A By-law relating generally to the affairs of the

SAUGEEN COTTAGERS' ORGANIZATION INC.

BY-LAW 2014 - 01

TABLE OF CONTENTS

ARTICLE I - INTERPRETATION AND DEFINITIONS .............................................. 1
1.1 Definitions ................................................................................................... 1
1.2 Interpretation .............................................................................................. 2

ARTICLE II - HEAD OFFICE .............................................................................. 3
2.1 Location of Head Office ............................................................................ 3

ARTICLE III - SEAL AND CERTIFICATION OF DOCUMENTS ......................... 3
3.1 Seal .............................................................................................................. 3

ARTICLE IV - MEMBERSHIP ............................................................................. 3
4.1 Class of Membership .................................................................................. 3
4.2 Membership Eligibility .............................................................................. 3
4.3 Application for Membership ..................................................................... 3
4.4 Membership Fee ....................................................................................... 3
4.5 Resignation and Termination of Membership ........................................... 4
4.6 Transferral of Membership ...................................................................... 4

ARTICLE V - MEETINGS OF MEMBERS .......................................................... 5
5.1 Notice of Meetings .................................................................................... 5
5.2 Annual General Meetings ........................................................................ 5
5.3 Notice of the Annual General Meeting .................................................... 6
5.4 Member Proposal ...................................................................................... 6
5.5 Refusal of Proposal .................................................................................. 6
5.6 Special Meetings ...................................................................................... 7
5.7 Adjournments .......................................................................................... 7
5.8 Attendance and Quorum ......................................................................... 7
5.9 Voting ....................................................................................................... 7
5.10 Proxy Voting ........................................................................................... 8

ARTICLE VI - BOARD OF DIRECTORS ............................................................ 8
6.1 Board Composition ................................................................................... 8
6.2 Director Eligibility .................................................................................... 8
6.3 Appointments and Nominations to the Board .......................................... 9
6.4 Election of Directors ............................................................................... 10
6.5 Term of Office .......................................................................................... 9
6.6 Termination .............................................................................................. 10
6.7 Vacancies .................................................................................................. 10

ARTICLE VII – BOARD MEETINGS ................................................................ 11
7.1 Call and Notice of Meetings .................................................................... 11
7.2 Quorum ................................................................................................... 11
7.3 Participation by Electronic or Telephonic Means .................................... 11
<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>7.4 Voting</td>
<td>12</td>
</tr>
<tr>
<td>7.5 Conflict of Interest</td>
<td>12</td>
</tr>
<tr>
<td>7.6 Minutes</td>
<td>13</td>
</tr>
<tr>
<td>7.7 Indemnification and Insurance of Directors and Officers</td>
<td>13</td>
</tr>
<tr>
<td>7.8 Remuneration and Expenses</td>
<td>14</td>
</tr>
<tr>
<td>7.9 Standard of Care</td>
<td>14</td>
</tr>
<tr>
<td>ARTICLE VIII - STANDING AND AD HOC COMMITTEES</td>
<td>14</td>
</tr>
<tr>
<td>8.1 Standing and Ad Hoc Committees</td>
<td>14</td>
</tr>
<tr>
<td>8.2 Executive Committee</td>
<td>14</td>
</tr>
<tr>
<td>ARTICLE IX - OFFICERS</td>
<td>15</td>
</tr>
<tr>
<td>9.1 Officers</td>
<td>15</td>
</tr>
<tr>
<td>9.2 Termination and Vacancy</td>
<td>15</td>
</tr>
<tr>
<td>9.3 Officer Duties</td>
<td>15</td>
</tr>
<tr>
<td>ARTICLE X - CORPORATE RECORDS</td>
<td>16</td>
</tr>
<tr>
<td>10.1 Required Records</td>
<td>16</td>
</tr>
<tr>
<td>10.2 Directors’ Access to Records</td>
<td>17</td>
</tr>
<tr>
<td>10.3 Members’ Access to Records</td>
<td>17</td>
</tr>
<tr>
<td>ARTICLE XI – FINANCES</td>
<td>17</td>
</tr>
<tr>
<td>ARTICLE XII – BORROWING POWERS</td>
<td>17</td>
</tr>
<tr>
<td>ARTICLE XIII – DISSOLUTION</td>
<td>17</td>
</tr>
<tr>
<td>ARTICLE XIV - AMENDMENT OF BY-LAW</td>
<td>17</td>
</tr>
</tbody>
</table>
SAUGEEN COTTAGERS’ ORGANIZATION INC.
(“SCOI”)

