

# BY-LAW No. 9

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A by-law relating to the transaction of the business and affairs of the

YORK REGION AMATEUR RADIO CLUB (the "Corporation"), Ontario Corporation Number 386324

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

## 1 SEAL

1.1 The seal, an impression of which is stamped in the margin hereof shall be the corporate seal of the Corporation.

## 2 INTERPRETATION

2.1 In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context requires otherwise, words importing the singular number or the masculine gender, shall include the plural number and the feminine gender, as the case may be, and vice versa and references to persons shall include firms, Corporations, and government ministries.

2.2 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires:

- a) "AGM" means the annual general meeting of the Members that is normally held during the month of June.
- b) "Member" (collectively "Members" or "Membership") means a Regular Member, Life Member or Associate Member as defined in section 18 ("MEMBERSHIP") of these by-laws.
- c) "Voting Member" means a Regular Member or Life Member as defined in section 18 ("MEMBERSHIP") of this by-law.
- d) "General Meeting" means a meeting of the Voting Members along with Associate Members and invited non-members.
- e) "Regular Meeting" means a regularly scheduled meeting.
- f) "Special Meeting" means a meeting other than a Regular Meeting.
- g) "Board Meeting" means a meeting of the Board.
- h) "Director" means a director of the Corporation under the meaning of the Corporations Act (Ontario).
- i) "Officer" means an officer of the Corporation under the meaning of the Corporations Act (Ontario).
- j) "Operating Year" means the period of July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.
- k) "Club" shall mean the York Region Amateur Radio Club.
- l) "Electronic Means" means the communication through the official YRARC Google Group (or equivalent, such as may be adopted from time to time) or by email to all email addresses provided by Members or Directors as appropriate. Communications by additional means, such as the club web site, blog and voice announcements on Club Repeaters is also encouraged.

### 3 BOARD

- 3.1 The affairs of the Corporation shall be managed by a board (the "Board") of ten (10) Directors ("Directors"), each of whom at the time of his election or appointment and throughout his term of office must be a Voting Member of the Corporation.
- 3.2 Each Director shall be elected to hold office for a term of two (2) years, which term shall commence with the first day of the Operating Year which follows his election as a Director, and which shall expire with the last day of the second Operating Year following his election. Directors may be elected to successive terms. To provide continuity of experience, five (5) of the Directors will be elected in any one year. The remaining five (5) will normally be elected at the next annual AGM. Should more than 5 Director positions be vacant, (5) Directors will be elected for a term of two (2) years, with such number of Directors as necessary to fill the remaining open positions to be elected for a term of one (1) year.
- 3.3 The representatives of the Regular or Life Members of the Corporation may, by resolution passed by at least two thirds of the votes cast at a Regular Meeting, AGM or Special Meeting, of which notice in writing specifying the intent to pass such a resolution has been given, remove any Director before the expiration of his term and may, by a majority of votes cast at that meeting, elect any Voting Member in his stead for the remainder of the term.
- 3.4 Any Director who, without reasonable cause, has been absent from three consecutive Regular Meetings of the Board will be assumed to have resigned as a Director. The remaining Directors, may, at their discretion, accept this assumed resignation.

### 4 POWERS OF THE BOARD

- 4.1 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 powers and do all such other acts and things as the Corporation is, by its charter and otherwise, authorized to exercise and do.
- 4.2 For urgent matters and/or recurring expenses, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. For decisions taken related to these topics, the Board will bring this to the next Regular General Meeting and provide explanation for their decision(s).
- 4.3 For non-urgent matters, decisions related to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, the Board shall present their rationale for recommending a specific action at a General Meeting and will sponsor a motion for the Voting Membership to decide.

### 5 REMUNERATION OF DIRECTORS AND OFFICERS

- 5.1 Directors and Officers shall receive no remuneration for acting as such. Pre-approved expenses incurred on behalf of the Corporation shall be reimbursed.

