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# **BY-LAWS RTO 12**

## **September 20, 2018**

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Be it enacted as a By-Law of the Regional Tourism Organization referred to here after as RTO 12 with the following geographical boundaries: the District of Parry Sound, the District of Muskoka, Algonquin Park and the Township of South Algonquin (Nipissing District).

## **1. HEAD OFFICE**

The Head office of the Corporation shall be in the geographic regional boarder of RTO 12, in the Province of Ontario, and as such place therein as the directors may from time to time determine.

## **2. SEAL**

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

## **3. BOARD OF DIRECTORS**

### ***a) Number of Directors***

The affairs of the Corporation shall be managed by a board with a minimum of 7 (seven) voting directors to a maximum of 11 (eleven) voting directors or such as is determined at an annual General Meeting, each of whom, at the time of his election, or within 10 (ten) days thereafter and throughout his term of office shall be a member of the Corporation.

### ***b) Term of Office***

Except as provided in this By-law, each director shall be elected to hold office for a two-year term after he has been elected or until his successor shall have been duly elected and qualified. One half of the board shall be retired at each annual meeting.

### ***c) Representation***

Representation from all parts of RTO 12 will be encouraged.

### ***d) Election of Directors***

The election may be by a show of hands unless any member demands a ballot.

### ***e) Removal of Directors***

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice 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 the votes cast at that meeting, elect any person in his stead from the remainder of his term.

***f) Maximum term for Directors***

Upon the commencement of a two-year term Directors will be permitted to complete a nomination application to be considered for an additional two-year term. The maximum number of two-year terms will be three. At that time the minimum one-year absence will be required before submitting a nomination form.

***g) Attendance Requirements***

Should a Board Member fail to attend 3 (three) or more consecutive Board meetings commencing at each annual meeting of the Corporation they may be removed from the Board on a majority vote of the Board. Should a Board member be unable to fulfil his/her duties for reasons of health or change in residency they may be removed from the Board on majority vote of the Board.

***h) Quorum and Meetings***

A simple majority of the 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 and this includes teleconferencing or electronic/virtual meetings. 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 Chair or a Vice-Chair or by the Secretary/Treasurer on direction of the Chair or a Vice-C, or by the Secretary/Treasurer on direction in writing of two directors. Notice of such meetings shall be sent by electronic means, delivered or faxed to each director not less than one day before the meeting is to take place or shall be mailed not less than five days before the meeting is to take place. A Statutory Declaration of the Secretary/Treasurer or Chair 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 of such regular meeting 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 at any meeting of the board.

***i) Rules of Order***

Any questions of procedure at or for any meetings of the Corporation, the Board of Directors, or any committee, shall be determined by the chair in accordance with Roberts' Rules of Order or any other procedural test as specified by the majority vote of the Board.

***j) Errors in Notice***

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. 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.

***k) Voting***

Questions, arising at any meeting of directors shall be decided by a majority of votes. In case of any equality of votes, the Chair shall have a vote in order to break the tie. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the votes shall be taken in the usual way by assent or dissent. A declaration by the Chair 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.

***l) Powers of the Board of Directors***

The directors of the Corporation may administer the affairs of the Corporation in all such things and make or cause to be made for the Corporation, in its name, of any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may 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.

Without in any way detracting from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporations for such consideration and upon such terms and conditions as they may deem advisable.

***m) Remuneration of Directors***

Directors may be eligible to receive remuneration for mileage and other expenses as determined by the Board.

***n) Indemnification of Directors***

Every Director or Officer in the Corporation and his 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:

- (i) all costs, charges and expenses whatever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the executive of the duties of his office; and
- (ii) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

***o) Board Advisor***

The Ontario Ministry of Tourism Culture and Sport shall be invited to appoint a Board advisor. Those appointed under this provision shall serve as an advisor to the Board only, with no vote.

## **4. OFFICERS**

***a) Qualification***

In order to qualify for election as an Officer of the Corporation a member shall have served at least one year on the Board of Directors.

***b) Election of Officers***

The Board shall elect a Chair, Vice-Chair and Secretary-Treasurer 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.