BY-LAW 2014 - 01

WHEREAS the Objects of SCOI are as follows:

a. To unite all persons who own leases on leased land on Saugeen Indian Reserve Number 29 and on Chiefs Point Reserve Number 28, in the County of Bruce and Province of Ontario, who are members of Block “B” Cottage Association, French Bay Beach Association Inc., Chiefs Point Cottage Association and South Sauble Indian Reserve Association, for the purpose of dealing with governments, organizations, agencies and individuals on any problem affecting one or more cottage owners; and

b. To promote and protect the interests of persons who own leases on leased land on Saugeen Indian Reserve Number 29 and on Chiefs Point Reserve Number 28 in the County of Bruce and Province of Ontario and to advance any plans for the advantages of such persons; and

c. To promote aquatic and other social and physical activities among cottagers and their families in the vicinity; and

d. To receive, acquire, and hold gifts, donations, devises and bequests.


THEREFORE BE IT RESOLVED THAT that this By-law be enacted to set out the means by which SCOI will conduct its business.

This By-law shall take effect on August 30, 2014, and upon that date all previous By-laws of SCOI are hereby revoked.

ARTICLE I - INTERPRETATION AND DEFINITIONS

1.1 Definitions

In this By-law and all other By-laws and resolutions of SCOI, unless the context otherwise requires:

(a) “Act” means the Corporations Act R.S.O. 1990, c. C.38, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore, and in particular will mean the Ontario Not-for-Profit Corporations Act, S.O. 2010 C.15 upon the date that such Act comes into force;

(b) "Board" means the Board of Directors of the SCOI;
(c) "Chair" means Chair of the Board;

(d) "Director" means a Director of the Board;

(e) "Fiscal Year" means May 1 to April 30, unless the Board by resolution determines otherwise;

(f) "Local Cottagers’ Associations" shall mean the of Block “B” Cottage Association, French Bay Beach Association Inc., Chiefs Point Cottage Association, and South Sauble Cottagers’ Association (formerly known as South Sauble Indian Reserve Association);

(g) "Member" means a member of SCOI as defined herein;

(h) "Ordinary Resolution" means a resolution submitted to a meeting of the Members duly constituted and passed at that meeting, with or without amendment, by at least a majority (50% + 1) of the votes cast;

(i) "Person" includes an individual, corporation, organization, association, limited or general partnership, joint venture, syndicate, and any other legal or business entity;

(j) "Proposal" shall mean a proposed resolution which shall be submitted to the members for a vote at an Annual General Meeting;

(k) "Record Date" shall mean the day of the Annual General Meeting of the Members;

(l) "Special Resolution" means a resolution submitted to the Members at a meeting duly constituted and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast;

1.2 Interpretation

In this By-law and in all subsequent By-laws of SCOI, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine and neuter genders and vice versa, and references to persons shall include firms and corporations.

All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending or derogating from the meaning of the words used in any section or part of this By-law.

“Shall” and “will” shall be construed as imperative, and “may” interpreted as permissive.

Other than is specified otherwise in this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
ARTICLE II - HEAD OFFICE

2.1 Location of Head Office

The head office of SCOI shall be in the Town of Southampton, in the County of Bruce in the Province of Ontario, or at such other place in the Province of Ontario as the Board of Directors may determine from time to time.

