**BY-LAW No. 1**

**By-law relating generally to the transaction of the business and affairs of the Corporation de la revitalisation du centre-ville de Casselman**

**Un règlement général concernant la conduite des affaires de la Corporation de la revitalisation du centre-ville de Casselman

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**SECTION 1: INTERPRETATION**

**1.01 Definitions**

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

* **"Advisor"** means an advisor appointed by the Board in accordance with section 3.06(c);
* **"Board"** means the board of directors of the Corporation as described in subsection 3.01;
* **"By-law"** means any by-law of the Corporation from time to time in force and effect;
* **"Contracts, Documents or Instruments in writing"** includes but is not limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, releases, receipts and discharges for payments, transfers of securities, and all paper writings;
* **"Corporation"** means *Corporation de la revitalisation du centre-ville de Casselman* (or *Corporation of the Casselman Downtown Revitalization*);
* **"Corporations Act"** refers to the Corporations Act, R.S.O. 1990, c.38, including any amendments or successor legislation;
* **"Director"** includes both Village Council Directors and Non-Council Directors;
* **"Letters Patent"** includes original/restated articles of incorporation, articles of amendment, amalgamation, continuance, reorganization, etc.;
* **"Meeting of the Members"** means annual and any general meetings of Members;
* **"Member"** includes both Voting and Non-Voting Members;
* **"Municipal Act, 2001"** refers to the Ontario Municipal Act, 2001;
* **"Municipal Services Corporations Regulation"** means Ontario Regulation 599/06 under the Municipal Act, 2001;
* **"Non-Council Director"** means a director not on Village Council, elected by Voting Members;
* **"Non-Voting Member"** as described in paragraph 9.01(c);
* **"Officer"** means an officer as described in section 6.01;
* **"Special Resolution"** means a resolution passed by the Directors and confirmed by at least two-thirds of Members’ votes;
* **"Village"** means the Corporation of the Village of Casselman;
* **"Village Council"** means the Village’s Municipal Council;
* **"Village Council Director"** means a Village Councillor elected as a director, including the Mayor;
* **"Village Councillor"** includes any member of the Village Council, including the Mayor;
* **"Voting Member"** as described in paragraph 9.01(b).

**1.02 Interpretation**

This By-law shall be interpreted according to the following:

* Terms defined in the Corporations Act retain the same meanings in these By-laws;
* Singular includes plural and vice versa; “person” includes corporations, partnerships, etc.;
* Headings are for reference only and do not affect the interpretation.

**SECTION 2: GENERAL MATTERS**

**2.01 Name**

The Corporation may, in accordance with section 5 of the Letters Patent, use the English translation of its name as:
**"Corporation of the Casselman Downtown Revitalization."**

**2.02 Head Office**

The head office of the Corporation shall be located in the **Village of Casselman**, Ontario (subject to change by Special Resolution). The precise location shall be fixed from time to time by resolution of the Board.

**2.03 Financial Year**

The Corporation’s financial year ends on **April 30th** each year, or on such other date as may be determined by Board resolution.

**2.04 Applicable Law**

(a) As a **municipal services corporation**, the Corporation is subject to legislative requirements beyond those applied to standard business or not-for-profit corporations.
(b) Applicable statutes include (but are not limited to):
– The **Corporations Act**
– The **Municipal Act, 2001**
– The **Municipal Services Corporations Regulation (O. Reg. 599/06)**
(c) All By-laws and activities of the Corporation must comply with applicable law.

**2.05 Dissolution**

(a) A voluntary dissolution or winding up must be authorized by the Members under the terms below.
(b) All classes of members may vote on such a motion, regardless of their normal voting rights.
(c) A **Special Resolution** of the Members is required to approve dissolution.
(d) Upon dissolution, **all remaining assets** of the Corporation, after settling debts, shall be transferred to the **Village of Casselman**.

**SECTION 3: DIRECTORS**

**3.01 Number and Composition of Board**

(a) The Board shall consist of **no fewer than five (5)** and **no more than seven (7)** Directors. The exact number may be set by Board resolution, if such authority has been delegated to the Board by Special Resolution of the Members.

(b) The Board must include **at least one (1) Village Councillor**, but no more than two (2).

**3.02 First Directors**

The applicants for incorporation shall serve as the first Directors until successors are elected at the first Meeting of the Members.

