

# **CANADIAN FRIENDS OF FINLAND (OTTAWA)**

## **GENERAL BY-LAW**

**[As approved by the membership at the Annual General Meeting,  
June 18, 2010].**

### **Corporate Seal**

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

### **Membership**

- 2.01 There shall be three (3) classes of membership: regular members, life members, and honorary members. Membership shall be limited to those persons who are interested in furthering the objects of the corporation and whose application for membership has been approved by the board of directors of the corporation.
- 2.02 Regular members and life members shall be entitled to one vote each at meetings of members. Honorary members shall not be entitled to vote but shall otherwise have all rights and privileges of regular members.
- 2.03 The board of directors shall annually prescribe the membership fees to be paid by regular members and life members, subject to approval by members at the annual meeting. There shall be no membership fees for honorary members.
- 2.04 Any member whose membership remains unpaid for a period of ninety (90) days following receipt of a statement of fees due may be declared delinquent by the board of directors and shall thereupon cease to be a member.
- 2.05 Any member may withdraw from the corporation by delivering a written resignation to the secretary of the corporation.
- 2.06 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual or special meeting of members.

### **Head Office**

- 3.01 The head office of the corporation shall be in the National Capital Region.

## Board of Directors

- 4.01 The property and business of the corporation shall be managed by a board of directors consisting of the president and at least five (5) and no more than nine (9) other directors. A majority of directors in office, from time to time, but no fewer than five directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.
- 4.02 The first directors of the corporation shall continue in office until the conclusion of the first annual meeting after incorporation and shall be replaced by the board of directors elected at that meeting.
- 4.03 In addition to the president, a maximum of nine (9) directors shall be elected for a term of one (1) year at each annual meeting of members. Should a vacancy occur on the board during that year, a director may be appointed by resolution of the board of directors to hold office until the next annual meeting of members.
- 4.04 The office of director shall be automatically vacated:
- a) upon written resignation delivered to the secretary;
  - b) if at a special general meeting of members a resolution is passed by three quarters of the members present at the meeting that he or she shall be removed from office;
  - c) if he is found by a court to be of unsound mind
  - d) if he becomes bankrupt or suspends payment or compounds with his creditors
  - e) on death

If any vacancy shall occur for any reason, the board of directors may by resolution appoint a member in good standing to fill the vacancy until the next annual meeting.

- 4.05 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of the meeting is given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting or any adjourned meeting of the board of directors shall invalidate the meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. Each director is authorized to exercise one (1) vote.

If all the directors of the corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors.

- 4.06 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.
- 4.07 A retiring director shall remain in office until the completion of the meeting at which his or her successor is elected.
- 4.08 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- 4.09 A reasonable remuneration for all officers, agents and employees and committee members acting in these capacities may be fixed by the board of directors by resolution. Any such remuneration to officers, agents, employees and committee members acting in these capacities will be reviewed by the Board annually.

#### **Indemnities to directors and others**

- 5.01 Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:
- a) all costs, charges, and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against

him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;

- b) all other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

### **Powers of directors**

- 6.01 The directors of the corporation may 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 provided, may generally exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
- 6.02 The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the rights to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.
- 6.03 The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

### **Officers**

- 7.01 The officers of the corporation shall be a president, vice-president, secretary and treasurer and any other such officers as the board of directors may by by-law determine. Any two offices may be held by the same person.
- 7.02 The president shall be elected at an annual meeting of the members. Officers other than president of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of

directors following the annual meeting of members in which the directors are elected.

- 7.03 The officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.
- 7.04 The directors may appoint committees whose members will hold their offices at the will of the board of directors. The board of directors shall determine their duties.

#### **Duties of officers**

- 8.01 The president shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the corporation and of the board of directors. He or she shall have the general and active management of the affairs of the corporation. He or she shall see that all orders and resolutions of the board of directors are carried into effect.
- 8.02 The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.
- 8.03 The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. He or she shall also perform such other duties as may from time to time be directed by the board of directors.
- 8.04 The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the corporation generally under the supervision of the officers and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall

give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the corporation, which he or she shall deliver 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.

- 8.05 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**

- 9.01 Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

### **Meetings**

- 10.01 The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board of directors may determine and on such day as the directors shall appoint.
- 10.02 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 auditors appointed for the ensuing year. The members may consider and transact any business either special or general 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. The board of directors shall call a special general meeting of the members on written requisition of at least fifteen (15) members in good standing with voting rights. Fifteen (15) members present in person or by proxy at a meeting will constitute a quorum.

10.03 Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.

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

#### **Minutes of the board of directors**

11.01 The minutes of the board of directors shall be copied to each director and made available to members who request to see them.

#### **Voting of members**

12.01 At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

#### **Financial year**

13.01 Unless otherwise ordered by the board of directors the fiscal year of the corporation shall be the calendar year.

#### **Amendment of by-laws**

14.01 The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3)

of the members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the responsible Minister has been obtained.

### **Auditors**

- 15.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

### **Books and records**

- 16.01 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.

### **Rules and regulations**

- 17.01 The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

### **Interpretation**

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