## 6 OFFICERS

- 6.1 The President, Vice-President, Secretary and Treasurer shall be elected annually from and by the Directors at the first Board Meeting of each Operating Year and each hold such office until he resigns such office, leaves the Board, or is replaced in the subsequent election
- 6.2 The President will be the chair of the Board.
- 6.3 Directors may hold the same office for more than one term.
- 6.4 Notwithstanding section 6.3, no person may stand for or be elected President after serving as elected President for the previous four consecutive years, unless no other Director is willing to serve.
- 6.5 Should any officer resign or become incapable of serving in their office prior to completing their term, the Directors will elect a replacement from the body of Directors at the next regular or special meeting of the Board. For the purposes of calculation consecutive years in office of the President, any partial terms of office due to such elections shall not be counted.

## 7 DUTIES OF CHAIR OF THE BOARD

- 7.1 The chair of the Board shall, if present, preside at all meetings of the Board.

## 8 DUTIES OF PRESIDENT AND VICE-PRESIDENT

- 8.1 The President shall, when present, preside at all meetings of the Members. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary, or other Officer appointed by the Board for the purpose shall sign all by-laws.
- 8.2 The Vice-President shall, during the absence or inability of the President, assume the duties of President and/or other such Directors as the Board may appoint for the purpose.
- 8.3 The President and Vice-President together shall oversee the requirements and provisions for insurance for the Corporation; including but not limited to general liability insurance and directors' indemnification insurance. They shall monitor the Board's compliance with these by-laws.

## 9 DUTIES OF SECRETARY

- 9.1 The Secretary shall in a timely manner as determined by the Board:
  - a) Be the clerk of the Board
  - b) Attend all meetings of the Board. When the Secretary is unable to attend a meeting of the Board, the Board shall appoint a secretary pro-tem for that meeting.
  - c) Prepare a comprehensive set of minutes that records all facts and minutes of all proceedings in the books kept for that purpose.
  - d) Give all notices required to be given to Members and to Directors
  - e) Be the custodian of all the books, papers, records, correspondence, contracts, membership lists, and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution, shall perform such other duties as may from time to time be determined by the Board.
  - f) Ensure that club information on file with the Government of Ontario, including, without limitation ON-Form 1, is kept up to date.

## 10 DUTIES OF TREASURER

- 10.1 The Treasurer shall in a timely manner as determined by the Board of Directors:

- keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies and other valuable effects in such bank or banks as the Directors may from time to time decide upon.
- disburse the funds of the Corporation under the direction of the Board, taking proper vouchers or receipts for each transaction.
- render to the Board whenever required an account of all transactions and a written account of the financial position of the Corporation.
- perform such other duties as may from time to time be determined by the Board.
- when leaving Office, turn over all records and property of the Corporation to his successor.
- The Treasurer, or an appointed officer of the Board, shall also be responsible for the Corporations Information Act annual return for Ontario Corporations report, to the Canada Revenue Agency

## 11 DUTIES OF OTHER OFFICERS AND COMMITTEE CHAIRS

- 11.1 The Board may appoint such other Officers or agents (and with such titles as the Board may prescribe, from time to time) as it considers necessary, and all such officers have the authority to perform the duties from time to time prescribed by the Board. The Board may also remove, at its pleasure, any such other Officer or agent of the Corporation. The duties of all other Officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for, or the Board prescribes. Such other Officers shall be Voting Members but need not be members of the Board.
- 11.2 Committee chairs may be appointed by the Board following the AGM, or from time to time. Committee chairs may be required to provide a written report annually to the Board. In addition, all committee chairs may be required to report committee activities at any meeting.

## 12 EXECUTION OF DOCUMENTS

- 12.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the President together with either the Secretary or Vice-President. In the event the President is unavailable, any such documents may be signed by the Vice-President or the Secretary, together with any one Director.
- 12.2 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time, by resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Corporation may be or shall be executed.

