

SUNSET VILLA ASSOCIATION

BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of the Sunset Villa Association.

WHEREAS the Sunset Villa Association was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 23rd day of August 1950, and Supplementary Letters Patent issued May 2, 2006; Supplementary Letters Patent issued April 1, 2007; Supplementary Letters Patent issued April 7, 2013. Supplementary Letters Patent issued April 28, 2019

AND WHEREAS the Sunset Villa Association (hereinafter referred to as the "Corporation") by virtue of the Supplementary Letters Patent has the following objects:

1. The establishment and maintenance of non-profit residential accommodation primarily for people of Danish descent or inter-marriage for the purposes of establishing a retirement community for people retiring due to age and other reasons;
2. The establishment and maintenance of a community for cultural activities for people of Danish descent or inter-marriage;
3. The establishment and maintenance of recreation facilities and activities for people of Danish descent or inter-marriage.

BE IT RESOLVED and enacted as a by-law of the Sunset Villa Association as follows:

1.00 INTERPRETATION

1.01 In this By-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- .01 The singular includes the plural;
- .02 The masculine includes the feminine;
- .03 "Board" means the Board of Directors of the Corporation;
- .04 "Corporation" means the Sunset Villa Association and any successor incorporated corporation within the meaning of The Corporations Act as defined herein;
- .05 "Corporations Act" means the Corporations Act, R.S.O. 1990, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- .06 "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 "Directors" means those persons elected to the Board of the Corporation as stipulated herein;
- .08 "Executive Officers" means the persons who hold the offices enumerated in Section 5:01;
- .09 "Past President" means the person whose term of office as President has most recently expired and who is willing to serve as such;
- .10 "Member" means a person who has been admitted to Membership in the Corporation as stipulated herein and "Membership" shall have the corollary meaning.

1.02 All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

2.00 HEAD OFFICE

The head office of the Corporation shall be at RR #2, Puslinch, Ontario, Fire #7150, in the County of Wellington, in the Province of Ontario.

3.00 SEAL

The seal which is impressed hereon shall be the corporate seal of the Corporation.

4.00 BOARD

4.01 Board

The affairs of the Corporation shall be managed by a Board composed of nine (9) elected Directors (plus one (1) ex-officio Director if applicable pursuant to section 4.15). Directors shall have the power afforded to them under the Corporations Act and including the power to pass resolutions to advance and further to the objects and to otherwise govern the Corporation.

4.02 Elected Directors

Elected Directors, subject to the provisions of Section 4.04, shall be elected in the manner set out in Article 6.00, each of whom, subject to the provisions of the Letters Patent, shall hold office for a term of two (2) years after he/she shall have been elected or until his or her successor shall have been elected and qualified.

4.03 Qualifications

Each Director shall:

- .01 be at the date of, or become within fourteen (14) days after, his or her election, and thereafter remain throughout his or her term, a Member of the corporation who is qualified by the terms of Section 8.06 to hold office;
- .02 at least eighteen (18) years of age; and
- .03 not be an un-discharged bankrupt nor a mentally incompetent person.

If a person ceases to be a Member of the Corporation who is qualified by the terms of Section 8.06 to hold office, or become bankrupt or a mentally incompetent person, he or she thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by Section 4.04

4.04 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors among the qualified Members of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancies on the Board.

4.05 Removal of Directors

The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of Members of which notice specifying the intention to pass the resolution has been given, remove any Director for just cause prior to the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

4.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be two-thirds (2/3) of the current Directors on the Board

4.07 Meetings

Meetings of the Board and of the Executive Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the Vice-President, the Treasurer, or the Secretary, or any two (2) Directors.

4.08 Notice

~~Subject to the provisions of Section 4.09, notice of Board of Directors meetings shall be delivered, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President 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 the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by telephone, then notice of the said Board meeting shall be personally delivered or mailed to the Director in accordance with the provisions hereof.~~

AMENDED below on April 28, 2019

Subject to the provisions of Section 4.09, notice of Board of Directors meetings shall be delivered, mailed, telephoned, emailed or sent by any method permitted by the Act, to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President 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 the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by email, telephone, or other electronic or telephonic method, then notice of the said Board meeting shall be personally delivered or mailed to the Director in accordance with the provisions hereof.

