

*Tour de Fort is a non-profit, volunteer-based organization dedicated to bringing high quality professional entertainment to Fort Frances and the Rainy River District.*

**Tour de Fort Canadian Concert Series Inc.  
[“Corporation”]**

**General By-Law of the Corporation**

**1. Name:**

- 1.1 The name of this corporation shall be "Tour de Fort Canadian Concert Series Inc." (referred to as "Tour de Fort"). Where the corporation is referred to in the By-Laws, etc., as the “Organization” and/or “Concert Series” reference is made to the Tour de Fort Canadian Concert Series Inc.

**2. Objects:**

- 2.1 To promote public interest in artistic performances and present public performances of the highest degree of proficiency for the general benefit of the communities in the Rainy River District.
- 2.2 To arrange to bring performing artists to Fort Frances and the Rainy River District of Ontario.
- 2.3 To collaborate with other organizations, whether incorporated or not, which have objectives similar in whole or in part to the objects of Tour de Fort.
- 2.4 Have sole responsibility for the selection of Tour de Fort shows, the production of shows, establishing ticket pricing, fundraising, management of the organizations, and marketing.

**2. Definitions:**

In these by-law’s, unless the context otherwise requires, the following terms shall have these meanings:

- (1) “**Act**” means the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15, as amended, and, where context requires, includes the regulations made under it;
- (2) “**Articles**” means, collectively, any letters patent, supplementary letters patent, articles of incorporation, supplementary articles of incorporation, or any like incorporating document of the Corporation in force or governing at the relevant time;
- (3) “**Board**” means the Board of Directors of the Corporation;
- (4) “**By-laws**” means this by-law, including any schedules hereto, and all other by-laws of the Corporation, all as amended;
- (5) “**Contract**” an agreement between the corporation and another party that creates an obligation.

- (6) **"Policy"** means a policy of the Corporation;
- (7) **"Resolution"** means a resolution adopted by a majority of those in attendance at a duly-constituted meeting of the Board or of the Members, as applicable, and may include a resolution in writing of like effect, if permitted by the Act, unless otherwise specified or required by the context;
- (8) **"Staff"** shall mean someone employed by the corporation including in a volunteer or unpaid capacity.

### **3. Interpretation:**

- 3.1. In the interpretation of this document, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 3.2. Other than as specified above, words and expressions defined in the *Canada Not-For-Profit Corporations Act* have the same meanings when used in these by-laws.

### **4. Registered Office:**

- 4.1. The registered office of the corporation shall be in the Town of Fort Frances, in the Province of Ontario.

### **5. Corporate Seal:**

- 5.1. The seal of the Corporation, if any, shall be in the form determined by resolution. If a corporate seal is adopted, a copy or impression of it shall be appended and become the next consecutively lettered schedule to this by-law, to be subtitled as "Corporate Seal".

### **6. Headings for Convenience Only:**

- 6.1. The division of this by-law into sections is for convenience of reference only and shall not affect the interpretation or construction of this by-law.

### **7. Government:**

- 7.1. The powers of this organization shall be vested in the Board of Directors Membership. The Board shall have the general powers of administration of the affairs of Tour de Fort, with authority to submit and enact constitution and by-law changes.
- 7.2. The Board shall consist of the elected and/or appointed membership officers as described as per the by-laws.
- 7.3. Only members 18 year of age or older may hold a binding vote.

### **8. Membership Conditions:**

- 8.1. The Membership of the Organization shall consist of persons who have paid the annual member ship fee, and are interested in the purpose and objects of the Organization.

- 8.2. Must provide and update personal and contact information as requested by the Secretary for the purpose of receiving notice and maintaining the Corporation's ledgers and registers of Members.
- 8.3. Must remain a Member in good standing, within the meaning of the *Act* or any duly-enacted policy or by-law of the Corporation.
- 8.4. **Class of Members.** Subject to the articles, Board of Director Memberships shall consist of two Active types: Class A Officers and Class B Officers. The Board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:
  - Class A Members**
    - a) Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Organization , and are 18 years of age or older.
    - b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Organization.
    - c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
  - Class B Members**
    - a) Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the Organization, and are under the age of 18.
    - b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Organization.
    - c) Subject to the *Act* and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Organization.
- 8.5. Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
- 8.6. **Membership Transfers.** A membership may only be transferred pursuant to Section 197(1) (Fundamental Change) of the *Not-for-Profit Organizations Act*.
- 8.7. A special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

**8.8. Disciplinary Act or Termination of Membership for Cause.** The Board shall have authority to suspend or expel any member from the for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies;
- b. carrying out any conduct which may be detrimental to the Organization as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Organization.

