

**EASTERN ONTARIO WARDENS' CAUCUS  
BY-LAW NO. 1 As Amended**

A by-law relating generally to the conduct of the affairs of the Corporation.

**ARTICLE ONE  
INTERPRETATION**

1.01 **Interpretation** – In this by-law and all other by-laws of the Corporation unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act of Ontario, and any Act that may be substituted for it, as from time to time amended;
- (b) "Regulations" means the Regulations made under the Act as from time to time amended and ever regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (c) "by-law" means any by-law of the Corporation from time to time in force and effect;
- (d) All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the regulations made hereunder shall have the meanings given to such terms in the Act or such Regulations; and
- (e) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (f) The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

**ARTICLE TWO  
HEAD OFFICE**

2.01 **Head Office** – The head office of the Corporation shall be in the County of Hastings, in the Province of Ontario or at such other place within the Municipality in Ontario as the members of the Corporation may fix from time to time by special resolution.

### ARTICLE THREE SEAL

3.01 **Corporate Seal** – The seal of the Corporation, if any, shall be in the form approved by the Board from time to time.

### ARTICLE FOUR DIRECTORS

4.01 **Duties and Number** – The affairs of the Corporation shall be managed by its board of directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The board of directors shall consist of thirteen (13) directors or such other number of directors as may be determined from time to time by special resolution.

4.02 **Qualifications** – Every director shall be eighteen or more years of age and shall be the representative of the member of the Corporation.

4.03 **Wardens and Mayors** – The Wardens or Mayors, as the case may be, of the members of the Corporation, once they are elected as Warden or Mayor, shall immediately by virtue of their office, become a director of the Corporation. However, until the first meeting of the members and directors, after the election of the Wardens and Mayors in the municipal elections, the prior Wardens or Mayors shall continue to be ex officio non-voting participants of the board of directors to allow for a transition during that interim period. They shall be entitled to attend at and participate at the meetings of the board during such period.

4.04 **Term of Office and Vacancies** – The directors' term of office (subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Corporation and of the by-laws) shall be from the date of the meeting at which they are elected or deemed appointed until the earlier of their successor being elected or deemed appointed and the annual meeting next following. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.05 **Vacation of office** – The office of a director shall ipso facto be vacated: (a) if he/she does not within ten (10) days after his/her election or appointment as a director become a member, or if he/she ceases to be a member of the Corporation; or (b) if a receiving order is made against him/her or if he/she makes an assignment under the Bankruptcy Act; (c) if an order is made declaring him to be a mentally incompetent person or incapable of managing his/her affairs; (d) if by notice in writing to the Corporation he/she resigns his/her office and such resignation, if not effective immediately, becomes effective in accordance with its terms; if he/she dies or (f) if he/she shall be removed from office by resolution of the members as provided in article 4.05 or (g) if he/she is no longer the Warden or Mayor of the Member they represent.

4.06 **Vacancies** – In the event that a Warden or Mayor shall die, or shall otherwise leave their office, including being removed from office, then until a successor Warden or Mayor is elected or appointed (whereupon such successor shall immediately become a director of the Corporation) the member may designate or elect from their members of council of such member a replacement to act as the director representing such member on the board of directors of the Corporation.

4.07 **Executive Committee** – Should the Board of Directors decide that it is appropriate to have an Executive Committee it may determine the make up of that Committee and determine its mandate and the number of members.

4.08 **Interest of directors in contracts** - Subject to the provisions of the Act, no director shall be disqualified by his/her office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested by liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.09 **Declaration of interest** – It shall be the duty of every director of the Corporation who is any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

4.10 **Municipal Conflict of Interest Act** – Any director shall also have to comply in addition to complying with the provisions of this by-law, with the provisions of the *Municipal Conflict of*

*Interest Act* (Ontario) in respect of their acting as a director of the Corporation as they are either Mayor or Warden of their respective municipalities which are members of the Corporation.

