, upon approval by the BOARD from time to time, indemnify any such individual in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

11.4 Insurance

The CORPORATION shall purchase and maintain appropriate liability insurance for the benefit of the CORPORATION and each individual acting or having previously acted in the capacity of a DIRECTOR, officer or any other capacity at the request of or on behalf of the CORPORATION, which insurance may include:

- 11.4.1 property and public liability insurance;
- 11.4.2 DIRECTORS' and officers' insurance; and
- 11.4.3 such other insurance as the BOARD sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the BOARD from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the CORPORATION.

It shall be the obligation of any person seeking insurance coverage or indemnity from the CORPORATION to co-operate fully with the CORPORATION in the defence of any demand, claim or suit made against such person, and

to make no admission of responsibility or liability to any third party without the prior agreement of the CORPORATION.

12. EXECUTION OF DOCUMENTS

12.1 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 the officer or officers or person or persons and in the manner from time to time prescribed by the BOARD.

12.2 Execution of Documents

Documents requiring execution by the CORPORATION may be signed by any two of the President, Vice-President, Secretary and Treasurer and all documents so signed are binding upon the CORPORATION without any further authorization or formality. The BOARD may from time to time appoint any officer or officers or any person or persons on

behalf of the CORPORATION, either to sign documents generally or to sign specific documents. The corporate seal of the CORPORATION shall, when required, be affixed to documents executed in accordance with the foregoing.

12.3 Books and Records

The BOARD shall see that all necessary books and records of the CORPORATION required by the by-laws of the CORPORATION or by any applicable statute are regularly and properly kept.

13. BANKING ARRANGEMENTS

13.1 BOARD Designate Bankers

The BOARD shall designate, by resolution, the officers and other persons authorized to transact the banking business of the CORPORATION, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the BOARD has designated as the CORPORATION'S banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 13.1.1 operate the CORPORATION'S accounts with the banker;
- 13.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 13.1.3 issue receipts for and orders relating to any property of the CORPORATION;
- 13.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 13.1.5 authorize any officer of the banker to do any act or thing on the CORPORATION'S behalf to facilitate the banking business.

13.2 Deposit of Securities

The securities of the CORPORATION shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the BOARD. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the CORPORATION signed by such officer or officers, agent or agents of the CORPORATION, and in such manner, as shall from time to time be determined by resolution of the BOARD and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the BOARD shall be fully protected in acting in accordance with the directions of the BOARD and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

14. BORROWING BY THE CORPORATION

14.1 General Borrowing Authority

Subject to the limitations set out in the by-laws or in the Letters Patent or Supplementary Letters Patent of the CORPORATION, the BOARD may:

- 14.1.1 borrow money upon the credit of the CORPORATION;
- 14.1.2 limit or increase the amount to be borrowed;
- 14.1.3 issue debentures or other securities of the CORPORATION;
- 14.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 14.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the CORPORATION, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CORPORATION, and the undertaking and rights of the CORPORATION.

14.2 Specific Borrowing Authority

From time to time the BOARD may authorize any DIRECTOR or officer of the CORPORATION to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the BOARD may authorize, and generally to manage, transact and settle the borrowing of money by the CORPORATION.

15. FINANCIAL YEAR

15.1 Financial Year Determined

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

16. AUDITOR

16.1 Annual Appointment

The members of the CORPORATION at each annual meeting shall appoint one or more auditors (none of whom shall be a DIRECTOR, officer or employee of the CORPORATION unless the appointment is approved by all of the members entitled to vote), to audit the accounts (including the financial statements) of the CORPORATION and to report thereon to members at the next annual meeting, to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed.

16.2 Notice of Intention to Nominate

A person, other than a retiring auditor, is not capable of being appointed auditor at an annual meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a member not less than fourteen (14) days before the annual meeting; and the member shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the members, either by advertisement or by notice in the manner set out in Article 17, not less than seven (7) days before the annual meeting.

16.3 Vacancy in the Office of Auditor

The BOARD may fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

16.4 Removal of Auditor

The members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such person for the remainder of the term.

16.5 Remuneration of Auditor

The remuneration of an auditor appointed by the members shall be fixed by the members, or by the BOARD if authorized to do so by the members, and the remuneration of an auditor appointed by the BOARD shall be fixed by the BOARD.

17. NOTICE

17.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

- 17.1.1 by prepaid letter post; or
- 17.1.2 by facsimile; or
- 17.1.3 by e-mail; or
- 17.1.4 by other electronic method.

Any such notice shall be deemed given:

- 17.1.5 in the case of telephone, at the time of the telephone call;
- 17.1.6 in the case of letter post, on the third day after mailing; and
- 17.1.7 in all other cases, when transmitted.

17.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days notice of any meeting or other event, the date of any meeting or event is, unless otherwise provided, not included.

17.3 Omissions and Errors

The accidental omission to give notice of any meeting of the BOARD, a Committee or members or the non-receipt of any notice by any DIRECTOR or member or by the auditor of the CORPORATION or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any DIRECTOR, member or the auditor of the CORPORATION may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

19. DISSOLUTION

Upon the dissolution of the CORPORATION, and after paying or making provisions for the payment of all of the liabilities of the CORPORATION, an arrangement may be made for the disposition of the assets and property of the CORPORATION providing that two-thirds (2/3) of the members present vote in favour of such arrangements at a General or Special meeting of the members duly called to dissolve the CORPORATION.

20. BY-LAWS AND AMENDMENTS, ETC.

20.1 Requirements for Amendment of By-Laws

By-laws of the CORPORATION may be amended, repealed, altered, or added to by by-law enacted by a majority of the BOARD at a meeting of the BOARD and sanctioned by a two-thirds majority of the votes cast at a meeting of the members duly called for the purpose of considering the said by-law.

- 20.1.1 Provided that no such repeal, amendment, alteration or addition to the By-laws shall affect anything theretofore done under or pursuant to the By-laws

20.2 Additional Requirements for By-law Amendment

In addition to the provisions of Article 20.1, no by-law amendment shall be effective unless there is compliance with the following:

- 20.2.1 the proposed amendment is delivered to the Head Office of the CORPORATION at least fifty (50) days prior to any meeting of members;
- 20.2.2 the CORPORATION notifies each member entitled to vote on such proposed amendment(s) not less than twenty-one (21) days prior to the meeting of members.

20.3 By Whom By-law Amendments Proposed

By-law amendments may be proposed by any member entitled to vote.

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

20.4 Effective Date

A by-law passed under Section 129.1 of the Ontario Corporations Act and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.

ENACTED by the DIRECTORS as a By-Law of the Prescott-Russell Amateur Radio Club and sealed with the corporate seal this 5th day of December, 2023

Director
Joël Brisson

Director
Gilles Beaulieu

Director
Lance Peterson

Director
Mickaël Papineau

CONFIRMED by the Members in accordance with the Ontario *Corporations Act* on this 5th day of December, 2023.

President
Joël Brisson

Vice-President
Gilles Beaulieu

Treasurer
Lance Peterson

Secretary
Mickaël Papineau