In the event that the Board determines that a member should be expelled or suspended from membership, the president, or such other officer as may be designated by the Board, shall provide twenty (10) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (10) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

**8.9. Termination of Membership.** A membership is terminated when:

- a. the member dies or resigns;
- b. the member's term of membership expires;
- c. the organization is liquidated and dissolved under the *Act*;
- d. the member is expelled, or their membership is otherwise terminated in accordance with the *Act* and as outlined in this by-law , Section 8.8.

## **9. Membership Dues:**

- 9.1. The annual membership fee shall be determined by the Board of Directors and shall be due at the Annual General Meeting or on a date specified by the Board of Directors.
- 9.2. On payment of membership fee, members are entitled to attend all performances in the series for the membership year, vote at the Annual General Meeting, run for an elected officer membership seat, and

- participate in standing committees.
- 9.3. Members shall be notified in writing of the membership dues at any time payable by them and Members whose dues have not been paid within two (2) calendar months, or date as determined, shall be removed from the membership, and lose all privileges associated with the membership.
- 9.4. A returning member must pay or renew their membership fee in the presence of a witness who is not an immediate family member, business partner, or otherwise financially affiliated.

#### **10. Directors And the Board:**

- 10.1. **The Board, General.** The business of the Organization shall be administered by the Board, the members of which shall be Directors that are elected or appointed at the first meeting of Members and at each succeeding Annual General Meeting. A majority of the Directors at any point in time shall constitute a quorum of the Board.
- 10.2. **Qualifications of Directors.** To seek or hold office as a Director, an individual must meet the following qualifications:
- a. a director must meet and fulfill the requirements to serve as a director in the Act.
  - b. a director must be a Member of the Organization .
  - c. a director must reside in the geographic region defined as the Rainy River District.
  - d. a director must meet and fulfill all training and requirements established from time to time by the Board for its Directors.
  - e. Any individual holding office as a Director who ceases to be in good standing will cease to be a Director until such time as they become in good standing. If the individual becomes of good standing within sixty (60) days, they may, if approved by the Board, resume their position as a Director. Otherwise, they shall cease to be Director.
- 10.3. **Deemed Vacancies on the Board.** A Directors' seat shall be deemed vacant where the Director:
- a. subject to the rules set out in Section 8, is no longer qualified to be a director;
  - b. resigns their office by giving written notice to the Corporation;
  - c. is declared by a court to be mentally incompetent;
  - d. makes an assignment in bankruptcy or is an undischarged bankrupt;
  - e. is removed as a Member in accordance with section 8.9; or
  - f. fails to attend four (4) consecutive meetings of the Board without being excused by the Chair, following which a special resolution of the Directors may be passed declaring the Director's seat vacant.

- 10.4. **Composition of the Board.** The Board shall consist of up to fifteen (17) Directors, as follows:
1. **Executive Officers**
    - a. One (1) Director shall be the President of the Corporation;
    - b. One (1) Director shall be the Vice-President of the Corporation;
    - c. One (1) Directors shall be Secretary of the Corporation;
    - d. One (1) Director shall be the Treasurer of the Corporation;
  2. **Members of the Board**
    - a. Up to ten (10) Class A Directors serving at-large; and
    - b. Up to three (3) Class B Directors serving at-large.
- 10.5. **Selection of Executive Officers.** The Executive Officers of the Corporation shall be determined as follows:
- a. The term of the President, Vice-President, Secretary, and Treasurer shall be two (2) years, measured as the period from the date of election to the second consecutive annual General Meeting to follow.
  - b. The terms of the President and Secretary and the Vice- President and the Treasure shall be non-consecutive, with an election for two of the four happening at the date of each Annual General Meeting.
  - c. If a vacancy arises in the office of the President or the Vice-President before the conclusion of the President’s term of office, the First Vice-President or the Secretary , as applicable, shall become the Interim President or Interim First Vice-President , as applicable, and the Board shall elect an Interim Vice-President .
  - d. At an Annual General Meeting where Directors are to be elected and the President and the Secretary is in their first term, they shall be acclaimed as Directors until the completion of their current term.
  - e. At an Annual General Meeting where Directors are to be elected and the Vice-President and the Treasurer is in their first term, they shall be acclaimed as Directors until the completion of their current term.
- 10.6. **Election Process for Directors.** The election of Directors at-large shall be overseen by any person the Board designates [“Election Officer”] but shall not be overseen by a person seeking election or succeeding to a new role at the General Meeting.
- 10.7. A call for nominations for the office of Director shall come from the Floor at the Annual General Meeting. Membership Dues must be paid by the nominator and the nominee prior to this time.
- 10.8. The Election Officer shall Chair the portion of a General Meeting intended for the purpose of electing Directors.
- 10.9. The Election Officer shall determine the method of nominations to stand for the office of Director. The nomination method may be:
- a. calling for nominations with seconders from the floor during the General Meeting or
  - b. requiring that nomination be submitted in writing in advance of the General Meeting.