## 13 VACANCIES ON THE BOARD

- 13.1 Vacancies on the Board, however caused, may, so long as a quorum of six Directors remains, be filled by the Directors if they shall see fit, otherwise such vacancy shall be filled at the next AGM at which Directors for the following Operating Year are elected. The remaining Directors may appoint a Voting Member to fill the vacancy for the remainder of the term of the replaced Director. If there is not a quorum of six Directors, the remaining Directors shall forthwith call a Special Meeting of the Members to fill the vacancy. The term of any Director appointed by the Board shall commence at date of appointment.
- 13.2 When leaving office, the Director shall turn over all official records and property of the Corporation to the board.

## 14 QUORUM AND MEETINGS OF THE BOARD

- 14.1 A majority, but not fewer than 6, of the Directors shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board may hold its meetings at such place or places as it may from time to time determine. The Board may also appoint a day or days in the month for Regular Meetings, at an hour to be named. The Directors may consider or transact any business at any meeting of the Board.
- 14.2 Board Meetings shall be held in a place that is open to and can accommodate a reasonable number of Voting Members in addition to the Directors. Non-Directors may observe but not take part in the proceedings except in response to an invitation to comment by and under the direction of the Chair. Voting Members may also make representations to the Board at any meeting provided permission is obtained from the Secretary or Chair at least 24 hours in advance of the commencement of the meeting. Such permission is not to be unreasonably withheld.
- 14.3 Notwithstanding section 14.2, the Board may from time-to-time conduct in-camera meetings following the regular business of the Board Meeting. Any resolutions from such meetings shall be recorded in the regular meeting minutes, which shall be made available to the members within reasonable time after the adjournment of the meeting.
- 14.4 Any meetings of the Board may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 14.5 Notice shall be given for each meeting of the Board of Directors prior to the meeting.
- 14.6 Notwithstanding 14.5, in the case of Regular Meetings, notice need only be given prior to the first meeting of such schedule.
- 14.7 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.
- 14.8 Notwithstanding section 14.7, any deliberate error or omission in notice of such a meeting are sufficient grounds to invalidate the proceedings and resolutions of such meeting, in whole or in part, when supported by majority vote of the Directors or Voting Membership.
- 14.9 Questions arising at any meeting of Directors shall be decided by a simple majority of votes, with the chair abstaining from the initial ballot. In the case that an additional vote may decide the matter, the chair of that meeting shall cast the deciding vote. All votes taken at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by show of hands or as otherwise agreed by a majority of Directors. A declaration by the chair that a resolution has been carried, or otherwise, 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.
- 14.10 Conflicts of interest on the part of a Director in attendance at a meeting of the Board shall be disclosed in advance of any discussion or motions regarding that interest. When such interest becomes a matter of Board action, such Director shall neither vote nor use personal influence on the matter and shall not be counted in the quorum for any voting on such interest. The Director may, however, briefly state a position on the matter, and answer pertinent questions of Board members.

The minutes shall clearly reflect that for all actions taken on such matters these requirements have been met.

- 14.11 All votes conducted by telephone or Electronic Means shall be recorded by the Secretary and included in the minutes of the next Board Meeting.

## 15 BOOKS AND RECORDS

- 15.1 The Directors shall ensure 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.
- 15.2 The (financial) auditors shall be appointed annually by the Membership, on the recommendation of the Board, to review the financial records of the Corporation, including its committees.
- 15.3 The Board shall appoint a Director, preferably the Vice President, to monitor compliance with the requirements set out in this by-law. This requirement includes formal reviews of tasks for completeness, timeliness, and budget adherence. A list shall be developed at the first meeting of the newly elected Directors to identify and review the by-law requirements. The list shall be appended to include projects sponsored by the Board. The List shall be reviewed at each Board meeting and shall be presented to the Membership at the Annual General Meeting and not less than one other time during the Corporation year.
- 15.4 The President shall conduct a formal activity at the beginning of each Corporation year to ensure individual Board members understand their obligations.
- 15.5 The Board shall appoint an individual to maintain the property records of the Club. This record shall be examined by the Board at its initial meeting after appointment

## 16 AWARDS AND RECOGNITION

The Board shall maintain a formal set of criteria for use in selecting recipients of Club awards and other recognition devices. These criteria shall be reviewed and reconfirmed by a vote of the Voting Membership, at least once every 3 years. These criteria along with related application/nomination documents shall be posted on the YRARC web site.

