



CANADA NOT-FOR-PROFIT CORPORATIONS ACT

**BY-LAW NO. 1 OF
KINGSTON WOOD ARTISANS INC.
(the “Corporation”)**

Relating to the Business and Affairs of the Corporation

PART 1. INTERPRETATION

1.1 Definitions

In this By-law No. 1 and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Annual General Meeting” means the gathering of the Board and Members of the Corporation, as required by law to be held each calendar year;

- (c) “Articles” means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation;
- (d) “Board” means the Board of Directors acting as authorized by the Articles and the By-laws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (e) “Business Day” means any day that is not a Saturday, Sunday or a statutory holiday in the Province of Ontario;
- (f) “By-laws” means this By-law No. 1 and all other by-laws of the Corporation from time to time in force and effect;
- (g) “Chairperson” means the chairperson of the Board, as defined in section 4.7.
- (h) “Directors” means those Persons who have become directors of the Corporation in accordance with this By-law No. 1 and have not ceased to be directors;
- (i) “Executive Committee” means the committee responsible for operational leadership, which comprises the President, the Vice-President, the Secretary, the Treasurer, the Webmaster, the Group Coordinator(s), the Facilitator(s) and the Immediate Past-President;
- (j) “Meeting of Members” means the Annual General Meeting or a Special Meeting;
- (k) “Member” means a Person who has been admitted into membership in the Corporation and who has a number of rights by virtue of membership in the Corporation;
- (l) “Non-administrative meetings” means gatherings of Members where no corporate governance decisions may be made and no resolutions may be passed, and which any Member in good standing may attend;
- (m) “Officer” means an individual appointed as an officer under section 142 of the Act, the Chairperson, the President, a Vice-President, the Secretary, the Treasurer or any other Person who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices;
- (n) “Ordinary Resolution” means a resolution passed by a majority (50%+1) of the votes cast on that resolution;
- (o) “Person” means a natural person;
- (p) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

- (q) "Special Meeting" means a gathering of the Members called to discuss specific matters stated in the notice of the meeting; and
- (r) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Definitions in the Act

On the date this By-law No. 1 becomes effective, the definitions in the Act apply to this By-law No. 1.

1.3 Interpretation

In this By-law No. 1, a word defined in the plural form includes the singular, and vice-versa, and words in one gender include all genders.

PART 2. MEMBERSHIP

2.1 Classes of Members

Subject to the Articles, there are three classes of Members:

- (a) Adult Members;
- (b) Youth Members; and
- (c) Honorary Members.

Membership in all classes shall be restricted to those Persons who are eligible in accordance with this By-law No. 1.

A Person must apply in writing to the Corporation, and pay the applicable membership dues, to become a Member in the appropriate category.

2.2 Eligibility for Adult Membership

A Person may apply to be accepted as an Adult Member if he or she:

- (a) is 18 years of age or older;
- (b) is interested in advancing the purposes and supporting the activities of the Corporation; and
- (c) pays the annual membership dues.

2.3 Eligibility for Youth Membership

A Person may apply to be accepted as a Youth Member if he or she:

- (a) is 17 years of age or younger;

- (b) is interested in advancing the purposes and supporting the activities of the Corporation;
- (c) has permission from their parent or guardian; and
- (d) pays the annual membership dues.

2.4 Eligibility for Honorary Membership

The Board may choose to recognize a Person by awarding them an honorary lifetime membership. Honorary Members are not required to pay membership dues, and they shall not have voting privileges.

2.5 Transfer of Membership

Membership is not transferable.

2.6 Membership Rights

Adult Members are entitled to receive notice of, attend and vote at all Meetings of Members, and each such Member shall be entitled to one (1) vote at such meetings. Subject to the Act, Honorary Members and Youth Members shall not be entitled to receive notice of, attend or vote at a Meeting of Members. Adult Members and Honorary Members are entitled to stand for election to the Board or the Executive Committee. All Members in good standing are entitled to attend all Non-administrative Meetings and special events, provided that they pay any requisite Special Fees.

2.7 Membership Dues

Annual membership dues will be fixed from time to time by the Board. Members shall be notified in writing of the membership dues at any time payable by them. In order to participate in special events, Members may be required to pay additional fees (“**Special Fees**”), to be fixed by the Board.

2.8 Good Standing

All Members are deemed to be in good standing except a Member who has failed to pay the annual membership dues and Special Fees, if any, when due and owing and such Member is not in good standing for so long as the dues and Special Fees remain unpaid.

2.9 Compliance with Articles, By-laws and Policies

Every Member will, at all times:

- (a) comply with the Articles, the By-laws and the policies of the Corporation adopted by the Board from time to time; and
- (b) further and not hinder the aims and objects of the Corporation.