4.09 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within fourteen (14) days 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.

4.10 Voting

~~Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the President, in addition to his or her original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the President or requested by any Director. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.~~

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4.10.2 ELECTRONIC PARTICIPATION IN MEETINGS (new bylaw April 28, 2019)

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

4.11 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration.

4.12 Indemnities of Directors

Every Director or officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and save harmless, out of the funds of the Corporation, from and against:

- .01 all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any actions, suit or proceedings 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 execution of the duties of his or her office; and
- .02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

4.13 Protection of Directors and Officers

No Directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for a other loss, damage or misfortune whatever which may happen in the execution of the duties of hi or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

4.14 Responsibility for Acts

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board,

4.15 Ex-Officio Directors

The President shall be a Director of the Corporation, but shall not be entitled to vote at meetings of the Board, In the event that the Past President is unable or unwilling to act in such ex-officio capacity, then his or her immediate predecessor may be ex-officio a Director of the Corporation.

4.16 Others Present

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his or her delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

5.00 OFFICERS

5.01 Executive Officers and Term

There shall be a President, Vice-President, Secretary and Treasurer elected by the Board from among their number. Each shall hold office for a period of two (2) years. One person may hold more than one office.

5.02 President

The President shall, when present, preside at all meetings of the Board, the Executive Committee (if any) and Members, The President shall supervise the affairs and operation of the Corporation, sign all documents requiring his or her signature and have the other powers and duties from time to time prescribed by the Board or incident to his or her office.

5.03 Vice-President

During the President's absence or inability to act, his or her duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be presumed with respect thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his or her office.

5.04 Secretary

The Secretary shall be clerk of the Board and Executive Committee (if any) and may attend all meetings of the board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He or she shall give all notices required to be given to Members and to Directors. He or she shall be custodian of the corporate seal of the Corporation and of all books , papers, records correspondence , and documents belonging to the Corporation and shall perform other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his or her office.

5.05 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall 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 or Executive Committee (if any). He or she shall disburse the funds of the Corporation under the direction of the Board or the Executive Committee (if any), taking proper vouchers therefor and shall render to the Board or the Executive Committee (if any), whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial positions of the Corporation. He or she shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his or her office.

5.06 Past President

Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him or her by the President.

5.07 Executive Director

The Board may appoint an Executive Director who shall hold office at the pleasure of the Board . Subject to any duties or responsibilities imposed or any directions given from time to time, the Executive Director shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation.

5.08 Other Officers

The Board may appoint other officers, including, without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation appointed by the Board or Executive Committee (if any) shall be such as the terms of their agreement call for or the Board or Executive Committee (if any) prescribes

6.0 ELECTION OF THE BOARD

6.01 Retirement

Subject to the provisions of the Corporations Act, Directors, other than ex-officio Directors, if any, shall be elected by Member entitled to vote and shall retire by individual choice, if Directorship is revoked by section 4.05, or if Membership in the Corporation is revoked under Sections 8.08 or 8.09.

6.02 Re-election

A Director, if otherwise qualified, is eligible for election for ~~three~~ five (*amended May 30, 2021*) consecutive full two year terms, and thereafter is not eligible for re-election until a period of eleven months has elapsed from the date of his or her retirement.

6.03 Elections

At each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for terms of two (2) years by and from the Members eligible to vote and to hold office.

AMENDMENT of 2013 -

PROVIDED THAT, of the nine (9) Directors on the Board at any time, at least six (6), including the President, shall be Danish, of Danish descent or related to a person of Danish descent by marriage.

As of April 1, 2007, deleted in 2013 as above -

Provided that for the purpose of the staggering of Director terms for the initial terms after the passing of this by-law, the following persons are acknowledged as retiring their positions at the first annual meeting after the passing of this by law:

1. John Nielsen (also position of Vice President)
2. Johnny Larsen (also position of Treasurer)
3. Hans Henneberg
4. John Blenhardt
5. Benny Beck

and the following persons will be retiring their positions at the second annual meeting after the passing of this by-law :

1. Linda Larsen (also as position of President)
2. Dan Larsen (also as position of Secretary)
3. Niels Petersen
4. Kaj Kristensen

And as amended each year as outline prior to the Annual General Meeting.