***c) Duties of Officers***

The duties of Officers shall be those specified by the Board of Directors and amended by the Board as required:

- (i) The Chair of the Board of Directors will call and chair the meetings of the Board of Directors;
- (ii) In the event of the Chair's absence, disability, or refusal to act, the Vice-Chair will assume the duties of the Chair. The Vice-Chair will also perform those duties, as may be required by law, or as assigned by the Board of Directors.

## **5. EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or a Vice-Chair and by the Secretary-Treasurer and the Secretary-Treasurer shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the Chair, Vice-Chair, and Secretary-Treasurer or by any person authorized by the Board.

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.

## **6. 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.

## **7. MEMBERSHIP**

***a) Application for Membership***

The Board of Directors may establish rules and procedures for application for membership in RTO 12.

***b) Membership Eligibility***

Self-identified businesses, organizations, corporations and/or government bodies of the tourism industry who operate within the geographic borders of the corporation and have expressed an interest in furthering the objects of RTO 12 shall be eligible for membership. Each member shall be entitled to one vote on each question at any special or general meeting of the members.

**c) Membership Transferability**

A membership may only be transferred with the approval of the Board of Directors or its designate.

**d) Membership Termination**

Membership may be terminated for any one or more of the following grounds:

- (i) violating any provision of the Articles, by-laws or written policies of RTO 12;
- (ii) carrying out any conduct which may be detrimental to RTO 12 as determined by the Board of Directors in its sole discretion; and
- (iii) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the corporation.

**e) Resignation**

A member wishing to withdraw from membership in RTO 12 may do so upon notice in writing to RTO 12. Membership fees will not be refunded in whole or in part, nor carried forward.

**f) Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership (by expulsion, resignation or otherwise), the rights of the Member including any rights in the property of the Corporation, automatically cease to exist.

## **8. DUES**

The dues payable with respect to individual memberships shall be established from time to time by the Board of Directors.

The Secretary/Treasurer shall notify the 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 in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

## **9. ANNUAL AND OTHER MEETINGS OF MEMBERS**

**a) Location**

The annual or other general meeting of the members shall be held at the head office of the Corporation or elsewhere in the Districts of Parry Sound and Muskoka, Algonquin Park and the Township of South Algonquin (Nipissing District) as the Board of Directors may determine and on such day as the Board of Directors shall determine.

**b) Notice**

There will be 30 (thirty) days' notice for an Annual General Meeting.

**c) Annual Meeting Business**

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. The members may consider and transact any business either special or general. Any motion to be brought by a voting member at an Annual General Meeting or a General Meeting of the voting members shall be delivered to the Secretary no later than thirty (30) days prior to the date of the Annual General Meeting. RTO 12 will not entertain motions from the floor during an Annual General Meeting or a General Meeting.

***d) Special General Meetings***

The Board of Directors, the Chair, or a Vice-Chair shall have the power to call, at any time, a special general meeting of the members of the Corporation. Notice shall be provided by publication each week for two consecutive weeks preceding the meeting in any manner determined by the Board of Directors. This process shall be followed for the Annual General Meeting also.

***e) Error or Omission in Notice***

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

***f) Adjournments***

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

***g) 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 in addition to the members of the Board of Directors who are present.

***h) Voting of Members***

Subject to the provisions, if any, contained in the Letters of Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote with no proxy voting. No member shall be entitled to vote at meetings of the Corporation unless she/he has paid all dues or fees, if any, then payable.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair 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 as 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 votes given by the members present in person and such poll shall be taken in such manner as the Chair 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 case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a vote in order to break the tie.

## **10.COMMITTEES**

The Board of Directors may establish such committees as deemed necessary.

## **11.FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the financial year of the Corporation shall be April 1 to March 31.

## **12.CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation 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 also 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. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

## **13.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 institutions, which may be so selected as custodians by the board of 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 of the proceeds thereof.

## **14.NOTICE**

Any notice (which term includes any communication or document) to be given, 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 recorded address or if mailed to him at this recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as 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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary/Treasurer may change the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

## **15.BORROWING**

The Board of Directors may from time to time borrow money on credit of the Corporation; or issue, sell or pledge securities of the Corporation; or 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 obligation 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 money 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 arrangements, terms and conditions and to give such additional securities for any money 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. Borrowing as described above requires a 2/3 vote of support from the Board of Directors.

Passed by the membership and sealed with the Corporate Seal this 20 day of September, 2018.