**3.03 Election and Term (as amended by By-law #2** Dated AUGUST 16, 2018.**)**

(a) The Directors shall be elected by the Members at each annual meeting at which an election of Directors is required.

(b) The term of office of a Village Council Director shall be from the date of the meeting at which he or she is elected to the Board until the date he or she ceases to be a Village Councillor.

(c) The term of office of a Non-Council Director shall be from the date of the meeting at which he or she is elected to the Board until the third annual meeting next following (e.g. 3 years) or until his or her successor is appointed or elected.

(d) A Non-Council Director shall, if qualified, be eligible for re-election for a maximum of three (3) consecutive terms.

(e) Village Council Directors shall, if qualified, be eligible for re-election without limitation.

**3.04 Vacancies**

A Director’s position becomes vacant if:

* (a) A Village Council Director ceases to be a Village Councillor
* (b) The Director becomes bankrupt or insolvent
* (c) The Director is found mentally incompetent
* (d) The Director resigns in writing
* (e) The Director is removed by the Voting Members

**3.05 Filling Vacancies**

(a) Vacancies may be filled as follows:

* (i) If removed by Members, the Members appoint the replacement for the remainder of the term.
* (ii) Other vacancies may be filled by the current Directors (if quorum is maintained).
* (iii) If not filled, they will be addressed at the next annual meeting.

(b) If the Board size is increased between terms, the new positions may be filled in the same manner.

**3.06 Committees & Advisors**

(a) The Board may create committees as needed.
(b) Committees may establish their own procedures, subject to Board direction.
(c) The Board may appoint **advisors** (paid or volunteer) in non-Officer roles, with powers, titles, and duties as assigned.

**3.07 Remuneration of Directors**

Directors serve **without remuneration**. However, they may be reimbursed for **reasonable expenses** incurred in performing their duties.

**SECTION 4: POWERS OF DIRECTORS**

**4.01 Administer Affairs**

The Board may manage all affairs of the Corporation and execute any contracts or actions the Corporation is authorized to engage in under its Letters Patent or applicable laws.

**4.02 Expenditures**

The Board may authorize expenditures on behalf of the Corporation and may delegate, by resolution, authority to one or more Officers to employ and compensate staff.

**4.03 Borrowing Power**

The Board may:

* (i) **Borrow money** on the Corporation’s credit
* (ii) **Issue, sell, or pledge debt obligations** (e.g., bonds, debentures, notes)
* (iii) **Mortgage or pledge** any real or personal property of the Corporation to secure debts
* (iv) **Delegate** any of the above powers to Officers as the Board sees fit

These powers are in **addition to any existing borrowing powers** the Board or Officers may have under law or previous agreements.

**SECTION 5: MEETINGS OF DIRECTORS**

**5.01 Place of Board Meetings**

Board meetings may be held at the Corporation’s head office or any location within or outside Ontario.

**5.02 Power to Convene and Notice of Board Meetings**

(a) Meetings may be called by the Board, the President, or any Officer authorized by the Board.

(b) The meeting notice does not need to specify the business to be conducted.

(c) Notice must be delivered at least **2 days in advance**, excluding the delivery date but including the meeting date. Directors may waive notice at any time.
A meeting can proceed **without notice** if all Directors are present or waive notice.

(d) If the first meeting of the Board follows a Director election or appointment, no notice is required to newly elected Directors, provided there is quorum.

**5.03 Regular Meetings**

(a) The Board must hold at least **six (6)** meetings per fiscal year.

(b) The Board may pass a resolution to fix a regular meeting schedule. Once passed, no further notice is required for those regular meetings.

**5.04 Chairperson of Meeting**

If the President is absent or unable to chair a meeting, the Directors present will select another Director to act as chairperson.

**5.05 Invitation to Attend Meetings of the Board**

The President may invite the **Chief Administrative Officer of the Village** or other persons to attend and participate in meetings in a **non-voting capacity**.

**5.06 Quorum of the Board**

(a) A **majority of voting Directors** constitutes quorum, and **at least one** must be a Village Council Director.

(b) If quorum is met, the Board may continue to exercise all its powers even with vacancies.

**5.07 Voting**

(a) Each Director (Village Council or Non-Council) has **one vote**.

(b) Decisions are made by **majority vote**.

(c) A **tie vote means the motion fails**.

**5.08 Participation by Telephone and Other Electronic Means**

If all Directors consent, meetings may be held via **telephone or electronic means** allowing for simultaneous communication. Such participation is considered **attendance in person**.