4.11 **Remuneration** – The directors shall serve as such without remuneration. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

4.12 **Other committees** – The board of directors may, by resolution, create one or more other committees, which may not include members of the board. Until otherwise provided, the Chair shall be a member ex officio of all committees. Other committees created by the board of directors shall be given written terms of reference by the board.

## ARTICLE FIVE MEETINGS OF DIRECTORS

5.01 **Place of meeting** – Meetings of the board of directors and of the executive committee (if any) shall be held either at the head office of the Corporation or at any place within or outside Ontario.

5.02 **Calling of meetings** – Meetings of the board shall be held from time to time at the call of the board or the Chair or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that not notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. Notice may be by regular mail, facsimile transmission or email.

5.03 **First meeting of new board** – Provided a quorum of directors be present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

5.04 **Regular meetings** – The Corporation shall hold a minimum of five (5) meetings per year as well as one (1) annual meeting.

5.05 **Chair** – The Chair or, in his/her absence, the Vice-Chair, shall be chair of any meeting of directors. Should no such officer be present, the directors present shall choose one of their number to be chair.

5.06 **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 vote will deem to be lost.

5.07 **Directors' Expenses** – Directors shall be entitled to be compensated for their reasonable expenses incurred in connection with the business of the Corporation but shall not be entitled to compensation apart from reimbursement of such expenses.

5.08 **Directors' Participation in meetings** – Directors shall be entitled to participate and meetings may be held by electronic means, including video conferencing, Skype or other means that allow each director to participate in each meeting and to hear and be heard and give responses to any questions or interaction with the other directors participating in such meeting, subject to requirements of the applicable law.

5.09 **Chief Administrative Officers** – Chief Administrative Officers of each member municipality shall be entitled to attend at and participate on an ex officio non-voting basis at meetings of the board of directors. It is recognized that the Chief Administrative Officer of each municipality have a key role to play in ensuring the ongoing operations of the Corporation are successful and therefore need to be able to participate even though they may not be able to vote. They shall also be entitled to attend all meetings of the members of the Corporation on the same basis.

## ARTICLE SIX OFFICERS

6.01 **Election of Chair** – The Board shall elect from among its members a Chair and a Vice-Chair on an annual basis.

6.02 **Election process** – Each year at the first meeting of the members, the members shall elect a Chair and Vice-Chair of the Corporation for the current calendar year in the following manner:

- a) The current Chair, as presiding chair, shall call for nominations for Chair and Vice-Chair;

- b) The nominations must be moved and seconded by members of the Corporation and of a vote of a majority of the present members must be obtained in order for the Chair or Vice-Chair to assume their roles;
- c) Any nominee may withdraw at any time after they are nominated and before a vote is taken;
- d) Where more than one (1) nominee remains for an election, a vote by secret ballot shall be taken and the majority of votes by the members present at the meeting will determine the Chair and Vice-Chair; and
- e) In the event that the current Chair shall not be a director of the Corporation, they still shall be entitled to act as presiding Chair at the meeting to call for nominations for the Chair and Vice-Chair, but shall be Chair only for the purpose of calling and presiding at such meeting and calling for nominations at such meeting.

6.03 **Past-Chair** – After an election of the Chair, the immediate past Chair shall have the role of Past-Chair. The Past-Chair shall be an ex officio non-voting member of the board of directors to provide continuation. The Past-Chair must remain a sitting elected municipal official in order to remain in his/her role.

6.04 **Appointment of other officers** – From time to time the board shall appoint a secretary and may appoint one or more Vice-Chairs, a treasurer and such other officers as the board may determine. The officers so appointed may need not be directors and one person may hold more than one office, save that the Chair may not hold the office of secretary.

6.05 **Terms of office and remuneration** – The terms of office and remuneration of officers appointed by the board shall be settled by it from time to time. The board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any contract. Otherwise, each officer elected or appointed by the board shall hold office until his/her successor is elected or appointed.