ARTICLE III - SEAL AND CERTIFICATION OF DOCUMENTS

3.1 Seal

The seal of SCOI shall be in such form as shall be prescribed by the Board of Directors and shall have the words "SCOI" inscribed thereon. The Secretary of the SCOI shall be responsible for the safe custody of the seal.

ARTICLE IV - MEMBERSHIP

4.1 Class of Membership

SCOI shall have one class of membership. Each member shall be entitled to one vote, and shall have the right to vote on all matters duly brought before the Members.

4.2 Membership Eligibility

Individuals who own leases on leased land on Saugeen Indian Reserve Number 29 and on Chiefs Point Reserve Number 28, in the County of Bruce and the Province of Ontario, and who are members of one of the Local Cottagers’ Associations, are eligible to apply for membership to SCOI.

4.3 Application for Membership

Individuals interested in becoming a Member, or in renewing their membership, must submit the following to the SCOI Secretary:

(a) Application: in a form prescribed by the Board; and

(b) Annual Fee: in an amount to be determined from time to time by the Board in accordance with section 4.4 herein.

The term of membership shall be for one year from the date that the Secretary has received both the prescribed application form and the annual fee.

4.4 Membership Fee

The rate or rates of the annual membership fee for the following year shall be approved by resolution of the Board no later than thirty (30) days prior to the fiscal year end. Notice of the amount due shall be made available on the SCOI website as shortly thereafter as is reasonably possible.
The Board may at its discretion develop varying membership rates, depending on whether the applicant is as an individual or is applying as part of a family with other Members.

4.5 Resignation and Termination of Membership

A membership to SCOI ceases to exist when:

(a) a membership has expired and has not been renewed;
(b) the Member resigns in writing to the Secretary;
(c) the Member dies;
(d) the Member ceases to be eligible under the provisions of this By-law;
(e) SCOI is liquidated or dissolved; or
(f) pursuant to a resolution of the Board at an in camera meeting, a motion to terminate a membership is approved, on the grounds that a Member:
   (i) failed to adhere to any provision of SCOI’s Letters Patent, By-laws or policies;
   (ii) has conducted themselves in a manner which is detrimental to SCOI, as determined by the Board at its sole discretion; or
   (iii) for any other reason which the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects and purposes of SCOI;

Where a resolution to terminate a membership is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Member who is the subject of the resolution is entitled to:

(i) at least fifteen (15) days written notice that the resolution is to be decided, and the reasons; and
(ii) submit a written statement explaining why they oppose the resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board meeting at which the matter will be decided.

Upon a termination of membership for any reason, the rights of the Member including any rights in the property of SCOI cease to exist, but the Member shall nevertheless be responsible for the full annual membership fee payable for the year in which the termination occurs.

4.6 Transferral of Membership

Membership is not transferrable.
ARTICLE V- MEETINGS OF MEMBERS

5.1 Notice of Meetings

At least one (1) meeting per year of the Members will be held, and that shall be the Annual General Meeting. Additional meetings, which shall be called ‘Special Meetings’, may be held as necessary at the call of the Chair.

Notice of a Members’ meeting may be sent electronically, unless a Member requests in writing that they receive a different method of notification.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall make the meeting, or the business conducted at the meeting, invalid.

Any Member may waive their right to be notified of a meeting, and may subsequently approve or ratify any business conducted at a meeting for which they were absent.

5.2 Annual General Meetings

Annual General Meetings shall be called by the Board, and shall be held on Labour Day Weekend of each year, on such a day and place as the Board of Directors shall determine.

Meetings of the Members shall be open only to:

(a) Members eligible to vote at that meeting;
(b) Directors;
(c) The Person appointed to conduct an audit or review engagement;
(d) Guests admitted at the invitation of the Chair or by Resolution of the attendee Members.