In all cases, nominations may only be made and seconded by Members whose membership is in good standing at the close of nominations.

- 10.10. The Election Officer shall make the inquiries they deem necessary into the qualification of nominees to stand for election or hold the office for which they have been nominated. The Election Officer shall also confirm that each duly nominated candidate for the office of Director wishes to stand for election to that office. This may be done verbally.
- 10.11. If there are more nominations received and accepted by the Election Officer than there are vacancies on the Board, the Election Officer shall hold a vote. The Election Officer may hold the vote by paper ballot, email, or a method of online voting so long as votes are limited to one ballot per Member. Only Members shall be entitled to vote. The ballot shall be received and counted by the Election Officer, with the results announced immediately.
- 10.12. Notwithstanding the above references to voting by ballot, if a General Meeting for the purpose of electing Directors is held via electronic means, the Election Officer shall select an alternative voting method to paper ballots.

## **11. The Board and Executive Officers**

- 11.1. **Officers.** The officers [“**Officers**”] shall be as follows:
  - a. The President;
  - b. The Vice-President;
  - c. The Secretary; and
  - d. The Treasurer.
- 11.2. **Duties of the Officers.** The duties of the Officers are described in **Appendix 1** hereto.
- 11.3. **Selection of the Officers.**
  - a. The President , the Vice-President , Treasurer, and the Secretary are Directors and shall be selected in accordance with By-Law Section 10.
  - b. No-consecutive terms will run as outlined in Section 10 of the By-Law. Whereas the President and the Secretary are to run consecutively, and the term of the Vice-President and Tresure are to run Consecutively.
  - c. The Treasurer shall be elected or appointed by the Board at its first meeting after a General Meeting for the purpose of electing Directors. A vacancy in the role of the Treasurer that arises midway through a term shall be filled by the Board in the same manner.
- 11.4. **Delegation by Officers.** With the approval of the Board, an Officer may delegate their duties to an employee, a Staff member, or a professional service provider.

## 12. Committees:

- 12.1. The Board may appoint or nominate members to sit on various committees. Such nominees shall act, to the extent permitted by law and the constating documents of the entities upon which each nominee serves, in the best interests of Tour de Fort. Such representatives serving in this capacity shall deliver to the regular reports of their duties or the business of these committees.
- 12.2. Each committee shall consist of a Chairman and such other members as deemed necessary. Their duties shall commence as soon as appointed, and they shall serve during the term of their appointment, for the remainder of the fiscal year in which they are appointed or until their successors are duly appointed.
- 12.3. The duties of each committee shall be determined by the Executive and are further outlined in Appendix 2.