6.04 Nominations

Candidates for the office of Director shall include:

- .01 the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee
- .02 the persons whose names are put in nomination by any Member entitled to vote at the time before nominations are closed at the meeting of Members at which the election of Directors is held.

6.05 Election Method

Where

- .01 the number of candidates nominated is equal to the number of offices to be filled, the Secretary at the meeting shall cast a single ballot electing that number of candidates for the offices; and
- .02 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.06 Forms

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

7.00 EXECUTIVE COMMITTEE

7.01 Constitution

The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of the Executive Officers. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

7.02 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.

7.03 Procedures

Subject to sections 7.04, 7.05 and 7.06 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than the majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at every Board meeting.

7.04 Quorum

A quorum for the transaction of business at meetings of the Executive Committee shall be not less than two-thirds of the number of its members. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

7.05 Place of Business

Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside of Ontario as specified in the notice calling the meeting; provided further that if all the members of the Executive Committee present at or participating in the meeting consent, a meeting of the Executive Committee may be held by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Executive Committee participating in such a meeting by such means is deemed for the purposes of this bylaw to be present at that meeting.

7.06 Other Directors Present

A Director who is not been elected to the Executive Committee is not entitled to notice of any meeting of the Executive Committee. If invited and his or her presence shall not be included for the purpose of calculating a quorum at the Executive Committee meeting and any such Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he or she is present.

8.00 MEMBERSHIP

~~8.01—As Original 1950—Membership in the Corporation shall consist of such persons as are admitted as Members by the Board in its discretion, on an annual basis, based on the following parameters:~~

- ~~1.—membership in the Corporation is limited to persons of Danish descent or related to persons of Danish descent by marriage or common law relationships of more than one year's duration;~~
- ~~2.—persons who were previously Members by virtue of marriage to a person of Danish descent do not lose their Membership by reason only by death or divorce;~~
- ~~3.—stepchildren and adopted children of persons of Danish descent are included in the definition of persons of Danish descent;~~
- ~~4.—persons meeting the criteria set out above are eligible for Membership but are not entitled~~

to Membership; and

~~5. those who are admitted as Social Members as hereinafter defined.~~

8.02 Classes

~~As Original of 1950, There shall be three classes of Membership in the Corporation, and as defined by resolution passed by the Board of Directors:~~

- ~~.1 Voting Members;~~
- ~~.2 Social Members; and~~
- ~~.3 Honourary Members.~~

AMENDMENT in 2013- replace 8.01 to 8.02

8.01 VOTING MEMBERS

Membership in the Corporation shall consist of such persons as are admitted as Members by the Board in its discretion, on an annual basis.

8.03 Applications

Applicants for Membership in the Corporation shall be admitted as Voting Members (or Social Members) upon payment of the prescribed fee and admission in accordance with section 8.01; (Amendment Deleting Social Member class in 2013)

8.04 Honourary Members

It is acknowledged that in the past Honourary Members, that is, Members who have been admitted to the Corporation "for life" and for which Membership fees are waived, such that at the date of the passing of this by law there are fourteen (14) Honourary Members. The Corporation shall continue to acknowledge the existence of these Honourary Membership, but upon the passing of this by law and, notwithstanding section 8.01, the Board shall no longer admit any other Members as Honourary Members and upon the death of the last of such Honourary Member there shall no longer be a category of Honourary Membership in the Corporation.

8.05 Voting Classes

A person who is a Voting Member or a person who is an Honourary Member shall be entitled to vote in the proceedings of the Corporation.

8.06 Holding Office

No person who is not an Voting Member shall be qualified to hold office in the Corporation as a Director.

8.07 Transfer of Membership

Except for the transfer of Membership from one class to another as otherwise provided in the bylaws of the Corporation, if at all, a Membership in the Corporation is not transferable.

8.08 Revocation of Membership

- (a) Any Member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the Members present and eligible to vote at an annual or other general meeting of Members.
- (b) Any Member may have his or her Membership temporarily revoked or suspended for cause, for conduct or action or inaction unbecoming a Member, upon order of the Board of Directors after which a Board meeting has been held to consider the origins and issues of any conduct, action or inaction of such Member; provided that upon any such order being made, such Member may apply for arbitration of the issue before the Arbitration Committee (defined herein).