The agenda for the Annual General Meeting shall include the following matters of business:

(a) consideration of the minutes of the previous Annual General meeting, and any Special Meetings of the Members;
(b) consideration of any proposed By-law amendments;
(c) consideration of the financial statements of SCOI;
(d) appointment of the auditor or person to conduct a review engagement;
(e) approval of the auditor or review engagement report;
(f) election of the Directors;
(g) any Members’ Proposals.
5.3 Notice of the Annual General Meeting

Written notice of the time and place of the Annual General Meeting shall be sent to all Members entitled to receive notice, all Directors, and any Person appointed to conduct an audit or review engagement of the corporation, not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place. Background materials necessary for voting members to make an informed decision about resolutions on the agenda shall be posted on the SCOI website no later than ten (10) days prior to the meeting.

5.4 Member Proposal

Any Member entitled to vote at an Annual General Meeting may:

(a) give SCOI notice of any Proposal which the Member would like to have considered at the meeting; and

(b) discuss at a meeting any matter with respect to which the member would have been entitled to submit a Proposal.

Provided that the Proposal is received by the Secretary at least thirty (30) days before the meeting, the Secretary shall include the Proposal with the notice of the meeting sent to the Members.

If the Member should so request, SCOI shall also include the Member’s statement in support of the Proposal, not to exceed 500 words, and/or the Member’s name and address.

5.5 Refusal of Proposal

Notwithstanding the above, SCOI may refuse to send the Proposal to Members if:

(a) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;

(b) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the corporation;

(c) not more than two years before the receipt of the Proposal, the member failed to present in person or by proxy, if authorized by the By-law, at a meeting of the Members, a previous Proposal that had been included in a notice of meeting at the Member’s request;

(d) substantially the same Proposal was submitted to Members in a previous notice of a meeting of the Members held not more than two years before the receipt of the Proposal and the Proposal was defeated; or

(e) the rights conferred by this section are being abused to secure publicity.
5.6 Special Meetings

Special Meetings of the Members may be convened by the Board at any time, to deal with any business not specified herein as a matter for an Annual General Meeting. Notice of a Special Meeting shall state the business to be transacted, including the text of any resolution to be submitted at the meeting, and only the business so stated may be dealt with at the meeting.

The Board of Directors shall call a Special Meeting within twenty-one (21) days upon receipt of a requisition in writing signed by at least ten (10) % or ten (10) members whichever is less, of the Members eligible to vote at the meeting which is being requested, stating the general nature of the business to be presented. Such a meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law, and shall deal only with the transaction of the business as stated in the requisition.

5.7 Adjournments

Members’ meetings may be adjourned to any time. Any business that might have been transacted at the original meeting may be transacted at the reconvened meeting. No notice of the adjournment shall be required, and an adjournment may be made notwithstanding that no quorum is present.

5.8 Attendance and Quorum

The Board may approve by resolution that Members may participate in a meeting by attending in person, by proxy, or by electronic or telephonic means providing that such means can reasonably be made available and through such means all Members at the meeting can communicate adequately with each other.

Any Annual General or Special meeting of Members shall require the presence of not less than fifty (50) per cent of the Members, in person or by proxy or as otherwise approved by the Board, to constitute quorum.

5.9 Voting

Only those Members whose application and annual membership fee have been received by the Secretary on or before the Record Date, and prior to the start of the Annual General Meeting, will be eligible to attend and vote at that meeting.

Each Member eligible to vote shall be entitled to one (1) vote. Where the membership is held by a Person who is not an individual, the Member shall, prior to the commencement of the meeting, designate in writing one individual who may vote on its behalf.

Unless otherwise required by the By-law or the Act, all resolutions shall be decided by Ordinary Resolution. In case of an equality of votes the Chair shall be entitled to a second or deciding vote.

Every question shall be decided in the first instance by a show of hands, unless a poll is requested by a Member or by the Chair, in which case such poll shall be taken in such manner as the Chair shall direct.
A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### 5.10 Proxy Voting

A Member entitled to vote at a meeting may appoint a proxyholder, in a form approved by the Board specifying the meeting (and any adjournments thereof) to which the proxy applies, to attend and act at the meeting in the manner and to the extent authorized by the proxy.

