

TOURISM COLLINGWOOD

BY-LAW NO. 2026-1

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TOURISM COLLINGWOOD

BY-LAW NO. 2026-1

1. INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise defined:

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent Auditor or person appointed to conduct a review engagement;
- (c) “Annual Meeting” means an annual meeting of the Member, as provided in section 6;
- (d) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a Special Act;
- (e) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 9;
- (f) “Authorized Representative” means a person named to act as an authorized representative of a Member pursuant to section 5.03;
- (g) “Board” means the Directors of the Corporation as elected by the Member periodically;
- (h) “Board Policies” means any policy passed by the Board in accordance with section 3.14;
- (i) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (j) “Corporation” means ***Tourism Collingwood***;
- (k) “Director” means a member of the Board;
- (l) “Extraordinary Resolution” as defined by the Act;
- (m) “Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;
- (n) “Member” means a member of the Corporation in accordance with section 5.01;
- (o) “Officer” means an officer elected or appointed pursuant to Article 7 or by Board Regulation, such as Policies or Resolutions;

- (p) “Ordinary Resolution” means a resolution submitted to a meeting of the Member and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Member;
- (q) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (r) “Special Business” includes all business transacted at a Special Meeting of the Corporation and all business transacted at an Annual Meeting, other than Annual Business;
- (s) “Special Meeting” means a meeting of the Member that is not an Annual Meeting;
- (t) “Special Resolution” as defined by the Act;
- (u) “Telephonic or Electronic Means” means any means that use the telephone, videoconferencing or any other electronic or other technological means to transmit information or data, including telephone calls, virtual meetings, voice mail, fax, email, an automated touch-tone telephone system, computer, or computer networks;
- (v) “Town” means The Corporation of the Town of Collingwood, a municipal corporation governed by the *Municipal Act, 2001*; and
- (w) “Written Resolution” means a resolution in writing signed by all the Directors or Member entitled to vote on that resolution at a meeting of the Board or the Member, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Member.

2. **BUSINESS OF THE CORPORATION**

2.01 Registered Office

The registered office of the Corporation shall be in the Town of Collingwood, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

3. **DIRECTORS**

3.01 Initial Board

The initial, interim number of Directors shall be fixed at seven (7), consisting of:

- (a) The Mayor of the Town;
- (b) The Chief Administrative Officer of the Town;

- (c) Two (2) representatives from the staff members of the Town; and
- (d) Three (3) representatives from the local tourism industry.

Prior to the end of the first 18 months of operation, beginning as of the date of incorporation, the Member will elect Directors to replace the interim, initial Board of Directors in accordance with section 3.08 below.

3.02 Board

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Directors by majority vote. In accordance with the Town of Collingwood By-law 2025-031, at no time shall the number of Directors be less than seven (7).

3.03 Minimum Qualifications Under the Act

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of bankrupt;
- (c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*, or any similar statute of another jurisdiction, to be incapable of managing property;
- (d) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- (e) consent in writing to hold office as a Director within ten (10) days after his or her election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate his or her election or appointment as a Director should the vacancy still exist.

If a person ceases to be qualified as provided in this section 3.03, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.08. Nothing in this By-law prevents the Corporation from establishing additional qualifications for Directors in policy.

3.04 Election and Term of Office

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Member. Subject to the Act, Directors shall hold office for a term of three (3) years.

Directors may, from time to time, be elected to different or staggered term lengths, not to exceed four (4) years, in order to maintain a desired Board rotation. The rotation of Directors will be maintained with any increase in the number of Directors on the Board.

3.05 Re-Election

Each Director is eligible for election for two (2) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

3.06 Nominations

Candidates for the office of Director shall comprise the slate of candidates for office proposed in accordance with the Board's Nominations Policy, as amended periodically. There shall be no nominations from the floor of the meeting at which Directors are elected.

The Board may prescribe the form of nomination paper and the form of ballot.

