

GENERAL OPERATING BY-LAW NO. 1

A by-law relating to the transaction of the affairs of

REGION 9 REGIONAL TOURISM ORGANIZATION

(the “**Corporation**”)

A Corporation Without Share Capital governed by the Not-For-Profit Corporations Act, 2010 (Ontario) (the “**Act**”)

Article I. General

Section 1.01 Definitions

In this By-law, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 and where the context requires, includes the regulations made under it, as amended from time to time;
- (b) “**Articles**” means the letters patent of the Corporation, the articles, or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-law**” means this By-law of the Corporation and all other By-laws of the Corporation;
- (e) “**Chair**” means chair of the Board;
- (f) “**Corporation**” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) “**Director**” means an individual elected or appointed to the Board;
- (h) “**Members**” means members of the Corporation as determined in accordance with Section 2.01 from time to time;
- (h) “**Officer**” means any of the individuals appointed pursuant to Articles 10 of this By-law as an officer;

- (i) **“Ordinary Resolution”** means a resolution that, is submitted to the Members or Board, as the case may be, and passed at a meeting of the Members or Board, as the case may be, with or without amendment, by at least a majority of the votes cast, or is consented to in writing by each Member or Director entitled to vote at a Meeting of the Members or the Board meeting, as the case may be;
- (j) **“Region 9”** means the geographic boundary established by the Ministry of Tourism, Culture and Sport (Ontario) in which the Corporation is responsible to provide its services;
- (k) **“Person”** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (l) **“Special Resolution”** means a resolution that is submitted to a Meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (66%) of the votes cast, or consented to by each Member entitled to vote at a Board meeting; and
- (m) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

Section 1.02 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

Section 1.03 Objects

This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Purposes contained in the Articles of the Corporation. The Purposes are incorporated by reference and made a part of this By-law. If any of the provisions contained in this General Operating By-law 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.

Section 1.04 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

Section 1.05 Head Office

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario.

Article II. Membership

Section 2.01 Effective as of the date of this By-law, only a Director may be a Member of the Corporation. Any new Director elected by the Members will automatically become a Member.

Section 2.02 Membership in the Corporation is not transferable and automatically terminates at the end of the Member's term as a Director, upon the resignation or removal of a Director, or if upon vacating of the position of Director in accordance with the Act.

Section 2.03 A Director or Member may withdraw from the Board and membership by delivering to the Corporation a written resignation and lodging a copy of the same with the Corporation.

Article III. Board of Directors

Section 3.01 The Corporation shall be managed by a Board of a minimum of eleven (11) and a maximum of fifteen (15) Directors. Directors must be individuals who are eligible to act as directors pursuant to the Act. Directors must represent a business, corporation, or organization of the tourism industry located in Region 9, or may be selected from outside the sector or region based on criteria as determined from time to time by the Board. Elected public officials are not eligible to serve on the Board.

Applications for a Director position and nominations to the Board must be submitted by the applicant or nominating party to the Board's Governance & Nominations Committee. Directors must sign a form agreeing to be a Director on or before the date they become Directors and must also, in accordance with the Act, consent to act as a Director within ten (10) days of their appointment or election.

In determining the composition of future Board of Directors, the Board shall seek a balance among the geographical Regions comprising the Corporation as follows:

- (a) 3 Western Region Representatives as defined as the Counties of Lennox and Addington, Hastings, Prince Edward County, the City of Quinte West, and the City of Belleville;
- (b) 3 Central Region Representatives as defined as Frontenac County and the City of Kingston;
- (c) 4 Eastern Region Representatives as defined as the United Counties of Leeds and Grenville, the United Counties of Stormont, Dundas and Glengarry, the Town of Gananoque, the United Counties of Prescott-Russell, the City of Brockville, and the City of Cornwall and
- (d) 3 At-Large Representatives

Section 3.02 A Director shall be declared elected, after a majority vote of Directors and a subsequent passing of an Ordinary Resolution at a meeting of Members convened for that purpose. A Director shall be elected for a three-year term and may serve two consecutive terms. The Board will ensure that Directors' terms are staggered so that not more than one-third of Directors terms expire in a given year.