All proxies must be deposited with the Secretary by no later than the commencement of the meeting for which they are intended, which shall be as of when the Chair calls the meeting to order.

### ARTICLE VI - BOARD OF DIRECTORS

#### 6.1 Board Composition

The affairs of SCOI shall be managed or supervised by a Board of nine (9) Directors, to include:

(a) Five (5) elected Directors, of whom:

   (i) four (4) shall be elected as Directors by the Members at the Annual General Meeting; and

   (ii) one (1) of whom shall be elected by the Members as a Director and President; and

(b) Four (4) *ex-officio* Directors, where one is appointed by each of the four Local Cottagers’ Associations.

The Past President may serve as an advisor to the Board, but will not be entitled to vote or attend Board meetings, except at the invitation of the Chair.

#### 6.2 Director Eligibility

The following persons are disqualified from being a Director:

(a) A Person who is not an individual;

(b) An individual who is under eighteen (18) years of age;

(c) An individual who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(d) An individual who has been found to be incapable in any court in Canada or elsewhere;

(e) An individual who has the status of bankrupt;
(f) An individual who has been convicted of an indictable offence;

(g) An individual who is not a Member of SCOI, or who does not become a member within ten (10) days of becoming a Director, or who having become a Member ceases to be a Member for any reason, including termination of their Membership by the Board.

6.3 Term of Office

Directors except for the President shall serve for a one year term, which shall begin at the close of the Annual General Meeting at which they are elected or at which their appointment is confirmed by the Members, as the case may be, and unless they are terminated in accordance with Section 6.6 herein they shall continue to hold office until the next Annual General Meeting, or until a successor is duly elected or appointed.

The President shall serve one three year term, which shall begin at the close of the Annual General Meeting at which he or she is elected and unless they are terminated in accordance with Section 6.6 herein he or she shall hold office until the third Annual General Meeting following his or her election, or until a successor is duly elected or appointed.

There is no limit to the number of terms that a Director other than the President may serve.

A President shall not be limited in the number of terms he or she may serve as an elected or ex-officio Director who is not the President.

6.4 Appointments and Nominations to the Board

Prior to each Annual General Meeting, the Board shall request in writing that each of the four Local Cottagers’ Associations select one ex-officio Director, and nominate one candidate for election to the Board, by a date to be specified in the written request. If a Local Cottagers’ Association fails to exercise its right to select and nominate candidates by the date so identified, the Board may select an ex-officio Director and nominate a candidate for election on the Local Cottagers’ Association’s behalf.

It is the custom of SCOI to elect its President such that each Local Cottagers’ Association is represented for a three year term once every twelve years. Therefore, where a President’s term is due to expire, the Board will invite the Local Cottagers’ Association who has not been represented in the previous three terms to nominate a candidate for election to the office of President, specifying in the invitation the date by which the nomination is to be received. If no nomination is forthcoming by the date so specified, the Board will extend the invitation to the next Local Cottagers’ Association due in turn to be represented.

In addition to the nominating process above, any Member may propose a nominee for election as a Director. Provided that the Proposal is signed by at least five (5) % of the Members entitled to vote at the meeting at which the election will take place, and is received by the Secretary no later than thirty (30) days prior to the Annual General Meeting, SCOI will include the Proposal with the notice of the meeting.
At the Annual General Meeting at which the election takes place, a Member may also nominate any individual in attendance.

6.5 Election of Directors

Elected Directors of SCOI shall be chosen by the Members at the Annual General Meeting. The election shall be by a show of hands unless a ballot is requested.

Each candidate so elected must execute a consent in writing to serve as a Director within ten (10) days of their election to the Board.

If the Members fail to elect the required number of Directors, the incumbent Directors may continue in office until such time as their successors are elected.