8.09 Termination of Membership

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

- .01 if the person, in writing, resigns as a Member of the Corporation;
- .02 if the Member dies; or
- .03 if a person is expelled from the Corporation pursuant to Section 8.08(a).

8.10 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may be levied if authorized by:

- .01 three-quarters (3/4) of the members of the Board; and
- .02 two-thirds (2/3) of the votes of Members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment shall be mailed to each Social and Voting Member.

8.11 Liability of Members

Members shall not, as such, be held, answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

8.12 Annual Meeting

The annual meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporation Act to be read at and laid before the Corporation at an annual meeting ;
- .02 election such Directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his or her remuneration ; and
- .04 the transaction of any other business properly brought before the meeting

8.13 General Meeting

The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided in the Corporations Act.

8.14 Notice of Meetings

~~Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least fourteen (14) days before the date of the meeting to each Member (and in the case of the annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.~~

AMENDED on April 28, 2019

Notice of the meeting time, place, date, general nature of the business transacted and related meeting materials required to be sent to a Member shall be provided at least (14) days before the date of the meeting by electronic means such as email, to each Member at their latest address as shown in the records of the Corporation; and provided that a Member may request notice and materials by pre-paid mail. Notice and/or the time for the notice may be waived or abridged at any time with the consent of the person entitled thereto.

8.15 Quorum

Ten Percent (10%) of the Voting Members present in person or by proxy constitute a quorum at a meeting of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at commencement of such business. PROVIDED HOWEVER that where:

- .01 less than said 10% of Voting Members are present in person or by proxy one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- .02 the business transacted is limited to the selection of a President and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying the date, time and place for the resumption of the meeting, then such number of Voting Members present in person or proxy constitute a quorum.

8.16 Voting by Members

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for the consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the President presiding at the meeting has a second or casting vote.

8.17 Proxies

~~Every Member entitled to vote at meeting of Members may by means of a proxy appoint a Member as his or her nominee, to attend and act at the meeting in the manner, to extent and with the power conferred by the proxy; provided that no Member shall carry more than one proxy to such meeting. A proxy shall be in writing, shall be executed by the Member entitled to vote and ceases to be valid one year from the its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the President of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.~~

AMENDED below on April 28, 2019

Every member entitled to vote at a meeting of Members may by means of proxy appoint a Member as his or her nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy; provided that no Member shall carry more than one proxy to such meeting. A proxy shall be in writing by the member entitled to vote, executed either in handwriting or sent electronically from the address on file with the Corporation, and is valid only for motions arising on the date of the Membership meeting. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such form as the President of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

8.18 Show of Hands

~~At all meetings every question shall be decided by a show of hands unless otherwise required by a by law of the Corporation or unless a poll is required by the President or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the President that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the option.~~

AMENDED below in 2019 – replaces 8.18 and adds 8.18.1

8.18 Voting and electronic attendance at meetings

8.18.1

Subject to the act, at all meetings every question shall be decided in the first instance by a show of hands unless a poll or ballot is requested by a member, required by the Board, President or otherwise required by a bylaw of the Corporation. In every instance, every Member entitled to vote, or proxy-holder for a Member entitled to vote, shall have one vote.

Upon a poll, the question shall be decided by a counting of the hands. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by the votes given by the Members present in person or by proxy.

Upon a ballot vote, the question shall be decided by the votes given by the Members present in person, by proxy or submitted electronically.

Subject to the Act, where the Board has decided to make available telephonic, electronic or other communication facility as a means of attending a meeting, Members who are attending in this manner may vote by any telephonic, electronic or other communication facility that the Board has made available for that purpose. A member participating in a meeting by such means is deemed to be present in person at the meeting.

The Board may establish rules to allow for electronic voting, in addition to in person voting, by members entitled to vote. Such rules must ensure that confidentiality and security of such voting process, provisions for opportunity for debate, notice as per the bylaws and majority approval are followed.

In all instances, subject to the above, the President shall declare that a resolution has been carried or not carried. An entry to that effect shall be entered into the minutes, which shall be considered conclusive evidence of the vote, without proof of the number or proportion of votes recorded in favour of or against the option.

For clarity, voting at a meeting of Members will be by one or more of the following, at the discretion of the Board;

- (a) show of hands;
- (b) poll vote;
- (c) ballot vote (whether at the meeting, in advance, during or after and whether by paper or by electronic means).