**5.09 Resolution in Lieu of Meeting**

A written resolution signed by **all voting Directors** is valid as if passed at a Board meeting.

**SECTION 6: OFFICERS**

**6.01 Officers**

The Officers of the Corporation shall include:

* (a) President
* (b) Vice-President
* (c) Treasurer
* (d) Secretary

The Board may appoint additional officers as needed under subsection 6.02(b).

**6.02 Appointment and Term**

(a) The President, Vice-President, Treasurer, and Secretary must be appointed by the Board from among the Directors. Their term runs concurrent with their term as Director.

(b) The Board may also appoint other officers and agents as it deems necessary, setting their terms, responsibilities, and powers.

(c) The same person may hold more than one office, **except** President and Vice-President may **not** be held by the same person.

**6.03 Vacancies**

(a) An officer remains in office until:

* (i) They resign in writing, effective upon receipt or specified date, or
* (ii) They are removed by Board resolution.

(b) If a vacancy occurs, the Board may appoint a replacement by resolution.

**6.04 Remuneration of Officers**

Officers serve **without remuneration**, but may be reimbursed for **reasonable expenses** incurred in fulfilling their duties.

**6.05 Removal of Officer**

The Board may remove any Officer **at any time**, with or without cause, unless otherwise agreed.

**6.06 Powers and Duties**

Officers perform duties and hold powers typical of their positions, as well as those assigned by the Board. Key roles include:

* **President:** Chairs Board meetings when present; represents the Corporation and Board as needed.
* **Vice-President:** Acts in place of the President when absent or unable; also carries out duties assigned by the Board.
* **Treasurer:** Manages custody and deposit of funds and securities; maintains financial records; carries out additional duties as assigned.
* **Secretary:** Issues notices of meetings, maintains corporate records (e.g., minutes, registers), and performs other duties as assigned.

(b) In case of absence or inability of any Officer, the Board may **delegate their powers** to another Officer or Director temporarily.

**SECTION 7: INDEMNITY & LIABILITY PROTECTION**

**7.01 Indemnity of Persons**

(a) The Corporation shall indemnify a Director, Officer, former Director or Officer, or any person acting on behalf of the Corporation (such as a director or officer of a related body corporate), and their heirs/legal representatives, **against all costs, charges, and expenses** (including settlements and judgments) reasonably incurred in civil, criminal, or administrative proceedings, **if**:

* (i) The individual **acted honestly and in good faith** in the best interests of the Corporation; and
* (ii) In the case of a criminal or administrative action enforced by a monetary penalty, they had **reasonable grounds to believe** their conduct was lawful.

(b) Directors and Officers are subject to the **Municipal Conflict of Interest Act**, R.S.O. 1990, c. M.50.

(c) The Board may purchase **liability insurance** to protect and indemnify its Directors and Officers.

**7.02 Protection of Directors and Officers**

(a) No Director or Officer shall be held personally liable for:

* The actions or defaults of other Directors, Officers, or employees
* Loss or damage due to defective title or investment
* Bankruptcy or tortious acts of third parties
* Loss or misappropriation of funds or property
**Unless** due to their own **wilful neglect or default**

(b) Directors and Officers are not personally responsible for contracts or transactions unless approved by the Board.

(c) If a Director or Officer is separately employed by or provides services to the Corporation (outside their Board role), they may receive **appropriate compensation** for those services.

**SECTION 8: CONFLICTS OF INTEREST**

**8.01 Disclosure**

(a) A **Director, Officer, or Advisor** who has a **real or perceived direct or indirect interest** in a contract, transaction, or proposal with the Corporation must **disclose** that interest to the Board.

(b) If a **Director** discloses a conflict of interest, they must **not participate in debate or voting** on the matter.

(c) If an **Officer or Advisor** discloses a conflict of interest, they must **not advise on the matter** in question.

**8.02 Interests in Contracts**

(a) Provided they comply with this By-law and applicable law, a Director’s interest in a contract does **not** make the contract void or voidable. Nor is the Director required to return any profit realized from it.

(b) However, if the Director **fails to comply** with this By-law or legal conflict rules, the contract may be **voided**, and the Director may be **required to account for profits** made.

**8.03 Members’ Approval**

The Board may choose to submit any contract, transaction, or proposal to the **Members for approval or ratification**.

If a majority of Voting Members approve (unless a greater vote is required by law or Letters Patent), the action is considered valid as if all Members had approved it.