6.6 Termination

A Director whose term has not expired will nonetheless cease to hold office when they:

(a) submit their written resignation to the Chair of the Board, specifying the date upon which it shall become effective;

(b) become disqualified in accordance with the eligibility criteria outlined in this By-law;

(c) are removed by Ordinary Resolution of the Members at a Special Meeting called for the purpose and for which notice has been given; or

(d) are deceased; or

(e) are deemed to have resigned upon failing to attend fifty percent (50%) of the Board meetings in any twelve (12) month period, except where the Director has received the prior approval of the majority of the Board, which shall only be given in the event that the absentee Director has established to the satisfaction of the Board that there are extraordinary circumstances.

6.7 Vacancies

Where the Board declares the seat of a Director vacant, the following provisions shall apply:

(a) If the vacancy occurs within ninety (90) days before the Annual General Meeting, the seat will remain vacant until it is filled in the normal course;

(b) If the vacancy occurs more than ninety (90) days prior to the notice of the next Annual General Meeting, the Board shall appoint an eligible Member to serve the remainder of the vacating Director’s term, having first requested that the Local Cottagers’ Association which nominated or appointed the vacating Director propose an eligible candidate.
ARTICLE VII– BOARD MEETINGS

7.1 Call and Notice of Meetings

Directors’ meetings may be called by the Chair or Vice Chair, or by the Secretary on the direction of any two (2) Directors.

Except as otherwise required by law, the Board may hold its meetings at any place or places in or out of Ontario. A Board meeting may also be held, without notice, immediately following the Members’ Annual General Meeting.

The agenda for each meeting shall be set by the Chair in consultation with the Vice Chair, and shall be circulated by the Secretary along with the Notice of the meeting.

Notice of such meetings shall be delivered, telephoned or transmitted electronically to each Director not less than three (3) days before the meeting is to take place or shall be mailed to each Director not less than ten (10) days before the meeting is to take place.

No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or signified their consent to the meeting being held in their absence.

No error or omission in giving such notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

A special meeting of the Board may be convened by the Chair, Vice Chair or a quorum of the Board for an urgent or unforeseen matter, on twenty-four (24) hours notice. Only such matters as are identified in the notice of the meeting may be dealt with at a special meeting.

A resolution, if signed or receiving approval communicated by electronic means by all Directors or committee members entitled to vote on that resolution at a meeting, is valid as if it had been passed at a Board or committee meeting.

7.2 Quorum

A majority of elected Directors present in person or participating by electronic or telephonic means shall constitute a quorum for the transaction of business.

Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

7.3 Participation by Electronic or Telephonic Means

Directors may participate in Board and committee meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A Director so participating shall be deemed to have been present at the meeting.
No person shall act for an absentee director at a meeting of directors.

7.4 Voting

Matters before the Board shall be decided by Ordinary Resolution. In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or deciding vote. All votes at any such meeting shall be taken by show of hands unless any Director present requests a vote by ballot.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the absence of the Chair, the duties of Chair may be performed by a Vice Chair, or in the absence of a Vice Chair then by such other Director as the Board may appoint for the purpose.

7.5 Conflict of Interest

Where a Director is:

(a) a party to a material contract or transaction, or a proposed material contract or transaction with SCOI;

(b) or a director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with SCOI,

the Director shall so disclose to the Board, and request to have entered into the minutes of Board meetings, the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.

This disclosure shall be made at the earliest of:

(a) the first meeting at which the proposed contract or transaction is considered; or

(b) at the first meeting after which the Director becomes so interested, or

(c) being so interested, at the first meeting after assuming the office of Director.

Directors who have a conflict as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any resolution the subject of which involves the contract or transaction.

If quorum does not exist for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.
7.6 Minutes

Minutes shall be taken at all meetings by the Secretary of the Board or their designate, and shall include:

(a) the time that the meeting is called to order;
(b) the names of all Directors who are present;
(c) the names of any guests in attendance, if any;
(d) the approval of the agenda and minutes of the previous meeting;
(e) motions, noting the mover and seconder;
(f) whether each motion has been carried or defeated;
(g) items of information, including correspondence received by the Board;
(h) committee reports if any presented to the Board;
(i) the time the meeting was recessed or adjourned.