3.07 Resignation of Directors

A Director may resign as a Director of the Corporation by submitting a formal written resignation to the Board Chair and Secretary or Secretary-Treasurer and provide a 90 day notice.

3.08 Vacancies

Any vacancy occurring in the Directors may be filled for the remainder of the term of such Director by the Member.

3.09 Removal of Directors

The Member may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before the expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.

3.10 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing their duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity, provided that the Corporation's conflict of interest policies and provisions are addressed.

3.11 Protection of Directors, Officers and Others

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

- (e) Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Member or former Member.

3.12 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

3.13 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs during or after their status as a Protected Person:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this section 3.13 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this section 3.13.

3.14 Board Policies

The Board may make any policies with regard to any matter not inconsistent with the Act or the By-Laws, provided such policy conforms to any agreement between the Corporation and the Member.

4. COMMITTEES AND ADVISORS

4.01 Committees

- (a) There may be such Standing Committees and Ad Hoc Committees for such purposes as the Board may determine by resolution.
- (b) No committee has authority to:
 - (i) submit to the Member any question or matter requiring approval of the Member;
 - (ii) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
 - (iii) appoint additional Directors;
 - (iv) issue debt obligations except as authorized by the Board;
 - (v) approve any financial statements;
 - (vi) adopt, amend or repeal any By-Law; or
 - (vii) establish contributions to be made, or dues to be paid, by the Corporation or the Member.
- (c) The chair and members of any committee shall be appointed by, and hold office at the pleasure of, the Board. Subject to the Act, members of committees need not be members of the Board.
- (d) The chair of any committee shall submit to the Board such reports as the Board may, from time to time, request, but in any event, each chair shall submit an annual report to the Board as such time as the Board may, from time to time, determine.

4.02 Advisors

The Board or the Member may from time to time appoint advisors to advise the Corporation in such positions other than Officers, with such titles and with such powers and duties and for such terms of service as the Board or the Member deems advisable.

5. MEMBERSHIP

5.01 Sole Member

Subject to the Articles, there shall be one (1) class of Members in the Corporation, consisting of the Town. Should the Town be entirely dissolved, be entirely amalgamated with or joined to another

municipality, or otherwise cease to be a Member, the Directors at that time shall automatically and without further formality become the Members of the Corporation.

5.02 Member's Rights

The Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Member of the Corporation.

The rights of the Member shall be limited to those rights conferred under the Act and under law.

5.03 Appointment of Authorized Representative

The Member shall, from time to time, in writing:

- (a) appoint a person who shall be its Authorized Representative; and
- (b) remove and/or replace a person as its Authorized Representative.

The Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the Chair of the Board and the Secretary/Secretary-Treasurer, either of whom shall immediately update the Corporation's records for the purposes of providing notice of all meetings at which the Authorized Representative is entitled to exercise the rights provided in section 5.04.

For clarity, the Authorized Representative shall make decisions on behalf of the Town in line with the Town Council's delegation of authority, either generally or for specific decisions as determined by the Town periodically. To the extent possible such decisions will be resolved via written resolution.

5.04 Rights of Authorized Representative

Unless the Corporation receives written notification from the Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Member in respect of a particular meeting or matter brought before the Member, the Authorized Representative shall be entitled to:

- (a) receive notice of any meeting the Member is entitled to receive;
- (b) attend, speak at, and vote at a meeting at which the Member is entitled to vote; and
- (c) execute a Written Resolution on behalf of the Member.

5.05 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the insolvency or dissolution of the Member; or
- (b) the liquidation or dissolution of the Corporation under the Act.

6. MEETINGS OF THE CORPORATION

6.01 Meetings of Directors

- (a) Meetings of the Board of Directors may be held at the registered office of the Corporation, at any other place in Ontario, or by Telephonic or Electronic Means. An annual calendar of meeting dates of the Board of Directors shall be posted on the Corporation's website.