Section 3.03 A Director may be removed from office:

- (a) if at a meeting of the Members, an Ordinary Resolution is passed to remove the Director;
- (b) if that Director has resigned by delivering a written resignation to the Corporation; or
- (c) if that Director is found to be incapable by a court of managing property under Ontario law;
- (e) on such Director's death or bankruptcy;

If any vacancy occurs for any reason in this Section, or for any other reason, the remaining Members by majority vote, may, appoint a new Director to fill the vacancy. A Director so-appointed shall serve the remainder of the unexpired term of the Director's predecessor.

Section 3.04 Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such. Directors may be reimbursed for reasonable expenses that incur in the performance of their duties.

Section 3.05 A retiring Director may remain in office until such time as his or her successor is elected.

Section 3.06 The Directors may from time to time by majority vote, appoint advisors to the Board, who will serve in a non-voting capacity, and for as long as the Board deems it necessary ("Advisors"). The number of appointed Advisors shall at no time exceed more than one-third of the number of Directors.

An Advisor to the Board shall not be subject to the terms or years of service restrictions of Directors set out in this By-Law.

Article IV. Powers and Responsibilities of Directors

Section 4.01 The Directors of the Corporation shall manage or supervise the management of the affairs of the Corporation.

Section 4.02 The Directors shall have all of the powers granted to them by the Act.

Section 4.03 The Board is hereby authorized from time to time by resolution to:

- (a) designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping;
- (b) borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent as in such manner as the Board in its discretion may deem expedient;
- (c) limit or increase the amount to be borrowed;
- (d) issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and/or
- (e) secure any such bond, debentures, or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Section 4.04 The Board shall take such steps as it 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.

Section 4.05 The Board 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 at the time of such appointment.

Section 4.06 Remuneration for Officers, where applicable, and all agents and employees and committee members shall be fixed by the Board by Ordinary Resolution.

Article V. Meetings

Section 5.01 Meetings of the Board may be called by the Chair, Vice-Chair or any two Directors. Meetings of the Board may be held at any time and place determined by the Directors provided that written notice of such meeting is given to each Director at least five (5) business days prior to the meeting. There shall be not less than four (4) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meetings of the Board will invalidate such meeting or make void any proceedings taken thereat. Any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote, with the exception of Advisors, if present, who are not authorized to vote. In case of equality of votes, the Chair shall have a second/deciding vote OR in the case of equality of votes, the resolution shall be considered defeated. Advisors shall attend Meetings of the Board at the pleasure of Directors and may be removed from any meeting by a majority vote of the Directors.

Section 5.02 The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director. No other notice shall be required for any such meetings.

Section 5.03 The annual meeting of the Members shall be held within 90 days after the end of the Corporation's fiscal year, in locations throughout the Region 9 communities as determined by the Board from time to time.

Section 5.04 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors shall be delivered, the Financial Statement presented and Auditors for the ensuing year shall be appointed. Members may consider and transact any business at either a special or general at any Meeting of the Members.

Section 5.05 Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Director to form a reasoned judgement on the decision to be taken. Notice of each meeting of Directors must stipulate whether or not the Director has the right to vote by proxy. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Section 5.06 A majority of Directors in office shall constitute a quorum for meetings of the Board. Any meeting of the Board 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. For the purposes of constituting a quorum, an Advisor shall not be counted.

Section 5.07 A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members (if a proxy is permitted at that meeting pursuant to the notice of it), in the manner and to the extent authorized by the proxy. A proxyholder must be a Director of the Corporation.

Section 5.08 A majority of the votes cast by the Members present in person or represented by proxy shall determine the questions presented to the Membership in an annual meeting or a special meeting, except where the vote or consent of a greater number of Members is required by the Act or these By-laws.

Section 5.09 The rules of procedures for Board of Director meetings and all Committee meetings shall follow *Robert's Rules of Order*, by the most current edition, except where varied as determined by the Board.

Section 5.10 No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the Members or Directors of the Corporation shall invalidate such meeting or make void any proceedings taken there at and any Member or Director may at any time waive notice of any such meeting and may ratify, approve 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 the Member, Director or Officer shall be his/her last address recorded on the books of the Corporation.

Section 5.11 The Chair shall preside at Board meetings and Meetings of the Members. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, the Directors present shall choose one of the remaining Directors to act as the Chair.

Section 5.12 If all of the Directors of the Corporation consent, a Director or Member may participate in a meeting of the Board or of a committee of Directors, or a Meeting of the Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Member participating by such means is deemed to be present at that meeting.