2.10 Cessation of Membership

A Person will cease to be a Member:

- (a) upon expulsion by way of special resolution of the Board made at a Special Meeting called for that purpose, in accordance with 2.11 *below*;
- (b) upon the date of delivering his or her resignation in writing to the Corporation;
- (c) upon the date which is 30 days after the Member has ceased to be in good standing; or
- (d) upon his or her death.

2.11 Expulsion of Member

A Member may be expelled by a Special Resolution of the Board at a Special Meeting called for that purpose. A Special Meeting of the Board may be called if:

- (a) the actions of a Member are deemed detrimental to the interests or the reputation of the Corporation;
- (b) a Member undertakes unauthorized actions or makes unauthorized representations on behalf of the Corporation;
- (c) a Member uses the name and/or reputation of the Corporation for personal gain; or
- (d) a Member is disruptive or behaves inappropriately during meetings of Members.

The Chairperson will notify the Member that he or she has been expelled and provide a brief statement of reasons for the expulsion.

2.12 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.10.

PART 3. MEETINGS OF MEMBERS

3.1 Place of Meeting

A Meeting of Members will be held at a place in Canada that the Executive Committee determines.

3.2 Persons Entitled to be Present

The only Persons entitled to be present at a Meeting of Members shall be those entitled to vote at such meeting, the Board and the public accountant of the Corporation, if applicable, and such other Persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the Meeting of Members.

3.3 Annual General Meeting

An Annual General Meeting will be held at least once in every calendar year.

3.4 Special Meeting

Special Meetings may be held from time to time.

3.5 Calling a Special Meeting

The Board may, whenever it thinks fit, convene a Special Meeting. The Board will call a Special Meeting on the written requisition of at least five percent (5%) of the Members.

3.6 Notice of Meeting of Members

Subject to section 7.1, notice of the time and place of an Annual General Meeting or Special Meeting shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery at least 21 days and not more than 60 days before the day on which the meeting is to be held; or
- (b) where the Member has provided an email address or facsimile number, by electronic mail to that address or facsimile to that number, as the case may be, at least 21 days and not more than 35 days before the day on which the meeting is to be held.

3.7 Quorum

A quorum at a Meeting of Members shall be 50%+1 of the Members entitled to vote at the meeting (unless a greater number of Members are required to be present by the Act). If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.8 Chairperson of the Meeting

The President shall serve as the chairperson of all Meetings of Members.

3.9 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

3.10 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall have the casting vote.

PART 4. DIRECTORS

4.1 Composition of the Board

The Board must be composed of no fewer than three (3) and no more than seven (7) Directors, each of whom shall be a Member in good standing. Each Director shall be elected by the Members in accordance with this By-law No. 1.

4.2 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

4.3 Qualifications of Directors

A Person is eligible to be a Director if he or she:

- (a) is at least 18 years of age;
- (b) has not been declared incapable by a court in Canada or elsewhere;
- (c) is not an undischarged bankrupt; and
- (d) is a Member in good standing.

4.4 Election of Directors

Directors will normally be elected at the Annual General Meeting through any vote conducted by show of hands by Members in good standing. The Chairperson shall present a slate of candidates for election to the Board at the Annual General Meeting. Members in good standing may nominate one or more other Members in good standing to stand for election by submitting their nominees to the Secretary at least five (5) days before the election. The Chairperson may also solicit nominations from the floor. Nominees who do not wish to stand for election may request that they be struck from the ballot. The Chairperson shall allow nominees ten (10) minutes to address the Members.

The nominees may not remain in the room during the conduct of the vote. The Chairperson shall tabulate and declare the results.

4.5 Term of Office

The term of office of Directors shall be one (1) year. For the purpose of calculating the duration of a Director's term of office, a Director will take office at the first meeting of the Board following the Annual General Meeting at which he or she was elected. The Director's term will be deemed to expire immediately prior to the commencement of the first meeting of the Board following the subsequent Annual General Meeting, unless he or she is reelected to serve another term. Directors may serve an indefinite number of one-year terms.

4.6 Duties and Responsibilities

The Board is responsible for:

- (a) providing strategic direction to the Executive Committee;
- (b) approving the Corporation's annual budget;
- (c) maintaining the Corporation's books and records; and
- (d) complying with disclosure obligations mandated by the Government of Canada.

4.7 Chairperson

The Chairperson of the Board shall be a Director, who is so designated by an ordinary majority of the Directors at the first meeting of the Board following an annual general meeting.

4.8 Duties of Chairperson

The Chairperson will preside at all meetings of the Board. The Chair will have such other duties and powers as the Board may specify.