- (b) In addition to scheduled meetings, meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board, or any two (2) Directors and shall be held at the place specified in the notice in accordance with section 6.01(a) and (d).
- (c) The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting
- (d) Unless otherwise specified in the By-Laws, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director by courier, personal delivery, or Telephonic or Electronic means at least six (6) days before the meeting is to take place, excluding the date on which notice is given.
- (e) 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 and any Director may at any time waive personal notice of any such meeting and any Director may ratify and approve of any or all proceedings taken or had thereat.
- (f) By invitation of the Board of Directors, if an Executive Director has been appointed to serve the Corporation, that individual may attend meetings of the Board of Directors of the Corporation, but shall not be entitled to vote.
- (g) Any meeting of Directors may be adjourned by the Chair or the majority of Directors to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place to resume the adjourned meeting is announced at the original meeting.
- (h) Staff of the Town are entitled to attend and to speak at meetings of the Board, but shall not be entitled to vote nor count towards quorum. Such staff of the Town shall be required to keep certain matters discussed confidential, if requested to do by the Board.
- (i) A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors. If no quorum exists for the purpose of voting on a resolution only because certain Directors are not permitted to be present due to a conflict in accordance with section 8, the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (j) The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-Law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (k) A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid as if it had been passed at a meeting of Directors. Such written resolutions may be passed in lieu of holding a meeting of Directors.

6.02 Meetings of Members

- (a) To the extent possible, decisions of the Member shall be resolved via Written Resolution. A Written Resolution signed by all those entitled to vote on that resolution at a meeting of the Members being the Authorized Representative of the Member,

including an Annual Meeting, is valid as if it had been passed at a meeting of the Members. Such Written Resolutions may be passed in lieu of holding a Meeting of the Members, including the Annual Meeting. For clarity, the Authorized Representative shall make decisions on behalf of the Town in line with the Town Council's delegation of authority, either generally or for specific decisions as determined by the Town periodically, provided that the following matters are not be dealt with by Written Resolution:

- (i) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
 - (ii) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.
- (b) Subject to subsection 6.02(a), an Annual Meeting shall be held as the registered office of the Corporation, any other location in Ontario, or by Telephonic or Electronic Means, for the purpose of conducting the Annual Business and any Special Business. The first Annual Meeting shall be held within eighteen (18) months of incorporation, and subsequently not later than fifteen (15) months after holding the preceding Annual Meeting.
- (c) The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.
- (d) Subject to section 13.06, notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to the Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:
- (i) prepaid mail, courier or personal delivery; or
 - (ii) telephone, fax, e-mail or other electronic means.
- (e) The only persons entitled to be present at a meeting of the Members shall be:
- (i) The Member, as represented by the Authorized Representative;
 - (ii) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation;
 - (iii) The Officer of the Corporation;
 - (iv) Staff of the Town; and
 - (v) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.
- (f) Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Member.

- (g) At any meeting of the Members, the Member constitutes a quorum for the transaction of business.
- (h) The Member shall be entitled to the one (1) and only vote on each question arising at any Meeting of the Members.
- (i) Any meeting of the Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting occurs less than thirty (30) days from the date of the original meeting and if the time and place to resume the adjourned meeting is announced at the original meeting.

7. **OFFICERS**

7.01 Officers

- (a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting.
 - (i) a Chair of the Board and a Vice-Chair of the Board elected from among the Directors;
 - (ii) an Executive Director as applicable; and
 - (iii) a Secretary and a Treasurer, or Secretary-Treasurer at the discretion of the Board, each of whom may, but are not required to be a Director.

There may be such other Officers appointed by the Board in accordance with section 7.08.

7.02 Term of Office of Officers

Each Officer shall hold office at the pleasure of the Board, or as set out Board Policy. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

7.03 Chair of the Board

The Chair of the Board shall supervise and control the operations of the Corporation if there shall be no Executive Director in office. The Chair of the Board shall, when present, preside at all meetings of the Corporation. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board. Vice-Chair of the Board shall also perform the other duties prescribed by the Board or incident to the office.