Article VI. Conflict of Interest

Section 6.01 Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

Section 6.02 No disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Corporation unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time.

Section 6.03 The Chair shall request any Director who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Corporation to remove themselves fully from the meeting during any discussion of and vote upon the matter, with such action being recorded in the minutes.

Section 6.04 In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit, save and except where permitted by law, such Director shall be immediately requested to resign from the Board, failing which they shall be deemed to have resigned from the Board upon the passing of an Ordinary Resolution by the Members to that effect.

Article VII. Indemnities to Directors and Others

Section 7.01 Every Director of the Corporation and their heirs, executors and administrators, and estate and effects, shall respectively be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability unless done or permitted through negligence, malfeasance or bad faith; and
- (b) all other costs, charges and expenses which a Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director’s own negligence, malfeasance or bad faith.

Article VIII. Officers

Section 8.01 The Board shall elect from among the Directors a Chair, Vice-Chair and Treasurer and any other Officer as the Board deems necessary. No two Offices may be held by the same person. The positions of Chair, Vice-Chair, and Treasurer shall be non-remunerative.

Section 8.02 The Officers of the Corporation shall hold office for two years from the date of appointment or until a successor(s) is appointed in their stead, or the Officer resigns or is removed. Removal of an Officer shall be by Ordinary Resolution of the Board at any time.

Section 8.03 Duties of Officers

- (a) The Chair shall be the current elected Chair of the Board and shall perform any duties as may required by law or as the Board may determine from time to time.
- (b) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon them by the Board.
- (c) The Treasurer will oversee 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. The Treasurer shall also Chair the Finance & Audit Committee and perform other such duties as may from time to time be directed by the Board. In situations when a member of staff is not available to take minutes, the Treasurer will act as the alternate.
- (d) The duties of all other Officers of the Corporation shall be determined by the Board from time to time.

Article IX. Committees General

Section 9.01 The Board may appoint committees whose Directors will hold their offices at the will of the Board. The Directors shall determine the duties of such committees and may fix by Ordinary Resolution, any remuneration to be paid.

Article X. Executive Committee

Section 10.01 There shall be an Executive Committee composed of Directors who shall be appointed by the Board, the number of which shall be determined by the Board. The Executive Committee shall exercise such powers as are authorized by the Board. Any Executive Committee Member may be removed by a majority vote of the Board. Executive Committee Members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

Section 10.02 Meetings of the Executive Committee will be at the call of the Chair with 48 hours' notice where reasonable. A quorum for the conduct of business by the Committee shall be a majority of the members of the Executive Committee. Members of the Executive Committee may participate by telephone or other electronic device provided that everyone at the meeting can hear each other. Any member participating in such manner will be deemed to be in attendance at the meeting for the purposes of quorum.

Article XI. Standing Committees

Section 11.01 In addition to the Executive Committee, the Board may establish additional standing committees by Ordinary Resolution.

Article XII. Execution of Documents

Section 12.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two Directors from a list determined by the Board from time to time. Electronic authorizations may be given in accordance with policies of the Corporation and are subject to review by the Finance and Audit Committee. Any person authorized to sign any document may affix the corporate seal to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article XIII. Financial Year and Banking

Section 13.01 Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be **March 31st**.

Section 13.02 The Board shall by Ordinary Resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

Article XIV. Amendment of By-Laws

Section 14.01 The By-Laws of the Corporation may be repealed or amended, in accordance with the Act by a majority vote of the Directors present at a meeting duly called for this purpose and confirmed by an Ordinary Resolution of the Members at a Meeting of the Members.

Article XV. Auditors

Section 15.01 The Directors shall, at each annual meeting, appoint an Auditor to audit the accounts and annual Financial Statements 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 the Auditor. The remuneration of the Auditor shall be fixed by the Board. The Board is required to tender acquiring the services of an Auditor at minimum every 5 years.

Article XVI. Books and Records

Section 16.01 The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation, the Act or by any other applicable statute or law are regularly and properly kept.

The records of the corporation shall be kept at the corporation's registered office, or such other location as determined by the Board. Upon resolution of the Board confirming that they are accurate and complete, the public may have access to the Minutes of meetings of the Board, Executive Committee, and Standing Committees at the offices of the corporation or through digital access.

Enacted June 14, 2024

Cheri Kemp-Long

Chair name