4.9 Vice-Chairperson

The Vice-Chairperson of the Board shall be a Director, who is so designated by an ordinary majority of the Directors at the first meeting of the Board following an Annual General Meeting.

4.10 Absence of Chairperson at Meeting

If the Chairperson is absent from any meeting of the Board, the Vice-Chairperson shall act as the Chairperson at that meeting.

4.11 Calling of Meetings of the Board

Meetings of the Board may be called by the Chairperson of the Board, the Vice-Chairperson of the Board or any two (2) Directors at any time.

4.12 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held, in the manner prescribed in section 7.1 *below*. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.13 Quorum

Two-thirds of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, except where otherwise required by this By-law No. 1.

4.14 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairperson, in addition to an original vote, shall have a second or casting vote.

4.15 Adjourning a Meeting of the Board

The Chairperson may adjourn a meeting of the Board with a view to the orderly conduct of the meeting.

4.16 Director(s) Preventing the Formation of a Quorum

If a Director fails to attend two meetings of the Board without reasonably accounting for his or her absence, he or she will be deemed to have resigned from the Board, and the vacancy may be filled.

4.17 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution passed at a special meeting, and may, at that same meeting, elect a replacement Director by Ordinary Resolution to serve for the remainder of the departing Director's term.

If a vacancy created by the removal of a Director is not filled at the special meeting of members at which the Director was removed, then the remaining Directors may fill the vacancy in accordance with section 4.13.

4.18 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Corporation or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon ceasing to be qualified pursuant to section 4.3;
- (c) upon his or her removal;
- (d) upon his or her death.

4.19 Filling Vacancy Among Directors

Subject to the Act, the remaining Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

4.20 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for serving as a Director. A Director may be reimbursed for all expenses reasonably incurred by him or her in the course of conducting the affairs of the Corporation.

4.21 Director Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act and will remove themselves from any meeting (or portion thereof) at which the proposed contract or transaction is discussed, unless requested by the Board to remain for a time prior to the vote to provide relevant information.

PART 5. OFFICERS

5.1 Officers

The officers of the Corporation are the President, Vice-President, Secretary, Treasurer, Webmaster, Group Coordinator(s), Facilitators, and Immediate Past-President, together with such other offices as the Board, in its discretion, may create.

5.2 Election of Officers

The Officers shall be elected at the annual general meeting.

5.3 Duties of President

The President is responsible for the day-to-day operations of the Corporation. The President:

- (a) presides over all Executive Committee meetings. The President may cast the deciding vote at any meeting of the Executive Committee; and
- (b) reports directly to the Chairperson.

5.4 Duties of Vice-President

In the absence of the President, or in the event of his or her death, incapacitation or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers and obligations of the President. The Vice-President shall perform such other duties as the President may assign to him or her from time to time.

5.5 Duties of Secretary

The Secretary is responsible for:

- (a) recording the minutes of each meeting of the Board and the Executive Committee;
- (b) conducting all Executive Committee correspondence and reporting same when requested by the President;
- (c) receiving membership applications and recording and maintaining the official record of membership;
- (d) notifying Members of all Meetings of Members;
- (e) notifying Members who are in arrears; and
- (f) acting as a senior librarian.

5.6 Duties of Treasurer

The Treasurer is responsible for:

- (a) drafting the Corporation's annual budget and annual financial report;
- (b) holding the Corporation's cheque book and other financial instruments;
- (c) maintaining the ledger in good order and reporting on the Corporation's financial status when called upon by the President;
- (d) receiving all monies, including annual membership dues and Special Fees, donations and advertising fees, issuing receipts, depositing all monies and account for them in the ledger;
- (e) paying out monies as and when instructed by the Executive Committee, and updating ledger to reflect disbursement; and
- (g) notifying the Secretary of Members who are in arrears.

5.7 Duties of Webmaster

The Webmaster is responsible for:

- (a) maintaining and updating the Corporation's website and social media channels;
- (b) liaising with the other individuals of the Executive Committee to determine the information and media to be transmitted on the website and social media channels; and
- (c) reporting to the Executive Committee in respect of effective engagement across social media channels.

5.8 Duties of Group Coordinator(s)

The Group Coordinator is responsible for:

- (a) coordinating his or her group's Non-administrative Meetings;
- (b) approving his or her group's Special Interest Gatherings (SIGs) and ensuring that SIGs are conducted in accordance with the By-laws;
- (c) maintaining his or her group's inventory (library, tools, etc.). Any associated duties may be carried out by a member of the group, who shall be known as the Group Inventory Holder, and the Group Coordinator shall notify the Treasurer of any such designation; and
- (d) maintaining his or her group's expenditures to the limits authorized by the Executive Committee.

