

BY-LAWS OF COMMUNITIES 13 INC. – Proposed Revisions Jan 2026

By-Law No. 1

THAT the name of the corporation is “Communities 13 Inc.”, hereinafter referred to as the “Association” or the “Corporation”.

By-Law No. 2

A by-law relating generally to the purposes and objects of the Association.

- (1) To acquire, develop, build, maintain and operate facilities to be used for recreational and other purposes for the benefit of residents of the current and successor communities known as:

- |                |                    |
|----------------|--------------------|
| 1. Clyde River | 5 Miltonvale Park  |
| 2. Cornwall    | 6. North Wiltshire |
| 3. Hampshire   | 7. Warren Grove    |
| 4. Kingston    | 8. West River      |

The facilities will be available to all residents and community groups situate within the geographic areas cover by those 8 communities and the residents of the geographic areas formerly know as Darlington and Winsloe South in accordance with the policies to be established by the board of the corporation, which policies shall ensure that all residents and community groups shall be treated fairly and equitably.

- (2) To enter into arrangements with any authorities, public, academic or otherwise that may be conducive to the corporation's objects, and obtain from those authorities any rights, privileges or concessions which the corporation may judge appropriate;
- (3) To receive, acquire, and hold gifts, donations, legacies and devises;
- (4) To do all such things as are incidental or conducive to the attainment of the objects;

- (5) To do all such things as a natural person can do provided that such things relate to charitable activities that are incidental or conducive to the attainment of the above objects.

By-Law No. 3

A by-law relating generally to operations of the Association:

- (1) To foster harmony and cooperation among members and, by so doing, provide a means for members to act in a joint cooperative manner;
- (2) To promote the development of recreational, sporting, and social activities in the communities served by the facilities;
- (3) To hold or arrange matches, competitions, and displays and to offer a grant for, or contribute toward, the provision of prizes, awards or distinctions;
- (4) To buy, sell, and deal in all kinds of equipment, apparatus, and supplies required by, or convenient for the use of, members and invited persons.

By-Law No. 4

A by-law relating generally to the membership of the Association.

- (1) The subscribers to the original memorandum of agreement filed at the time of incorporation shall be members of the corporation.
- (2) Any individual who is at least eighteen (18) years of age and who resides in any of the current communities comprised of the geographic areas: Clyde River, Cornwall, Hampshire, Kingston, Miltonvale Park, North Wiltshire , Warren Grove, and West River, and the geographic areas formerly known as Darlington and Winsloe South shall be a member of the Corporation.
- (3) Any individual who ceases to reside in one of the areas described in clause 2 shall cease to hold membership in the Corporation.

By-Law No. 5

A by-law relating generally to the directors of the Association.

- (1) The property and affairs of the Corporation shall be administered by a Board of Directors and such Board shall be constituted by not less than nine (9) and not more than twenty-four (24) directors.
- (2) Any person is qualified to become a director of the Corporation if that person holds a membership in the Corporation, provided, however, that each community or successor community of the geographic areas known as Clyde River, Cornwall, Hampshire, Kingston, Miltonvale Park, North Wiltshire, Warren Grove and West River, shall be entitled, but not required, to appoint one member to the Board for each of those geographic areas, and the North River Minor Hockey Association each be entitled, but not required, to appoint one director. All other directors shall be elected at the Annual General Meeting of the Corporation or appointed as herein provided.
- (3) The office of the director shall be vacated:
  - (a) if he or she ceases to hold a membership in the Corporation;
  - (b) if he or she resigns from office as director by notice in writing to the Board;  
or
  - (c) if he or she misses three consecutive meetings of the Board without reasons acceptable to the remaining Board members.
- (4) The directors may be paid their traveling, lodging, and other expenses incurred as a consequence of their attendance at Board meetings or otherwise in the execution of their duties as directors, such sums to be decided by a general meeting of the membership.
- (5) The directors shall retire from office at the annual general meeting of the Corporation, but shall hold office until the dissolution of the meeting at which their successors are elected or appointed. The Corporation shall, at such meetings, fill the vacant offices by electing or appointing a like number of members to be

directors unless it is determined at such meeting to reduce or increase the number of directors. There shall be no limit on the number of times a member of the Board of Directors shall be eligible for re-election or re-appointment.