**SECTION 9: MEMBERS**

**9.01 Membership Classes**

The Corporation shall have two classes of Members:

* **(a) Membership eligibility and rights** are determined in accordance with the Corporation’s Letters Patent and By-laws.
* **(b) Voting Member**:
A Voting Member has the **right to receive notice of and vote** at any Meeting of the Members and is otherwise entitled to exercise the rights of a Member under the Corporations Act.
* **(c) Non-Voting Member**:
A Non-Voting Member **may not vote** at Meetings of the Members but may be entitled to receive notice of meetings and participate in other non-voting capacities as determined by the Board.

**SECTION 10: MEMBERS’ MEETINGS**

**10.01 Annual and General Meetings of Members**

The Corporation shall hold **annual meetings** and may also hold **general meetings** of Members at such time and place as determined by the Board.

**10.02 Place of Meetings of the Members**

Meetings are held at the **Corporation’s head office** or at another location as decided by the Board.

**10.03 Notice of Meetings of the Members**

Written notice must be sent to each Member **within the time and manner** prescribed by the Corporations Act and the By-laws.

**10.04 Waiver of Notice**

A Member may **waive notice** of a meeting. Attendance at a meeting constitutes waiver unless the Member attends **solely to object** to the meeting’s validity.

**10.05 Quorum**

A **majority of Voting Members** constitutes quorum at a Meeting of the Members.

**10.06 Persons Entitled to Attend Meetings of the Members**

The following may attend Members' meetings:

* Voting and Non-Voting Members
* Directors
* Auditors
* Any other persons permitted under the Corporations Act or By-laws

**10.07 Chairperson of Meeting**

The Board shall designate a Director to **preside** at Members’ meetings.

**10.08 Recording of Decisions**

(a) If the Voting Member makes a decision that has the same effect as one taken in a meeting (without holding an actual meeting), they must provide a **written record** of that decision.

(b) A **written decision or resolution** signed by the Voting Member has the **same legal effect** as one passed in a formal meeting.

**SECTION 11: EXECUTION OF DOCUMENTS**

**11.01 Execution of Instruments**

* The Board may pass a resolution to appoint **any Officer or person** to sign contracts, documents, or instruments either generally or for specific purposes.
* The **corporate seal**, when required, may be affixed to any signed document.

**11.02 Cheques, Drafts, Notes, etc.**

* All cheques, drafts, payment orders, promissory notes, and bills of exchange must be signed by the Officer(s) or individual(s) authorized by Board resolution.
* These signatories do not necessarily need to be Officers of the Corporation.

**SECTION 12: NOTICES**

**12.01 Service**

* Notices or documents required to be sent to Members, Directors, or auditors may be:
	+ Delivered personally
	+ Sent by prepaid mail, telegram, cable, or facsimile
* They are sent to the latest address on file with the Corporation.
* Notices may be **waived** or their time periods shortened with **written consent** from the recipient.

**12.02 Computation of Time**

* When counting notice periods, the **day the notice is sent is not included** unless otherwise stated.

**12.03 Proof of Service**

* It is sufficient to prove a notice was sent by mail if it was properly addressed and placed in the mail.
* An Officer’s certificate regarding the sending or delivery of notices is **conclusive evidence**.

**12.04 Error or Omission in Giving Notice**

* An error or accidental omission in giving notice of a **Board meeting** does **not invalidate** the meeting or any decisions taken.
* Likewise, errors or omissions in notices for **Members’ meetings** do not invalidate those meetings or their resolutions.

**SECTION 13: AUDITORS**

**13.01 Auditors**

* At each **annual meeting**, the Voting Members shall appoint an **auditor** to audit the Corporation’s accounts.
* The auditor holds office until the **next annual meeting**, unless replaced earlier.
* The Board may appoint a replacement if a **casual vacancy** arises before the next meeting.
* If the Members fail to appoint a new auditor, the current one **continues in office** until replaced.

**13.02 Remuneration**

* The **Voting Members** may fix the auditor’s remuneration.
* Alternatively, the Board may set the remuneration **if authorized** to do so by the Members.

**13.03 Removal**

* The Voting Members may **remove the auditor** before the end of their term by passing a **resolution with at least two-thirds (2/3) support** at a duly called general meeting.
* A new auditor is appointed by **majority vote** at the same meeting to serve the remainder of the term.

Dated July 23, 2013.