8.19 President

In the absence of the President, or the Vice-President, the Members entitled to vote present at any meeting of Members shall choose another Director as President and if no Director is present or if all the Directors present decline to act as President, the Members present shall choose one of their number to be President.

8.20 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9.00 COMMITTEE

9.01 Standing Committee

The following shall be the standing Committees of the Corporation. The President shall appoint Members to each of these Committees each year following the Annual Meeting in his or her discretion and in accordance with section 9.04 herein. The Members of such Committee(s) shall serve for one (1) year.

1. Building Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of the Building Committee to inspect the existing buildings owned by the Association, and to report to the Board of any repairs or improvements which should be done. Included on the Building Committee shall be a tenant's liaison, who will report to the Building Committee of any problems reported by the tenants.

2. Park Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of this Committee to see that any rules or by-laws regarding the park are adhered to, and to arrange work parties for the purpose of cleaning the park area and the trimming of bush and planting of flowers and plants.

3. Campground Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of this Committee to ensure collection of the camping fees as set by the Board and hand over the monies to the Treasurer as soon as possible, but no later than the first Board meeting after such collection. They shall make sure that all Memberships and applicable insurance premiums are paid up when camping fees are being paid and report to the Board of any late payments. It is furthermore the duty of this committee to make sure all rules or by-laws regarding camping or campground use are adhered to.

4. Membership Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the responsibility of this Committee to receive and collect all Membership fees as set by the Annual meeting. All such monies after having being duly recorded shall be handed over to the Treasurer as soon as possible, but no later than the first meeting after collection. Follow up letters shall be made to Members not having renewed their Membership by July 1st of each year.

5. Entertainment Committee

Among other duties as it may reasonably determine or the Board prescribe, the duty of this Committee shall be to arrange all dances and festivities at the head office where the Corporation is in charge. It shall be this Committees duty to collect any monies due to the Corporation, together with leftover admission tickets and receipts for purchases, to the Treasurer as soon as possible, but no later than the first meeting after the event.

6. Bulletin (Editor) Committee

Among other duties as it may reasonably determine or the Board prescribe, the Editor of the Bulletin shall make sure any bulletins for distribution to Members is printed in a timely fashion and mailed accordingly. They shall receive all the monies from the advertisers and after duly recording hand it over to the Treasurer as soon as possible, but no later than the first meeting after such collection

7. Restaurant Committee

Among other duties as it may reasonably determine or the Board prescribe , it shall be this Committee's responsibility to keep lines of communication between the Board and the operator(s) of the restaurant open and functioning. Only the chairperson of this Committee shall relate the Board's wishes to the operator(s), and only he/she shall make sure the operator(s) part of the contract between him/her and the Association is being fulfilled.

8. Nomination Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of this Committee to recommend nominations for the Board of Directors. There shall be absolutely no limit to number of nominations. In the issue of the Bulletin prior to the Annual Meeting, the Nomination committee will advertise for Members willing to run for office and all names so obtained will then be published with a short introduction in the last issue of the Bulletin before the Annual Meeting.

9. Fund Raising Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of this committee to find ways to raise additional funds for the Corporation. This may be in the form of lotteries, donations or any other way being approved by the Board. Monies collected shall be banded over to the Treasurer as soon as possible, but no later than the first Board meeting after collection .

10. Planning Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of this Committee to establish and introduce an official plan (the "Plan") which shows present and future (next 10 years) use of the real property of the Corporation. It will be this Committee's duty to have the Plan and all the changes to such Plan approved by the Annual Meeting. It is the Committees duty to make sure the Plan is adhered to.

11. Arbitration Committee

Among other duties as it may reasonably determine or the Board prescribe, it shall be the duty of this Committee to hold hearing upon request of the expelled or revoked Member (by virtue of section 8.08(b)) and to make a determination accordingly or to arbitrate on the amount of fines levied by the Board further to rules passed by the Board of Directors. Provided that the Members of this Committee shall not consist of any of the Board of Directors, and should include an Honourary Member or an experienced Member of the Corporation (previously known as Trustees) if at all possible.

9.02 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive .

