

BY-LAW No 1

A by-law relating generally to the affairs of

KITCHENER-WATERLOO AMATEUR RADIO CLUB, INC.

BE IT ENACTED as a by-law of the

KITCHENER-WATERLOO AMATEUR RADIO CLUB, INC.

As follows:

HEAD OFFICE

The head office of the Corporation shall be in the City of Kitchener, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the corporation.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of a maximum of seven (7) directors and shall be comprised of a Past-President (non elected), President, Vice-President, Secretary and Treasurer, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election shall be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting notice of which specifying the intention to pass such resolution, has been given, remove any director before the expiration of his term of office, and may by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

Vacancies, on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the board of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on the direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of 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 board may appoint a day or days in any month or months for regular meetings at an hour to be named and such regular meetings no notice need be sent. A directors meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman, in addition of his original vote, shall have a second casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or other such director as the board may from time to time appoint for the purpose.

POWERS

The directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and save as hereinafter proved, generally, shall exercise all such other powers and do all such other acts and things as the Corporation by its charter or otherwise authorized to exercise and do.

The directors of the Corporation shall appoint and review annually such committees as may be deemed necessary, all committee recommendations shall be presented to the board for approval, and all committees shall be fully accountable thereto.

Without derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and other property, movable or immovable, real or personal, or and right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such.

OFFICERS OF THE CORPORATION

There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The President shall have been a director for one previous term. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board. In the event that the new President does not qualify for the one previous year directorship condition, the new board is permitted to elect one of their number as president.

DUTIES OF PRESIDENT, PAST PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs or operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time may appoint for the purpose, exercises and such power, the absence or inability of the President shall be presumed with reference thereto.

If the Past-President is unable to fill the position then a previously elected President may be appointed to this position by the board. The Past-President shall also be a chairman of two (2) committees namely, the Nominating Committee and the Awards Committee..

The Vice-President in addition to the items described in paragraph 2 shall also act as the chairperson of the Membership Committee and shall be responsible for such committees as may be delegated by the President.

DUTIES OF THE SECRETARY

The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall perform other such duties as may from time to time be determined by the board of directors.

DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as required by the same.

Contracts in the ordinary course of the Corporation operations may be entered into on behalf of the Corporation by the President, Vice-President, and by the Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer or any two of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation its individual or any other capacity or as trustee or otherwise and may accept bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such Corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance by the board of directors. In case of resignation a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation. Each member in good standing shall be entitled to vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote to all duly authorized proxy. Each member shall be promptly informed by the Secretary of his admission as a member.

DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The Secretary shall notify members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members default shall thereupon automatically cease to be members of the Corporation, but any such member may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten days before the time fixed for the holdings of such meetings; provided that any meetings of members may be held at anytime and place without such notice if all members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERRORS OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual, or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or

constituents. No member shall be entitled either in person by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present or represented by proxy unless otherwise required by the by-laws of the Corporation., or by law. Every question shall be decided in the first instance by a show of hand unless a poll be demanded by any member. Upon a show of hand, every member having voting rights shall have one vote, and unless a poll be demanded a declaration the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence a prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of the votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of August in each year.

CHEQUES, ETC.

All cheques, or bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, Agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Anyone of the such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation the Corporation's bankers and may receive all paid cheques and vouchers and sign all the banks forms or settlement of balances and release or verification of slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

Whenever under the provisions of the by-laws of the corporation notice is required to be given, such notice, may be personally or telegraphed or by depositing same in a post office or public letter-box, in a prepaid, sealed wrapper addressed to the director, officer, or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

BORROWING

The directors may from time to time:

1. borrow money on the credit of the Corporation; or
2. issue, sell, or pledge securities of the Corporation; or
3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to

secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Corporation

From time to time the directors may authorize any director, officer, or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangement, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

INTERPRETATION

In these by-laws and in all other by-laws hereafter passed unless the context otherwise requires words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporation.

Re Printed from an email received from KWARC treasurer on December 12th 1996