- (6) If at any ordinary general meeting at which an election of directors shall take place, and no such election takes place, or if no ordinary general meeting is held in any year or period of years, the retiring directors shall continue in office until their successors are elected at a general meeting called for that purpose which may, on notice, be held at any time.
- (7) A quorum shall consist of six (6) directors.
- (8) The Board of Directors shall be entitled to appoint members of the Board if the maximum number of directors have not been elected or if a community or the North River Minor Hockey Association fail to appoint a director or if a director so appointed resigns. A director appointed pursuant to this provision shall hold office until the next annual meeting of the membership.

#### By-Law No. 6

A by-law relating generally to the officers and Executive or Management Committee of the Association.

- (1) The officers of the Corporation shall be a president, a vice-president, a secretary, a treasurer and one other officer as the Board of Directors may from time to time appoint.
- (2) The officers of the Corporation shall constitute a Management and Executive Committee (hereinafter referred to as the "Executive") and shall have the general supervision and management of the business of the Corporation and shall act on behalf of the Board if necessary, such actions to be presented to the Board at the next meeting.

- (3) The president shall, subject to the direction of the Executive, have supervision of the day to day business of the Corporation and shall perform such duties as may be assigned to him or her by the Board of Directors from time to time.
- (4) The vice-president shall perform the duties of the president, during the absence, illness, or incapacity of the president, or during such period as the president may request him or her to do so.
- (5) The secretary shall keep the minutes of all meetings of the membership and of the Board of Directors. Further, the secretary shall attend to all the correspondence of the Board, prepare and receive all notices and documents, draft the minutes of all meetings, investigate applications for membership and report thereon to the Board and generally perform all the ordinary duties of a secretary. The secretary shall have custody of the Corporate Seal and shall have power to certify all documents.
- (6) The treasurer shall have charge of the finances of the Corporation and shall keep such books as are subscribed or necessary. The treasurer shall have charge and custody of and be responsible for all funds of the corporation. He or she shall deposit such funds in the Corporation's name in such banks as may from time to time be designated by the Board. The treasurer shall submit a financial statement at the end of each fiscal year and whenever requested to do so by the president. He or she shall also be responsible for the collection of membership dues or all other monies due to the Corporation
- (7) A quorum of the Executive Committee shall consist of two (2) members of that committee.
- (8) The Executive shall from time to time appoint such standing committees and special committees, including fund-raising committees, as they may deem requisite and shall designate the chairperson of each committee. Personnel of the committee shall be sustaining members of the Corporation. The Executive shall determine the duties of each committee and shall, if so wished, direct the action of any committee on the matter.

By-Law No. 7

A by-law generally on the meetings and quorum of the Association.

- (1) Regular general meetings of members shall be held annually within one-hundred and twenty (120) days after the end of each fiscal year at such time and place as the Executive shall determine. Such meeting shall receive the reports of the Executive on the affairs of the corporation, a balance sheet and account of income and expenditures, and an audited report or review for all the preceding years. Members present at the annual general meeting shall elect a new Board and transact general business. Notice of all general meetings shall be advertised in writing at least ten (10) days in advance of the meeting, but non-receipt of such notice by any member shall not invalidate the proceedings of any general meeting.
- (2) Special meetings of the Corporation may be called by the president or shall be called at written request of fifty (50) or more members of the Corporation in good standing. Notice of the time and place of the special meetings, together with a notice of the business to be transacted, shall be given in the manner set out in clause 1 of this by-law. The presence of at least twelve (12) members shall be necessary to constitute a quorum at all meetings of the membership of the Corporation. Any member in good standing shall be entitled to one vote.
- (3) The first meeting of the Board of Directors will take place on the day of its election and subsequent meetings shall take place on a date and at a place to be designated by the Board. The Board shall meet at least quarterly and more often as its members shall determine.
- (4) Notice of any meetings of the Board of Directors specifying the time and place thereof shall be given orally or in writing at least one week before the meeting is to take place to each director. Non-receipt of such notice by any director shall not invalidate the proceedings of any meeting of the Board.
- (5) All questions arising at any meeting of the Corporation or of the Board shall be decided by a majority of votes. In the case of any tie, the president shall have the deciding vote.

