

OTTAWA VALLEY



SWISS CLUB

June 28, 2010

BY-LAW NO. 1

*A by-law relating generally to the
conduct of the affairs of*

Ottawa Valley Swiss Club Inc.
(the "Corporation")

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

Corporate seal

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

Head Office

2. Until changed in accordance with the act, the Head Office of the Corporation shall be in the City of Ottawa.

Conditions of Membership

3. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of the directors of the Corporation.
4. Any membership fees or dues the Board of Directors has authorized, may be separately accounted for in the financial statements of the Corporation noting that the autonomous sections have full control over their own finances and are required to provide an annual financial report to the Corporation.

It is understood that:

- i) membership fees designated to the various sections can be separately accounted for by the sections for their own benefit, as long as these are properly recorded in the official financial records of each autonomous section and as a line item of the official financial records of the Corporation;
- ii) without proof of membership, a participant in a section is not protected as an agent of the Club by Corporation's insurance, even if engaged in activities of the section.

5. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.
7. Membership in the "Corporation" is open to those who have an interest in furthering the objects of the "Corporation" and shall include members of autonomous sections, such as the Montagna Singers, the Swiss Seniors Club, and the forming Swiss Parents Club, which from time to time are created and which have the same objects of furthering and preserving Swiss culture in the Ottawa/ Outaouais area, whose application for admission as a member has received approval. Membership in an autonomous section shall require simultaneous membership in the "Corporation".
 - (i) Condition of Membership in Sections: The "Corporation" members may form autonomous sections within the overall structure of the "Corporation", such as seniors, musical, cultural, or any other entities (to be referred to as "sections") provided that members of these sections be members whose application for admission as a member of the "Corporation" has received the approval of the Board of Directors of the "Corporation".
 - (ii) Members in Good Standing: All members, including general members of the "Corporation", one or more of the sections, must be members in good standing of the "Corporation". A member in good standing is one whose membership fees are current, in both the "Corporation" and in any of the sections. Only a member in good standing shall be entitled to stand for election as an officer or director of the "Corporation" or to vote at any and/or all annual or general meetings of members.
 - (iii) Suspension of Members: The Board of Directors, following a vote of three-quarters (3/4) of members in good standing, may suspend or expel any member for any of the following reasons:
 1. if a member is more than six (6) months in arrears of the payment of fees, having been given due notice of such arrears;
 2. if a member contravenes the by-laws of the "Corporation";
 3. if a member has acted contrary to the standards of good behaviour and ethics; and,
 4. if a member has been suspended or expelled from an autonomous entity, that entity shall notify the "Corporation".
 - (iv) Activities and Operations of the Sections: Within the provisions of these by-laws, all activities, designations, and operations of sections fall fully within the purview of the sections and their Presidents.
 - (v) Insurance Coverage: The OVSC shall be the holder of at least one insurance policy, which provides, at a minimum, adequate liability insurance coverage for the sanctioned activities of the OVSC and/or its autonomous sections

including the provision of liability insurance to cover the fiduciary responsibilities of Boards of Directors/Executive Committees of the sections. The cost of the premium(s) of which policy or policies shall be assumed by the OVSC and offset by membership fees levied, as determined through the Intra-Club Relations Committee and as approved at an Annual General Meeting. A list of activities to be sanctioned shall be submitted by all sections, approved by the Board of Directors and reviewed annually.

Members' Meetings

8. The annual or any other general meeting of the members shall be held at the head office of the "Corporation" or at any place in Canada as the board of directors may determine and on such days as said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.
9. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors/reviewers shall be presented and auditors/reviewers appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the "Corporation". The board of directors shall call a special general meeting of the members on written requisition of the members carrying not less than 5 percent (5%) of the voting rights. Twenty-five (25) members present in person at a meeting will constitute a quorum.
10. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of the members must remind the member that he/she has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the "Corporation".

11. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
12. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the "Corporation" shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the "Corporation".

Finances

13. a) Beyond the regular membership fees in Corporation only, the autonomous sections and their respective Directors finance their independent activities;
- b) Financial activities for each section shall be separately accounted for by the sections' designated bookkeeper;
- c) Each autonomous section will, annually and no later than March 1st of the year following, present an annual financial statement to the Corporation notwithstanding of which, all other financial accounting, transactions and the like are the sole propriety and business of said section.
- d) All financial obligations of each of the respective sections shall be borne by each of the respective sections;
- e) Any financial benefits to participants in sections of the Corporation shall be properly recorded by the section's bookkeeper and form part of the section's annual financial statement submitted to the Corporation.

Board of Directors

14. The property and business of the "Corporation" shall be managed by a board of four (4) or more directors of whom three (3) shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.
15. The applications for incorporation shall become the first directors of the "Corporation" whose term office on the board of directors shall continue until their successors are elected.

At the FIRST meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the "Corporation".

16. Directors shall be elected for a term of one (1) year by the members at an annual meeting of members, except 'ex officio directors' as per Article 37(36) of this By-Law.
17. The office of director shall be automatically vacated:
- a) if at a special general meeting of members a resolution is passed by seventy-five percent (75%) of the members present at the meeting that he be removed from office;

- b) if a director has resigned his office by delivering a written resignation to the Secretary of the "Corporation";
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the "Corporation".

- 18. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the "Corporation" as an officer in any other capacity and receiving compensation therefor.
- 19. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which a retirement is accepted and a successor is elected.