9.03 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01 the delivery of its reports;
- .02 the completion of its assigned tasks;
- .03 a change in the Membership of the Board or Executive Committee by which it was constituted; or
- .04 a resolution to that effect of the Board or Executive Committee by which it was constituted; whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 9.03.03, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

9.04 Except as otherwise provided by by-law of the Corporation, all committees other than the Executive Committee are subject to the following:

- .01 The President and Members shall be appointed by the Executive Committee, if any, otherwise by the Board among the Members of the Corporation who are qualified to hold office, for a term of one (1) year and may be re-appointed for one or more additional terms of one (1) year; PROVIDED THAT not less than one Member on each committee shall also be a Member of the Board of Directors.
- .02 The Committee shall meet at least annually, and more frequently at the will of its President or as required by its terms of reference, and as requested by the Executive Committee;
- .03 The Committee shall be responsible to, and report after each meeting to, the Executive Committee, or if none, the Board;
- .04 The Committee may establish its own rules of procedure and appoint subcommittees as may be approved by the Board of Directors from time to time.

10.00 BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

11.00 BANKING ARRANGEMENTS

Any two of the Treasurer, President and Vice-President, and/or any other persons appointed by the Board of Directors from time to time shall be authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, and to have the following power and authority:

- .01 operate the Corporation's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and of the parties thereto; and
- .05 authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

12.00 BORROWING BY THE CORPORATION

12.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- .01 borrow money on the credit of the Corporation;
- .02 issue, sell or pledge securities of the Corporation; or
- .03 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,

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

12.02 From time to time, the Board may authorize any Director, officer or employee of the Corporation, or any other person to make proposals and recommendations to the Board with reference to the money so borrowed and as to the terms and conditions of the loan thereof and as to the security to be given therefor.

13.00 AUDITOR OR ACCOUNTANT

13.01 Appointment and Remuneration

The Members shall at each annual meeting appoint an auditor or accountant to audit or prepare the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor or accountant. The remuneration of the auditor or accountant shall be fixed by the board of Directors.

14.00 FINANCIAL YEAR

The financial year of the Corporation shall terminate on December 31st. in each year or such other date as the Board may from time to time by resolution determine.

15.00 NOTICE

15.01 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, excluded.

15.02 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of an notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and ratify and approve any or all proceedings taken thereat.

16.00 BY-LAWS AND AMENDMENTS, ETC.

16.01 Enactment

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in , and subject to the provisions of, the Corporations Act (which is passed at a meeting of the Members of the Corporation by at least a 2/3 majority in attendance in person or by proxy, properly called and upon proper notice, and passed at a meeting of the Directors of the Corporation by at least a 2/3 majority in attendance in person or by proxy, properly called and upon proper notice).

17.00 REPEAL OF PRIOR BY-LAWS

17.01 Repeal

Subject to the provisions of Sections 17.02 and 17.03 hereof, all prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

17.02 Exception

The provisions of Section 16.01 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

17.03 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

18.01 DISSOLUTION

Upon dissolution of the Corporation (after approval for same by the Members and Directors in accordance with the Corporations Act and otherwise) and after payment of all debts and liabilities, the remaining property of the Corporation or part or residue thereof shall be distributed to or disposed of to non profit or charitable organizations whose objects are beneficial to the Danish community in Canada.

19.00 EFFECTIVE DATE

19.01 This by-law shall come into force without further formality upon its enactment.

- Passed at a meeting of the Members of the Corporation by at least a 2/3 majority in attendance in person or by proxy, properly called and upon proper notice, such meeting held April 1, 2007.
- Passed at a meeting of the Directors of the Corporation by at least 2/3 majority in attendance in person, properly called and upon proper notice, such meeting February 2, 2007.
- Passed at a meeting of the Directors of the Corporation by at least 2/3 majority in attendance in person, properly called and upon proper notice, such meeting September 2, 2012.
- Passed at a meeting of the Members of the Corporation by at least a 2/3 majority in attendance in person or by proxy, properly called and upon proper notice, such meeting held April 7, 2013.
- Passed at a meeting of the Members of the Corporation by at least a 2/3 majority in attendance in person or by proxy, properly called and upon proper notice, such meeting held April 28, 2019.
- Passed at a meeting of the Members of the Corporation by at least a 2/3 majority in attendance in person or by proxy, properly called and upon proper notice, such meeting held May 30, 2021.



President