## 13. Meetings of the Organization

- 13.1. Any meeting of the members will be held at any location as the Board of Directors may designate and at such a time and date as shall be determined.
- 13.2. Notice of the time and place for the holding of a regular meeting of the Board shall be to all members of the Executive and sent not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- 13.3. **Initial Meeting of a New Board.** If a quorum of Directors is present immediately following the annual General Meeting where Directors were elected or appointed, the Board may hold its first meeting at that time without notice.
- 13.4. **Voting.** Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes, as determined by the Chair. In case of an equality of votes, the motion will be deemed defeated, and the Chair shall not have a second vote.
- 13.5. **Chair.** Each meeting of the Board shall be chaired by the President. If the Chair is absent, the First Vice-President shall assume the chair for the meeting. If the President and the First Vice-President are absent, the Secretary shall assume the chair for the meeting. In the event none of the foregoing Officers are present, the meeting shall be chaired by any other Director elected by a majority vote. If no Director is willing to chair the meeting in such circumstances, the meeting is deemed adjourned.
- 13.6. **General Meetings.** Except for In-Camera sessions, General Meetings are open to members of the Board of Directors and called at the discretion of



- the President, or any four Directors at any time and any place, on notice, as required by this by-law.
- 13.7. A minimum of six (6) meetings will be held annually.
  - 13.8. The financial statements for the previous meetings month's end shall be presented for approval at each meeting.
  - 13.9. Committee Meetings, when required, will be held at the discretion of the Committee Chair.
  - 13.10. **Minutes.** Minutes will be recorded at all Board and Committee meetings. The presence of a Member or other guest at a meeting shall be noted in the minutes of the meeting.
  - 13.11. At each meeting, the minutes of the previous meeting shall be presented for approval.
  - 13.12. **Meeting by Electronic Means.** Any meeting of the Board may be held by telephone or videoconference or a hybrid in-person/electronic format, provided that the method selected permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. At the discretion of the Chair or due to the unavailability of appropriate technology, notice of any given meeting may specify that electronic participation is not available.
  - 13.13. **In-Camera Meetings.** The Board may resolve to meet in-camera to discuss legal matters or any matter requiring confidentiality, privileged communications, or discretion. Unless otherwise resolved by the Board, persons who have declared a conflict of interest in an in-camera item shall leave the meeting for its consideration.
  - 13.14. A Director who breaches the confidentiality of in-camera discussions may be disciplined in accordance with these by-laws.
  - 13.15. **Annual General Meeting.** The Corporation shall hold one (1) Annual General Meetings each year, which may also be facilitated in a hybrid online/in-person format, at the Board's discretion.
  - 13.16. The Board of Directors shall call the Annual General Meeting (AGM) of the Organization, to be held within six (6) months of the end of the fiscal year.
  - 13.17. The Annual General Meeting is open to the public. Public notice of the date, time, and the location of the AGM will be published for the public a minimum of (7) seven days before the meeting is held.
  - 13.18. Governing of the AGM are set out in accordance with By-law , Section 4.
  - 13.19. The member who submitted a proposal resolution shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
  - 13.20. **Voting at AGM.** Business shall be decided by a majority of votes unless otherwise required by the By-laws or the Act, provided that:
    - a) Each Member, regardless of membership class, shall have one (1)

- vote at any General Meeting;
- b) Votes shall be taken by show of hands;
- c) An abstention shall not be considered a vote cast;
- d) Before a show of hands has been taken, the Chair may require or any Member may demand a written or electronic ballot (with electronic ballots being facilitated only where the circumstances permit);
- e) In the event of a tie vote, the Chair shall not have a second or casting vote, but shall require a written or electronic ballot (as the circumstances permit);
- f) whenever a vote by show of hands is taken on a question, unless a written or electronic ballot is required, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and
- g) Despite the foregoing, if an Annual General Meeting is taking place via hybrid electronic/in-person means, the Chair may decline to poll electronic participants or may remove electronic participants from the meeting if there is any reasonable concern about the integrity of the electronic vote or if it is not feasible to conduct a vote by electronic ballot.

- 13.21. The purpose of the Annual General Meeting shall be to:
- a. approve or amend the Minutes of the previous Annual General Meeting;
  - b. approve the financial review of the previous fiscal year;
  - c. elections; consider reports of the year's activities as presented and to consider matters of concern to the general membership.

#### **14. Code of Conduct:**

- 14.1. The Board may enact a code of conduct ["Code of Conduct"] governing the conduct of Directors, Officers, and Members, which may allow for the suspension or removal of Directors from office or the suspension or expulsion of Members in certain circumstances.
- 14.2. The Code of Conduct shall be a policy of the Corporation. When enacted or amended from time to time by the Board, it shall be appended hereto as a schedule to this by-law.