5.9 Duties of Facilitator(s)

The Facilitator shall carry out duties assigned by the President.

5.10 Duties of Immediate Past-President (IPP)

The Immediate Past-President shall be the individual most recently occupying the position of President, unless such person is unable or unwilling to fill such position, in which case, the Board may appoint any past-president to fill the position of IPP.

The role of the IPP is to ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors, to support the President in his or her role, and to provide continuity to the Corporation by providing historical context for issues.

5.11 Combination of Offices

Two or more offices may be held by one Director or Officer, but no Director or Officer shall hold the office of President and Vice-President concurrently.

5.12 Absence of Secretary at Meeting

If the Secretary is absent from any meeting of the Board or any meeting of the Executive Committee, the Directors or Officers present will appoint another Person to act as the Secretary at that meeting.

5.13 Quorum

Two-thirds of the Officers then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, except where otherwise required by this By-law No. 1.

5.14 Term of Office

The term of office of Officers shall be one (1) year. For the purpose of calculating the duration of an Officer's term of office, an Officer will take office at the first meeting of the Board following the Annual General Meeting at which he or she was elected. The Officer's term will be deemed to expire immediately prior to the commencement of the first meeting of the Board following the subsequent Annual General Meeting, unless he or she is reelected to serve another term. Officers may serve an indefinite number of one-year terms.

5.15 Removal of Officers

The Members may remove an Officer before the expiration of such Officer's term of office by Special Resolution passed at a Special Meeting, and may, at that same meeting, elect

a replacement Officer by Ordinary Resolution to serve for the remainder of the departing Officer's term.

5.16 Replacement of Officer

If a vacancy created by the removal of an Officer is not filled at the Special Meeting at which the Officer was removed, then the Directors may fill the vacancy without delay.

5.17 Remuneration of Officers and Reimbursement of Expenses

An Officer is not entitled to any remuneration for serving as an Officer. An Officer may be reimbursed for all expenses reasonably incurred by him or her in the course of conducting the affairs of the Corporation.

PART 6. INDEMNIFICATION

6.1 Indemnification of Directors and Officers

Subject to the provisions of the Act and the By-laws, the Corporation will indemnify and hold harmless every present or former Director or Officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or Officer of the Corporation.

6.2 Exception to Indemnification

The Corporation may not indemnify a present or former Director or Officer if that Person:

- (a) failed to act honestly and in good faith with a view to the best interests of the Corporation; or
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

6.3 Approval of Court

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 6.2.

PART 7. NOTICE

7.1 Method of Giving Notice

Except as otherwise provided in the Act or the By-laws, a notice may be given to a Member, a Director or an Officer by any one or more of the following methods:

- (a) by personal delivery;
- (b) by courier or prepaid mail addressed to such Member or Director or Officer at the address provided for service;
- (c) where the Member, Director or Officer, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by email or facsimile, as the case may be.

Such notice:

- (a) if mailed, shall be deemed to have been given on the fourth (4th) Business Day following such mailing. If regular mail service shall be interrupted by strike or other irregularity before the deemed receipt of such notice as aforesaid, then such notice shall not be effective unless delivered or transmitted;
- (b) if delivered personally, shall be deemed to have been given on the day of delivery if a Business Day, or if not a Business Day, on the Business Day next following the day of delivery; or
- (c) if transmitted electronically, shall be deemed effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

PART 8. COMMITTEES

8.1 Standing and Special Committees

The Board may, from time to time, create such standing and special committees as it deems necessary. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Special Committees

The Executive Committee may designate a chairperson to head a special committee that is created for a narrowly defined activity. The chairperson shall report to the Executive Committee. The chairperson is responsible for recruiting committee members as needed.

PART 9. MISCELLANEOUS

9.1 Financial Year End

The financial year of the Corporation will end on August 30th in each year.

9.2 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in s. 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in s. 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9.3 Execution of Documents

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) Directors and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The Board will have power from time to time by Ordinary Resolution to appoint any Officer or Officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

9.4 Severability

The invalidity or unenforceability of any provision in this By-law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-law No. 1 or other By-laws. If any of the provisions contained in this By-law No. 1 are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

9.5 Amendment and Repeal of By-laws

Subject to the Act, the Articles and this By-law No. 1, the Board may make, amend or repeal any By-laws to regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal will be effective from the date of the resolution of Directors until the next Meeting of Members, where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

9.6 Effective Date

Subject to matters requiring a Special Resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on 14 June 2018 and confirmed by the members of the Corporation by special resolution on 20 June 2018.