In the event that the Chair of the Corporation shall not be re-elected as a Warden or Mayor and therefore no longer be a director of the Corporation, then the Vice-Chair shall step in and take the place of the Chair as Chair of the Corporation until the next election of Chair and Vice-Chair. In the event that the Vice-Chair is also not re-elected as a Warden or Mayor, so that neither the Chair nor the Vice-Chair are directors of the Corporation, notwithstanding they are no longer directors of the Corporation, the Chair shall be an ex officio non-voting member of the Board of Directors to provide continuation and act as in the role of Chair until the election of a new Chair to the Board of the Corporation.

6.06 **Secretary-Treasurer** – The position of Secretary-Treasurer of the Corporation shall be filled by the Chief Administrative Officer from the member represented by the Chair of the Corporation. Such position shall automatically be changed when a new Chair is elected to become the Chief Administrative Officer of the municipality represented by the new Chair.

The Secretary shall attend and be the secretary of all meetings of the members and directors and shall enter and cause to be entered into the books kept for that purpose, minutes of all meetings thereat or cause those meetings to be made or taken. He/she shall give or cause to be given as and when instructed, all notices to the members and directors. He/she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

6.07 **Treasurer** – The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of at the funds of the Corporation. He/she shall render to the board whenever required an account of all his/her transactions as Treasurer and of the financial position of he Corporation. The County of Hastings is appointed by the Corporation as a designate for all banking matters (administered by the Chief Administrative Officer of the County of Hastings) until changed by the board of directors of the Corporation.

6.08 **Execution of instruments** – All contracts, documents or instruments required or desired to be executed on behalf of the Corporation shall be executed by the Chair and/or the Secretary-Treasurer. By resolution, the board may authorize other individuals to execute documents on behalf of the Corporation.

6.09 **Chair** – The Chair shall have the general management and direction, subject to the authority of the board, of the business and affairs of the Corporation, and shall, to the extent required by law, be the President of the Corporation.

6.10 **Vice-Chair** – During the absence or disability of the Chair, his/her duties shall be performed and his/her powers exercised by the vice-chair.

6.11 **Co-Chair of Eastern Ontario Leadership Council** – The Board of Directors shall appoint one (1) of its members, as required, to represent the Board as a Co-Chair of the Eastern Ontario Leadership Council. This appointment is for a recommended two-year term (effective the first year following the next municipal election), to a maximum of two consecutive two-year terms. The appointed member must be a current sitting member of the Board at the time of his/her election, and remain a sitting elected member of his/her municipal Council for the duration of his/her term as Co-Chair. The Co-Chair shall be an ex officio non-voting member of the board to provide continuation.

6.12 **Other officers** – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

6.13 **Variation of duties** – From time to time the board may add to the duties of any other officers and may vary or limit such additional duties.

## ARTICLE SEVEN PROTECTION OF DIRECTORS AND OFFICERS

7.01 **Limitation of liability** – No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employees, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property or acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/he office or in relation thereto unless the same are occasioned by his/her own willful neglect or default.

7.02 **Indemnity** – Every director, officer and employee of the Corporation and his/her heirs, executors and administrators and estate shall from time to time and at all times be indemnified and saved harmless by the Corporation out of the funds of the Corporation in respect of any civil, criminal or administrative action or proceeding arising out of the acts or omissions of such



employee, officer or director, including in the course of their employment or duties or office if, in the opinion of the board of directors:

- a) The person acting honestly and in good faith of the view to the best interest of the Corporation;
- b) In the case of a criminal or administrative action or proceeding as enforced by a monetary penalty as the person had reasonable grounds for believing that his or her conduct was lawful.

Such indemnity shall exclude any costs, charges, expenses that are occasioned by his or her own wilful neglect or default.

## ARTICLE EIGHT MEMBERS

8.01 **Members** – The members shall consist of the following municipalities:

- (a) County of Frontenac;
- (b) County of Haliburton;
- (c) County of Hastings;
- (d) County of Lanark;
- (e) United Counties of Leeds & Grenville;
- (f) City of Kawartha Lakes;
- (g) County of Lennox & Addington;
- (h) County of Northumberland;
- (i) County of Peterborough;
- (j) United Counties of Prescott & Russell;
- (k) County of Renfrew;
- (l) Prince Edward County; and
- (m) United Counties of Stormont, Dundas & Glengarry.