#### **15. Quorum:**

- 15.1. A quorum for a regular meeting shall consist of half of the Board of Directors membership plus one, with a minimum of two (2) of those being elected officers present to vote on any decision. Should a quorum not be reached within thirty (30) minutes of the scheduled time, meetings shall be declared as unable to proceed and shall be rescheduled by the President.
- 15.2. The quorum for the Annual General Meeting shall be fixed at the size of the then-current Board.

- 15.3. A simple majority of officers shall constitute a quorum at Executive Committee meetings.

**16. Rules of Procedure:**

- 16.1. The parliamentary principles set forth in Roberts Rules of Order shall govern in all cases not covered by the Constitution and by-laws.

**17. Policies:**

- 17.1. In addition to this by-law, the Organization shall be governed by various policies. Board policies shall be documented and codified in writing and instituted from time to time, as follows:
  - a. Board may institute or amend policies for the entire Organization. The Board may delegate the development or amendment of any policy to a Committee, an Officer, or a Member.
  - b. All policies of the Organization shall be consistent with the *Act*, other applicable legislation, and the by-laws. To the extent of any inconsistency, such policies are inoperable.

**18. Giving Notice:**

- 18.1. Any notice or other document to be given to a Member, a Director, or an Officer shall be sufficiently given if delivered personally, emailed to the person to whom it is to be given, or otherwise transmitted to the coordinates of the person on record in the registers or ledgers of the Organization. A notice or document so delivered shall be (i) deemed to have been given on the day it is personally delivered or the day it is sent if it is sent via email, or (ii) shall be deemed to have been delivered four (4) business days later or when delivery is confirmed, whichever is sooner.
- 18.2. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Organization to any notice or other document to be given by the Organization may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**19. Financial Management:**

- 19.1. **Banking.** The banking business of the Organization shall be transacted at a bank, trust company or other firm or Organization carrying on a banking business in Canada or elsewhere as the council may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by any two Executive

Officers (President, the Vice President, Secretary, and the Treasurer) and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

- 19.2. **Electronic Banking.** The Organization is authorized to engage in electronic or online banking and to instruct any employees, Staff, servants, or professional service providers to do so on its behalf. This expressly includes authorization for the payment of expenses or wages by direct deposit and Interac/email money transfer and the deposit and withdrawal of funds using online payment websites or platforms, where authorized for use by the Board. Where such an online payment is made, the persons who would normally have approved and/or signed a cheque shall review and affix their signature to a record confirming the transaction.
- 19.3. **Oversight.** The administration of the finances of the Organization shall be the responsibility of the Executive Officers with the Treasurer having day-to-day oversight of the financial administration. Additional practices are set out in Appendix A as part of the duties of the Treasurer,
- 19.4. The Board will receive reports from the Treasurer at its meetings on the financial status of the Organization. The Members will receive a report from the Treasurer, for acceptance by resolution, during each General Meeting called by the Board.
- 19.5. The Organization shall have no purpose of gain for its members, and any profits or gains to the Organization shall be used in promoting its objects as outlined in By-law, Section 4.
- 19.6. No member shall receive any remuneration for services.

## **20. Financial Year:**

- 20.1. The Organization's financial year (fiscal year) shall begin on the first day of July in each year and end on the 30th day of June.

## **21. Annual Financial Statements:**

- 21.1. The Secretary shall send the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* or a copy of a publication of the Organization reproducing the information contained in the documents, or may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.
- 21.2. The Organization is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **22. Borrowing Powers:**

- 22.1. If authorized by a resolution which is duly adopted by the membership and confirmed by ordinary resolution of the Board, the executive officers may from time to time:

- a. borrow money on the credit of the organization;
  - b. issue, reissue, sell, pledge or hypothecate debt obligations; and
  - c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property owned or subsequently acquired, to secure any debt obligation.
- 22.2. Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Organization to such extent and in such manner as may be set out in the by-law.
- 22.3. Nothing herein limits or restricts the borrowing of money by the organization on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the corporation.