## 17 EQUIPMENT

Equipment owned by the Club shall be used only for Club activities by its Members and shall not be loaned or otherwise transferred to any individual, unless authorised by the Board. In the event of any emergency which requires immediate aid to Civil Power, the President along with the Secretary or other officer appointed by the Board for the purpose shall have the authority to release any or all equipment as may be necessary to meet the emergency. Such equipment released is to be returned to Club custody immediately on cessation of the emergency. Amateur radio transmitters belonging to the club may only be used by or under the supervision of a Member.

## 18 MEMBERSHIP

- 18.1 Membership in the Corporation may be one of the following:
- a) Regular Member - Open to all persons who hold a valid Canadian Amateur Radio Certificate and who otherwise meet the requirements of the Corporation. Regular Members can be elected to the Board. Regular Members have full voting rights in the Corporation.

- b) Associate Member - Open to all persons interested in Amateur Radio but who are not eligible to be Regular Members. The number of Associate Members shall not exceed more than one-fourth (25%) of the number of Regular Members.
- c) Life Member - The Board of Directors may, from time to time, recommend as a Life Member, individuals who have made significant contribution to Amateur Radio and/or service to the Corporation. Members will vote on the appointment of all Life Members at the Annual General Meeting. A Life Member enjoys all privileges of a Regular Member but is not required to pay annual dues.
- d) For a fee which shall be determined from time-to-time by the Membership, other members of a Regular Member's family may be added as a Family Member. To qualify, the Family Member must be related by blood or adoption to the Regular Member or spouse and reside at the same address. Family Members are not required to pay additional annual dues.  
Effective upon adoption of By-Law #9, no additional Family Memberships will be accepted. Family Members may continue to renew their Family Memberships provided they continue to qualify as family members without lapse in membership.

18.2 Membership (in the Club, or position as a Director) shall be terminated for just cause by a majority of the Board. Cause for termination of membership shall be actions deemed detrimental to the objectives of the Corporation.

18.3 Members may tender resignation by writing to the Secretary.

## 19 DUES

19.1 The annual dues payable by all Members except Life Members shall be from time to time fixed by the Board, which dues shall become effective only when confirmed by a vote of the Members at the Annual General Meeting or at a Special Meeting of the Members.

19.2 The annual dues for renewing Regular or Associate Memberships are payable at the September General Meeting, and no later than October 15th. Failure to renew a Regular or Associate Membership by this date will cause an immediate termination of membership and all its privileges. Annual dues for new memberships are payable at the time of application for membership.

## 20 ANNUAL AND OTHER MEETINGS OF MEMBERS

### 20.1 Conduct of the Annual General Meeting (AGM)

- a) The AGM shall be held, except as otherwise provided, during the month of June in such a place and at such a time as the Board shall determine.
- b) No public notice or advertisement of the AGM or any meeting of the Members shall be required, but an effort must be made to communicate notice of the time and place of every such meeting by some ordinary means, at least ten (10) days in advance.
- c) The Secretary shall report the percentage attendance at the Board meetings since the last AGM for the incumbent board Members.
- d) The chair shall present the role and functionality of the Board in general. The specific roles and obligations of the key Officers shall be described.
- e) Directors shall be elected which term shall commence with the first day of the Operating Year following their election.

