

## BY- LAW NUMBER 6

Being a by-law to amend some provisions of By-Law Number 1 of

### SUNSET VILLA ASSOCIATION

(the "Corporation")

**WHEREAS** the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on August 23, 1950 and Supplementary Letters Patent issued May 2, 2006, April 7, 2013 and April 15, 2018. By-Laws Numbers 1, 2, 3 and 4 of the Corporation were passed by the members of the Corporation on April 1, 2007, and confirmed by the directors on April 1, 2007. By-Law Number 5 of the Corporation was passed by the members of the Corporation on April 7, 2013 and confirmed by the directors on September 21, 2012.

**AND WHEREAS** 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 reason;
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 for people of Danish descent or inter-marriage .

**AND WHEREAS** it is required to enact some amendments to By-Law Number 1.

**BE IT ENACTED** as a by-law of the Corporation as follows:

1. Article 5.00 of By-Law Number 1 shall be amended to read as follows:

" **5.00**      **OFFICERS**

**5.01**      **Executive Officers and Term**

The Executive Officers shall consist of a President, Vice-President, Treasurer and Secretary, each of whom shall hold office for a period of two (2) years from the date of their respective election and shall, by virtue of their office, be a director on the Board of Directors.

**5.02**      **President**

The President shall be specifically elected by the Members present and eligible to vote at the Annual Meeting or by Proxy presented at the Annual Meeting in accordance with section 5.09. Provided that if the President withdraws from office, he or she shall be deemed to have withdrawn from the Board of Directors, and, notwithstanding the provisions of section 4.04, the Board shall call a general meeting of Members for the purpose of electing a new officer to fill such vacancy on the Board. The President shall hold one (1) Executive Officer position.

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.

*AMENDMENT, May 30, 2021:*

If the President withdraws from the Board of Directors, the Vice-President becomes the President and the Vice-President position is vacant. Both positions require election within 120 days as per the fulfillment of provision 5.07

**5.03 Vice-President**

The Vice-President shall be specifically elected by the Members present and eligible to vote at the Annual Meeting or by Proxy presented at the Annual Meeting in accordance with section 5.09. Provided that if the Vice-President withdraws from office, he or she shall be deemed to have withdrawn from the Board of Directors, and, notwithstanding the provisions of section 4.04, the Board shall call a general meeting of Members for the purpose of electing a new officer to fill such vacancy on the Board. The Vice-President shall hold one (1) Executive Officer position.

During the President's temporary absence or inability to act for 120 days or less, 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 Treasurer**

The Treasurer shall be specifically elected by the Members present and eligible to vote at the Annual Meeting or by Proxy presented at the Annual Meeting in accordance with section 5.09. Provided that if the Treasurer withdraws from office, he or she shall be deemed to have withdrawn from the Board of Directors, and notwithstanding the provisions of section 4.04, the Board shall call a general meeting of Members for the purpose of electing a new officer to fill such vacancy on the Board. The Treasurer shall hold one (1) Executive Officer position.

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.

**5.05 Secretary**

A Secretary shall be elected by the Board from among their number, and this position may be filled by the Board in the event of a vacancy.

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.

#### **5.06 Past President**

The 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 for the temporary interim period of 60 120 days prior to a members vote. 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.

**AMENDMENT of July 21, 2018 to Section 5.7** to increase the number of days allowed to elect a new President, Vice President or Treasurer from 60 days to 120 days.

#### **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.

#### **5.09 Election of Officers**

The President, Vice-President, and Treasurer shall be elected in the manner set out in Article 6.00, and candidates may include existing Directors, or a person who meets the qualifications to become a Director. Notwithstanding the foregoing, the number of Directors shall be consistent with section 4.01."

This By-law number 6 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 (83 present, 16 proxy, Vote: 98 in favour), properly called and upon proper notice, such meeting held on the 06 day of May, 2018.

Amendment passed at a meeting of the Members of the Corporation by at least a 2/3 majority in attendance in person or by proxy (total 110 members; Vote: 109 in favour, one against), properly called and upon proper notice, such meeting held on the 21 day of July, 2018.

Amendment 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 on the 30th day of May, 2021.

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President