### **23. Protection of Board of Directors and Executive Officers:**

- 23.1. **Protections.** No Member is to be liable for the acts, neglects, or defaults of any other Executive member or Committee member, of any employee or volunteer, or for joining in any receipt or for any loss damage, or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Organization or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Organization shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Organization with whom or which any moneys, securities, or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
- a. complied with the *Act* and the Articles and By-laws; and
  - b. exercised their powers and discharged their duties in accordance with the *Act*.
- 23.2. **Insurance.** The Board may secure by resolution appropriate insurance policies to provide for the indemnification and its Directors, Officers, and others.

### **24. Compensation:**

- 24.1. All members shall serve without compensation.
- 24.2. No Executive member shall directly or indirectly receive any profit from their position, provided that:
- a. Executive members may be reimbursed for reasonable expenses they incur in the performance of their duties. The Board may enact policies and procedures for the claiming and payment of expenses.
  - b. Executive members may be paid compensation and reimbursed for expenses incurred in connection with services they provide in any outside capacity, provided that the amount of any such remuneration or reimbursement is:
    1. considered reasonable by the Board;

2. approved by the Board for payment by resolution passed before such payment is made; and
  3. in compliance with any applicable conflict of interest rules including provisions of the *Act*.
- 24.3. All compensation arrangements for paid employees and compensated independent or third-party contractors must be approved by the Board by a simple majority vote. If a conflict of interest arises in a vote any/all members affected will be required to abstain and as such will be noted in a role call style vote.
- 24.4. The Board may form a committee for the purpose of setting compensation levels related to policies for employees or third-party employees and/or contracts.

**25. Execution of Documents:**

- 25.1. Contracts, deeds, transfers, assignments, obligations, and other instruments in writing requiring execution by Tour de Fort must be signed by any two (2) of its directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document (signing officer) may certify a copy of any instrument, resolution, by-law or other document of the Organization to be a true copy thereof.

**26. Properties:**

- 26.1. All properties, profits or other assets of the Organization shall be in the name of the Organization.
- 26.2. Upon any termination of membership, the rights of the member, including any rights in the property of the organization, automatically cease to exist.

**27. Conflict of Interest:**

- 27.1. **General.** A Member who is in any way directly or indirectly interested in or who is a party to a material contract or transaction with the Corporation, a proposed contract or transaction with the Corporation, or is a Director or Officer of, or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Organization shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a closed meeting of Directors or vote on any resolution to approve any such contract or transaction.
- 27.2. **No Financial Benefit.** No Director shall, directly or through an associate, receive a financial benefit through, through a contract or otherwise, from the Organization if it is a charitable Organization unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

**28. Invalidity of Provisions and Precedence:**

- 28.1. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles, or the *Act* shall prevail.

**29. Omissions and Errors:**

- 29.1. The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where Tour de Fort has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**30. Mediation and Arbitration:**

- 30.1. Disputes or controversies among members, directors, officers, committee members, or volunteers of the organization are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the Section 33 of the by-laws.

**31. Dispute Resolution Mechanism:**

- 31.1. In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the organization arising out of or related to the Certificate of Formation, the By-Laws, or out of any aspect of the operations of the organization is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers as set out in the By-laws or the *Act*, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- a. The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
  - b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - c. If the parties are not successful in resolving the dispute through

mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the organization is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- 31.2. All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

### **32. Dissolution:**

- 32.1. Upon dissolution of the Organization and in accordance with the *Act*, and after the payment of all debts and liabilities, any remaining assets shall be distributed by the liquidator to the Rainy River District School Board, who are directed to distribute or dispose of such property to continue the annual Fort Frances High School Graduation Tour de Fort Scholarship until such time that is no longer feasible.

### **33. Amendments to the By-laws and Effective Date:**

- 33.1. Subject to the articles, the Board may, by resolution, make, amended, revoked or introduce any by-law by any member in good standing, only at an Annual or Special Meeting by a three-quarters majority vote of the members present.
- 33.2. Notice of intent to move an amendment must be presented in writing to the Executive Committee at least 30 days prior to the meeting at which such amendments are to be moved and notice of the proposed amendment shall be provided to all members at least 14 days prior to the meeting at which such amendments are to be moved.
- 33.3. When amendments have been voted upon favourably by the Organization Membership, they shall take effect immediately.
- 33.4. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act* because such by-law amendments or repeals are only effective when confirmed by members.



ADOPTED BY the Board on the 24th day of September 2024.

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President

ENDORSED BY the Membership on the 24th day of September 2024.

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Vice President