Powers of Directors

- 20. The directors of the "Corporation" may administer the affairs of the "Corporation" in all things and make or cause to be made for the "Corporation", in its name, any kind of contract which the "Corporation" may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the "Corporation" is by its charter or otherwise authorized to exercise and do.
- 21. The directors shall have power to authorize expenditures on behalf of the "Corporation" from time to time and may delegate by resolution to an officer or officers of the "Corporation" the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the "Corporation" in accordance with such terms as the board of directors may prescribe.
- 22. The board of directors shall take such steps as they may deem requisite to enable the "Corporation" to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the "Corporation".
- 23. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- 24. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such a resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the

absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Directors' Meetings

25. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the "Corporation" shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise (1) vote.

If all the directors of the "Corporation" consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in such a meeting by such means is deemed to be present at the meeting.

26. A majority of directors in office, from time to time, but no less than two elected directors plus an officer, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the "Corporation".

Indemnities to Directors and Others

26. Every director or officer of the "Corporation" and their 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 fund of the "Corporation", from and against:
- a) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Officers

27. The officers of the "Corporation" shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-

law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.

28. The president shall be elected at an annual meeting of the members. Officers other than president of the "Corporation" shall be appointed by resolution of the board of directors at the first meeting of the board of directors.
29. The officers of the "Corporation" shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

Duties of Officers

30. The president shall be the chief executive officer of the "Corporation". If present, he shall preside at all meetings of the "Corporation" and of the board of directors. He shall have the general and active management of the affairs of the "Corporation". He shall see that all orders and resolutions of the board of directors are carried into effect.
31. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be assigned to him by the board of directors.
32. The treasurer shall have the custody of the funds and securities of the "Corporation" and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the "Corporation" in the books belonging to the "Corporation" and shall deposit all monies, securities and other valuable effects in the name and to the credit of the "Corporation" in such chartered bank of trust, or, in the case of securities, in such registered dealer in securities as may be designated by the board of the directors from time to time. He shall disburse the funds of the "Corporation" as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the "Corporation". He shall also perform such other duties as may from time to time be directed by the board of directors.
33. The secretary, when in attendance, shall act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be. He shall be custodian of the seal of the "Corporation".
34. The duties of all other officers of the "Corporation" shall be as the terms of their engagement call for or the board of directors requires of them.

Committees

35. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
36. There shall be a committee, named "Intra-Club Relations Committee" to advise the Board of Directors on matters relating to the furthering and maintenance of cultural links between the Swiss Community in the Ottawa Valley and members of the "Corporation", and to serve as permanent liaison to the Board of any and all autonomous sections of the "Corporation". The Committee shall meet with, and make recommendations to, the Board on behalf of any and all autonomous sections. Up to two authorized members of each section may be represented on the Intra-Club Relations Committee to the Board of Directors. As such, they shall have the status of *ex officio* members of the Board of Directors. Consideration of their representations shall not be unreasonably denied and the Board may not unreasonably withhold approval of requests on behalf of their sections.

Execution of Documents

37. Contracts, documents or any instruments in writing requiring the signature of the "Corporation", shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the "Corporation" without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the "Corporation" to sign the specific contracts, documents and instruments in writing. The directors may give the "Corporation's" power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the "Corporation". The seal of the "Corporation" when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Board of Directors

38. The minutes of the board of directors shall not generally be available to the general membership of the "Corporation" but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

Financial Year

39. Unless otherwise ordered by the board of directors the fiscal year-end of the "Corporation" shall be the thirty-first of December.

Amendment of By-Laws

40. The by-laws of the "Corporation" not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Auditors/Reviewers

41. The members shall, at each annual meeting, appoint an auditor/reviewer to audit/review the accounts and annual financial statements of the "Corporation" for report to the members at the next annual meeting. The auditor/reviewer shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor/reviewer. The remuneration of the auditor/reviewer shall be fixed by the board of directors.

Books and Records

42. The directors shall see that all necessary books and records of the "Corporation" required by the by-laws of the "Corporation" or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

43. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the "Corporation" as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the "Corporation" when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from time to time cease to have any force and effect.

Interpretation

44. In these by-laws and in all other by-laws of the "Corporation" hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the singular number of the feminine gender and words importing the plural number of the masculine gender shall include

the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Definitions

45. In these by-laws and in all other by-laws of the "Corporation" hereafter passed unless the context otherwise requires, the following definitions are adopted:
- (i) Section: Autonomous organizations, groups, clubs and other units that organize themselves, share the objectives of the OVSC and are approved as OVSC 'Sections' by the OVSC Board of Directors (including the Intra-Club Relations Committee members). Examples of Sections include the Montagna Singers, the Swiss Seniors Club or the newly forming Swiss Parents Club.
 - (ii) Intra-Club Relations Committee: A committee to the Board of Directors that is formed of up to two authorized representatives from each Section of the Ottawa Valley Swiss Club. Members of the Intra-Club Relations Committee become *ex officio* members of the OVSC Board of Directors.
 - (iii) Entity: An organization, group or club or other discrete and separately accounted for unit of the OVSC.
 - (iv) Autonomous: Self-governing, independent, separately accounted for, and subject to its own rules within the context of these by-laws.
 - (v) Separately accounted for: Carries out its own accounting and financial reporting, and provides these accounts in an annual report to the OVSC Board of Directors, along with any clarifications requested by the Treasurer of the OVSC Board.
 - (vi) Authorized Members: Individuals who are appointed to sit on the Intra-Club Relations Committee. Selection of authorized members is done through procedures that are decided by each Section of the OVSC.
 - (vii) Fall fully within the purview: Decisions that are made within the authority of each Section of the OVSC.