Upon approval by the Board, the minutes of Board meetings shall be ratified by signature of the Board Chair and one other Officer.

7.7 Indemnification and Insurance of Directors and Officers

No SCOI Director or Officer shall be liable for the acts, receipts, neglects, or defaults, of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to SCOI through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of SCOI or for the insufficiency or deficiency of any security in or upon which any of the monies of SCOI shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of SCOI shall be deposited, 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 upon his or her own dishonesty.

Every SCOI Director or Officer and his or her 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 SCOI, from and against 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 that person in respect of any act, deed, matter or thing whatsoever, made done or permitted by that person in or about the execution of the duties of the office, and all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person’s own wilful neglect or default.
SCOI will purchase and maintain insurance for the benefit of Directors and Officers, former Directors and Officers, and individuals who act or acted at the corporation’s request as a Director or against any liability incurred by the individual acting in their capacity as a Director or Officer.

7.8 Remuneration and Expenses

The Directors and elected Officers shall serve without remuneration, and shall not receive, either directly or indirectly, any financial gain by virtue of serving as a Director, provided however that a Director or Officer may be reimbursed for reasonable travelling and other expenses incurred in the performance of duties on behalf of SCOI and attendance at meetings, subject to the approval of the Board.

7.9 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall:

(a) act honestly and in good faith with a view to the best interests of the corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and officer will comply with the Act and its Regulations, and SCOI’s Letters Patent or Articles, By-laws and policies.

ARTICLE VIII - STANDING AND AD HOC COMMITTEES

8.1 Standing and Ad Hoc Committees

Standing and Ad Hoc Committees may be established by the Board to conduct such business and perform such duties as the Board may from time to time determine. Committees shall report and make recommendations to the Board, but unless specifically authorized by Board resolution, or in the case of the Executive Committee by this By-Law, shall take no actions which would bind the Board.

The Board may at its discretion appoint Directors and Members to serve as members of its Committees, provided that at least one member of each committee is a Director.

All committees of the Board are required to keep minutes of meetings.

8.2 Executive Committee

The voting members of Executive Committee shall be comprised of the elected Officers of SCOI. The Board may delegate to the Executive Committee any and all of its powers, subject to restrictions, if any, contained in this By-law or imposed from time to time by the Board, but all decisions taken by the Executive Committee pursuant to this delegated authority must be reported to the Board at the next Board meeting.
A majority of the members of the Executive Committee shall constitute a quorum, which shall be necessary for the exercise of the Committee's authority.

The Secretary or designate shall record the minutes of the Executive Committee meetings and shall forward same to the Board prior to the next Board meeting.

ARTICLE IX- OFFICERS

9.1 Officers

The Officers of SCOI shall be the President, who shall also be the Chair, the Vice President, who shall also be the Vice Chair, and the Secretary Treasurer.

The Vice Chair and the Secretary-Treasurer shall be elected by the Board at the first Board meeting following the Annual General Meeting, for a one year term. In default of such election, the incumbent Officers shall hold office until their successors are later elected by the Board.

The Duties of the Officers shall be determined by the Board from time to time and as described herein, and may include, where the Board so resolves, delegation of the power to manage the affairs of the corporation.

9.2 Termination and Vacancy

The Vice Chair and Secretary-Treasurer shall cease to hold office when he or she:

   (c) resigns in writing;

   (d) is deceased;

   (e) is removed by Ordinary Resolution of the Board, which shall be at the Board’s sole and absolute discretion.

If either office is vacated before the end of a term, the Board will hold a meeting within four (4) weeks from the date the vacancy is created for the purpose of electing a new Officer to the position.

If a vacancy occurs in the office of President, the Vice-President shall serve as Interim President pending the election of a new President.

The Board may from time to time and at their sole discretion delegate any of the powers of an Officer to any other Officer or Director.