Each member shall be represented by their Warden or Mayor as the case may be as their designated representative, acting on their behalf and exercising their rights in respect of the Corporation.

8.02 **Additional members** – Additional members may only be added upon a special resolution of the members also approved by a special resolution of the directors.

8.03 **Fees** – There will be annual membership fees for each class of membership as set by the board of directors and approved by the members at the next annual meeting of the membership. Membership fees are paid in the first quarter of each calendar year. Any members who have not paid their fees by the first meeting of the second quarter shall not be entitled to vote on any matters raised and may have their membership revoked or suspended by special resolution of the remaining members and/or directors.

8.04 **Resignation** – Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation.

## ARTICLE NINE MEETINGS OF MEMBERS

9.01 **Annual meetings** – The annual meeting of the members shall be held at such time and on such day in each year as the board or the Chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

9.02 **Special meetings** – The board or the Chair shall have power to call a special meeting of members at any time.

9.03 **Place of meetings** – Meetings of members shall be held at the head office of the Corporation or elsewhere in Eastern Ontario in which the head office is situated or, pursuant to section 7.05 or if the board shall so determine, at some other place in Ontario or Canada.

9.04 **Notice of meetings** – Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notice and other communications relating to any meetings of member that any member is entitled to receive. Notice of meetings may be by regular mail, facsimile transmission or email.

9.05 **Meetings without notice** – A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

9.06 **Chair, secretary and scrutineers** – The Chair or, in his/her absence, the Vice-Chair, shall be chair of any meeting of members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation be absent, the chair shall appoint some person, who need not be a member to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

9.07 **Persons entitled to be present** – Meetings of the Corporation shall be open to the public unless otherwise determined by vote of the Board.

9.08 **Quorum** – A quorum for the transaction of business at any meeting of members shall be a majority of members present in person and each entitled to vote thereat.

9.09 **Right to vote** – At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

9.10 **Votes to govern** – At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.

9.11 **Show of hands** – Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so

taken shall be the decision of the members upon the said question. The exception to a show of hands will be the process of electing a chair. Refer to 6.01.

9.12 **Adjournment** – The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

9.13 **Members' Participation** – Members shall be entitled to participate and meetings may be held by electronic means, including video conferencing, Skype or other means that allow each member to participate in each meeting and to hear and be heard and give responses to any questions or interaction with the other members participating in such meeting.

## ARTICLE TEN NOTICES

10.01 **Method of giving notices** – Any notice (which term in this Article 10 includes any communications or document) to be given (which term in this Article 10 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his/her said address or if sent to him at his/her said address by any means of facsimile, electronic mail, or any other form of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of facsimile, electronic mail, or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted to the company or service providing such transmission.

10.02 **Computation of time** – In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 **Omissions and errors** – The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 **Waiver of notice** – Any member (or his/her duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

10.05 **Financial Year** – Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of December in each year.

10.06 **Execution of Instruments** – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the Chair or the Vice-Chair or a director and by the secretary or the treasurer or an assistant secretary or an assistant treasurer or another director. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal to it.

10.07 **Banking arrangements** – The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Banking business or any part of it shall be transacted under such agreement, instructions and delegations of powers as the board may from time to time prescribe or authorize.


## ARTICLE ELEVEN AUDITORS

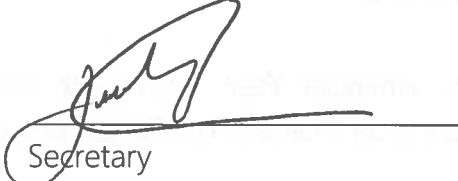
11.01 **Auditors** – The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

ARTICLE TWELVE  
EFFECTIVE DATE

12.01 **Effective date** – This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the directors and sealed with the corporate seal the 8th day of December, 2017.

  
Chair

  
Secretary

CONFIRMED by the members the 8th day of December, 2017.