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or incident to the office.

7.04 Executive Director

The Executive Director, if any, shall, subject to the direction of the Board and/or the Chair of the Board, supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

7.05 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation and the Board;
- (b) attend all meetings of the Corporation and the Board to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Member and to the Directors as well as any other individuals entitled to notice;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board.

7.06 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- (c) disburse the funds of the Corporation under the direction of the Board;
- (d) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board.

7.07 Delegation of Duties

Subject to approval by the Board, any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

7.08 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

7.09 Holding More Than One Office

Except for holding the office of Chair of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

7.10 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

7.11 Remuneration of Officers or Employees

Any Officer who is a Director, shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Executive Director, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Executive Director.

8. CONFLICT OF INTEREST

8.01 Conflict of Interest

In accordance with the Act or any Board policies, Directors and Officers shall disclose any conflicts of interests, whether direct, indirect, imputed, actual, potential or perceived, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

9. AUDITOR

9.01 Annual Appointment

Subject to the Act, the Member of the Corporation at each Annual Meeting shall appoint the Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting.

9.02 External Auditor

Where possible and in consultation with the Corporation, the external auditor for the Town shall be appointed by the Member as the external Auditor or person to conduct a review engagement for the Corporation, and shall have all of the rights and powers of an auditor provided under the *Municipal Act*.

9.03 Removal of Auditor

Subject to the Act, the Member may by Ordinary Resolution at a Special Meeting, remove the Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Member does not fill the vacancy, the Directors may do so. The Auditor shall not have the right to give a statement opposing the removal.

9.04 Remuneration of Auditor

The remuneration of an Auditor shall be fixed by the Member by Ordinary Resolution and is at the cost of the Corporation.

10. EXECUTION OF DOCUMENTS

10.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) Officers of the Corporation. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

11. BORROWING BY THE CORPORATION

11.01 General Borrowing Authority

The Directors may, if authorized by the Member:

- (a) borrow money on the credit of the Corporation;

- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may not delegate these powers.

12. **FINANCIAL YEAR**

12.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of December in each year or on such other date as the Board may determine.

13. **NOTICE**

13.01 When Notice Deemed Given

When notice is given under this By-Law by the following means, that notice is deemed to have been given at the following time:

- (a) if given by e-mail, notice is deemed given when sent;
- (b) if given by telephone, notice is deemed given at the time of the telephone call;
- (c) if given by electronic means, other than in accordance with 13.01(a) or 13.01(b), notice is deemed given when transmitted;
- (d) if given in writing by prepaid mail, notice is deemed given on the fifth (5th) day after mailing; and
- (e) if given in writing by courier or personal delivery, notice is deemed given when delivered.

13.02 Address for Notice

A notice or other document required or permitted by the Act, the Government Regulations, the Articles or the By-Laws to be given to a Member or Director may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation; or
- (b) a Director at his or her latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the *Corporations Information Act*, whichever is the more current.

13.03 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

13.04 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

13.05 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or the Member shall not be invalidated, unless otherwise challenged, by:
 - (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and thereby ratify and approve, any proceeding taken at any meeting.

13.06 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

14. BY-LAWS AND EFFECTIVE DATE

14.01 Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

14.02 Amendments requiring Special Resolution

If the Member amends the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles.

14.03 By-Laws and Effective Date

- (a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 14.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of the Member where it may be confirmed, rejected or amended by Ordinary Resolution of the Member.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Member, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Member at the next meeting of the Member or if it is rejected by the Member at the meeting.

ENACTED by the Directors as a By-Law of **TOURISM COLLINGWOOD** on _____.

Name: Sonya Skinner
Position: Interim Chair, Tourism
Collingwood

Name:
Position:

CONFIRMED by the Member in accordance with the *Not-for-Profit Corporations Act, 2010* on _____.

Name:
Position:

Name:
Position:

We have the authority to bind the corporation