- f) Any amendments to the by-laws shall be put forward for ratification.
- g) The actions of the Board shall be ratified or revised by the membership.
- h) Auditors shall be appointed for the financial year.
- i) The final auditor's report for the financial year shall be presented at the next AGM.
- j) The Members may consider and transact any business either special or general without any notice thereof.
- k) The President shall appoint a Member who is not a Director to chair the election process for the Board.
- l) In the interest of ensuring Members can exercise a knowledgeable decision in making their choice(s) for Directors, each candidate shall address the AGM and present their credentials, vision, capabilities and commitments.
- m) Candidates may be required to answer questions from the Members in attendance.
- n) Mid-term Directors who have yet to complete their 2 year term shall address the AGM and present their perspective of their past year's contribution to the Board and their expectations for the balance of their 2 year term.

- 20.2 At the direction of the Board, the President or Vice-President shall have the power to call, at any time, a Regular or Special General Meeting.
- 20.3 If neither the President nor the Vice-President is in attendance at a General Meeting, the Members present may appoint a chair for that meeting.
- 20.4 No error or omission in giving notice of any AGM or General Meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.
- 20.5 Notwithstanding section 20.4, any deliberate error or omission in notice of such a meeting shall, when supported by majority vote of the Directors or Voting Membership, be sufficient grounds to invalidate the proceedings and resolutions of such meeting, in whole or in part.
- 20.6 Any General Meeting may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 20.7 A quorum for the transaction of business at any General Meeting shall consist of not less than one quarter (25%) of the total current Voting Membership, either present in person or represented by proxy.
- 20.8 Subject to the provisions of the Corporation, each Voting Member shall be entitled to one vote on every question or resolution called before the Membership. Each Voting Member may vote in person or by proxy. A proxy voter need not himself be a Member, but before the General Meeting is called to order shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents.
- 20.9 At all General Meetings, every question shall be decided by a majority of the votes of the Voting Members, present in person or represented by proxy unless otherwise required by the Articles of Incorporation or the by-laws of the Corporation. Every question shall be decided, in the first instance, by a show of hands or other means as agreed by a majority of Members unless a poll or ballot be



demanding by any Members. When a vote is tied a poll shall be taken. Unless a poll is required, 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 evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be taken in a manner as the chair shall direct, and the result of such poll shall be deemed the decision of the Corporation in General Meeting upon the matter in question.

## 21 CHEQUES, Etc.

21.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two of either the President or the Treasurer or such other Officer or Officers, agent or agents and in such manner as shall, from time to time, be determined by resolution of the Board and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection or for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of such proper signing Officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## 22 DEPOSIT OF SECURITIES FOR SAFEKEEPING

22.1 The securities of the Corporation shall be deposited for safekeeping 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 be from time to time 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.

## 23 NOTICE

23.1 Whenever, under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by Electronic Means or by depositing same in a post office or a public letter box in a prepaid, sealed wrapper addressed to the Director, Officer or Member at his address as the same appears in the books of the Corporation. A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or sent by Electronic Means at the time sent. For the purpose of sending any notice, the address of the Members, Director or Officer shall be his latest postal or email address as recorded in the books of the Corporation.

24 INDEMNITY OF DIRECTORS AND OFFICERS

24.1 Every Director or Officer of the Corporation and his heirs, executors and administrators, and estate and effects shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- b) all other costs, charges and expenses that 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.

25 AMENDMENTS

25.1 Proposed amendments to this by-law shall be circulated to the Voting Members at least three (3) weeks before the AGM or special meeting called for that purpose.

25.2 Amendments to this by-law shall be carried by a two-thirds majority of the Voting Members present in person or by proxy.

26 REVOCATION OF BY-LAWS NUMBERS 1, 2, 3, 4, 5, 6, 7 and 8.

26.1 This by-law which shall be known as By-Law 8 of the York Region Amateur Radio Club, including the amendments which have been made, replaces by-laws numbered 1, 2, 3, 4, 5, 6, 7, and 8 which are hereby revoked.

Confirmed by the Membership in accordance with the Corporations Act (Ontario) at an Annual General Meeting on the sixth day of June 2023.



Signature of President, Chris Sullivan, VE3NRT



Signature of Secretary, Michael Veit, VE3BWV

Dated in Aurora, Ontario, this 15<sup>th</sup> day of August 2023.