9.3 Officer Duties

The duties of the Officers shall include but shall not be limited to the following:

   (a) **President:** The President shall also serve as Chair and shall preside over meetings of the Members, the Board and the Executive Committee. The President shall be charged with the general supervision of the business and affairs of SCOI, and shall be the spokesperson for the Board, unless he or she designates an
alternate spokesperson for a particular issue or event. The President or designate shall be an *ex-officio* member of all Board committees. During any absence or inability of the President, his or her duties and powers may be exercised by the Vice President, or in the absence of the Vice President, by an individual approved by the Board, as the Board may from time to time appoint for that purpose.

(b) **Vice President:** During the absence or inability of the President to serve for any reason, the duties of the President shall be exercised by the Vice President and in addition the Vice President shall perform such other duties as may be assigned by the Board from time to time. The Vice President shall also serve as Vice Chair of the Board.

(c) **Secretary Treasurer:** The Secretary Treasurer shall be the *ex officio* clerk of the Board of Directors. He or she shall attend all meetings of the Board and shall cause to be recorded all facts and minutes of all proceedings in the corporate records kept for that purpose. The Secretary shall be responsible for ensuring that all required corporate records are kept, and all notices are given to Members and Directors, and shall perform such other duties as may from time to time be determined by the Board.

The Secretary Treasurer shall also be responsible for ensuring that full and accurate accounts of all receipts and disbursements of SCOI are kept in proper books of account, and that the funds of SCOI are disbursed in accordance with the direction of the Board, taking proper vouchers therefore and regularly reporting to the Board an account of all transactions and the financial position of the SCOI. The Secretary Treasurer shall also perform such other duties as the Board may from time to time determine and may delegate any or all such duties to another Officer or to SCOI staff.

**ARTICLE X- CORPORATE RECORDS**

**10.1 Required Records**

SCOI shall keep and maintain the following records at its registered office or location otherwise determined by the Board:

(a) the Articles and By-laws, and any amendments to them;

(b) the minutes of meetings and any resolutions of the Members;

(c) the minutes of meetings and resolutions of the Board of Directors, and any committees of the Board;

(d) a register of Directors, Officers, and Members;

(e) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;

(f) a copy of the financial statements;
(g) consent to act as a Director of each individual who is elected as a Director of the corporation.

10.2 Directors’ Access to Records

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

10.3 Members’ Access to Records

A Member, a Member’s attorney or legal representative, may examine and, on payment of a reasonable fee, take extracts from the records referred to in clause (d) and (e) above.

A Member is entitled on request and free of charge to one copy of the Articles and By-laws, including any amendments to them.

ARTICLE XI – FINANCES

The Board may by resolution authorize such Officers and other individuals as it may determine is appropriate to execute deeds, transfers, assignments, contracts, obligations, and other instruments requiring execution, and as are necessary to conduct its banking on behalf of SCOI. All documents executed in accordance with such a resolution and/or policy shall be binding on SCOI without further action or formality.

In the absence of such resolution or resolutions, all cheques, drafts, orders for the payment of money and all notes, acceptances and bills of exchange must be signed by any two Officers.

ARTICLE XII– BORROWING POWERS

The Board, without the authorization of the Members, may:

(a) borrow money on the credit of SCOI;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of SCOI;

(c) give a guarantee on behalf of SCOI.

ARTICLE XIII– DISSOLUTION

Upon dissolution of SCOI and after payment of all debts and liabilities, its remaining assets shall be distributed rateably to its members according to their rights and interests in the corporation.

ARTICLE XIV- AMENDMENT OF BY-LAW

The Board may pass, amend or repeal this By-law, except where to do so is contrary to the Act, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members’ meeting, and the Members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.
Any amendment to the By-law by the Board shall take effect from the date of the resolution of
the Board, but shall cease to be in effect as of the date of the next Members’ meeting if not
submitted to the Members for a vote at that meeting, or if at that meeting such amendments are
rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of
the By-law, must be given to the Members thirty (30) days before the meeting at which the
amendment or amendments will be voted upon.

Resolved by this Board this 30th day of August, 2014.

[Signatures]
Chair
Vice Chair