- (6) A majority of the Board or Executive Committee may pass resolutions in writing, including by email or other electronic means.
- (7) A meeting of the Board of Directors, the Executive Committee, or the general membership may be held by means of telephone, videoconference, or other electronic communication facility that permits all participants to communicate adequately with each other during the meeting. A participant attending a meeting by such means shall be deemed to be present at the meeting for all purposes, including quorum.

By-Law No. 8

A by-law relating generally to the fiscal year of the Association.

- (1) The Corporation's fiscal year shall be June 30th of each year.

By-Law No. 9

A by-law relating generally to the signing authority of the Association.

- (1) Money, cheques, drafts, or orders for the payment of money, notes, acceptances, and bills of exchange may be drawn, accepted, endorsed, and signed by such officers, or person or persons whether or not officers of the Corporation, and in such a manner as the Board of Directors may from time to time subscribe.
- (2) Contracts, documents, or any instruments in writing requiring the signature of the Corporation (except trade contracts made in the ordinary course of the Corporation's business) may be signed by any two of the president, vice-president, secretary and treasurer, or by any one of the named officers plus another director of the Corporation. All contracts, documents and other instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time, by resolution, to appoint any other officer or officers and/or directors on behalf of the Corporation to sign specific contracts, documents, or instruments in writing.

By-Law No. 10

A by-law relating generally to the amendments of the Corporation's by-laws.

- (1) Amendments and additions to the by-laws of the Corporation, provided that they are not in conflict with the foregoing purposes and objects of the Corporation, may be adopted at any general meeting of the Corporation by a vote of the majority of the members in good standing present at such meeting. Due notice of each amendment and addition shall have been given at least ten (10) days before such meeting as set out in clause one of by-law no. 7. Any amendment or addition so adopted shall immediately become effective unless otherwise provided.

By-Law No. 11

A by-law relating generally to the Corporate seal of the Association.

- (1) The Corporate Seal of the Corporation and in the presence of which when procured should be made in the margin hereof shall consist of a circular press imprinting the words "Communities 13 Inc."

By-Law No. 12

A by-law relating generally to the distribution of the funds of the Association.

- (1) That the net profit of the Corporation for any fiscal years shall be expended in the operations of the Corporation for such year or retained as a capital fund. In the event of winding up or any other dissolution the funds shall be distributed to each of the communities described in by-law no. 2 in proportion to the contribution made to the Corporation by the community or its predecessor communities as capital for the construction of the multipurpose facility.

By-Law No. 13

A by-law relating generally to the audit of accounts and the auditors of the Association.

- (1) The accounts of the Corporation shall be audited or reviewed annually prior to the annual meeting and the auditors/accountants for the corporation shall be appointed at the annual general meeting of the corporation.

By-Law No. 14

A by-law relating generally to the indemnification of directors and officers of the Association.

- (1) The Corporation shall indemnify and save harmless each current and former director and officer of the Corporation from and against all costs, charges, and expenses, including legal fees, actually and reasonably incurred by him or her in respect of any civil, criminal, administrative, or other proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation, provided that:
  - (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
  - (b) in the case of a criminal or administrative proceeding enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (2) No indemnification shall be available under this by-law where the costs, charges, or expenses arose from the fraud, dishonesty, or wilful misconduct of the director or officer.