

## CONSOLIDATED BY-LAWS OF THE CHAMPLAIN SOCIETY

*Updates and revisions of the Consolidated By-laws of The Champlain Society were coordinated by Dr Janet Friskney and were reviewed and adopted by the Executive Committee during the summer of 2017. The revised Consolidated By-laws were in turn approved by the Society's Council on October 28, 2017. They will be presented and approved at the Annual General Meeting of The Champlain in the fall of 2018.*

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### INTERPRETATION AND DEFINITIONS

1.

- 'the Society' means The Champlain Society;
- 'Act' means Chapter 38 of the Revised Statutes of Ontario, 1990, amending and successor Acts and any Regulations thereunder;
- 'the Charter' means the letters patent of incorporation of the Society, and includes any supplementary letters patent issued to the Society pursuant to the Act;
- 'by-law' means by-law for the time being of the Society;
- 'the Regulations' means regulations passed by Council for the general administration and the carrying on of the business of the Society by the Council;
- 'prescribed' means prescribed by the Act, the charter, or any by-law, as the case may be;
- 'the head office' means the office prescribed by the Council and referred to in the Act;
- 'councillor' means director for the time being of the Society;
- 'the Council' means the board of directors and includes a quorum thereof, and 'Council meeting' means meeting of the Council at which a quorum thereof is present;
- 'the seal' means the common seal of the Society;
- 'member' means member **in good order** of the Society;
- 'the register' means the book or books prescribed by the Act and
- 'registered' means registered therein;
- 'general meeting' means meeting of the members at which the prescribed quorum thereof is present;
- 'shall' shall be construed as imperative, and 'may' as permissive;
- 'elect' and 'election' include respectively 're-elect' and 're-election';
- 'herein' and 'hereof' relate respectively to the entire by-laws;

- words importing persons include firms and unincorporated and incorporated bodies, as well as individuals.

## HEAD OFFICE

2. The Council shall from time to time determine the situation of the head office, and may from time to time determine the situation of any other office or agency of the Society.

## COUNCIL

3. **The complete Council shall comprise a minimum of eleven Councillors, with a maximum of nineteen.**

## CHANGE

4. The Society may, from time to time, in general meeting, increase or reduce the number of the Council.

## QUALIFICATION

5. Any member shall be qualified for election or appointment to, and to hold office in, the Council.

## ELECTION

6. The members present at each annual general meeting shall thereat elect the Councillors.

## METHOD OF ELECTION

7. The members present at any general meeting at which an election of Councillors is to be made may determine whether such election is to be by ballot or otherwise.

## TERM OF OFFICE

8. Every Councillor shall hold office for a term of three years. At the end of such term he/she may be elected to hold office for further terms of three years as the membership decides. The **three-year** terms shall be staggered so that

approximately a third of councillors are elected each year to start a new three-year term.

## VACATION OF OFFICE

9. Any Councillor shall ipso facto vacate office and a vacancy in Council shall occur, if and when he/she (a) ceases to be a member, ~~(b) is adjudged a bankrupt or makes an authorized assignment, (c) is declared a mental incompetent,~~ (b) is, by writing addressed to him/her, signed by all the other Councillors, and delivered to him/her or posted to his/her registered address, required to retire from office, (c) resigns such office by writing addressed to the Council, signed by him/her and delivered to the Society, provided that his/her resignation of office shall take effect only on its acceptance by Council.

## APPOINTMENT TO VACANCY

10. The Council may appoint any member as a Councillor to fill any vacancy occurring in the Council for the remaining term of that vacancy.

## REMOVAL AND REPLACEMENT

11. The members present at any general meeting may, by resolution notice of which has been given in the notice calling the meeting and passed by at least two-thirds of the votes cast by them thereon, remove all or any of the Councillors from office, and shall elect a Councillor or Councillors to replace any Councillor or Councillors so removed.

## RIGHT OF COUNCILLORS TO DERIVE PROFITS FROM AND TO CONTRACT WITH THE SOCIETY

12.(a) A Councillor shall not hold any office of profit under the Society. (b) A Councillor who contracts with the Society or is concerned or participates in the profits of any contract with the Society (otherwise than as a shareholder only of a Company) shall declare his/her interest at the meeting of the Council at which such contract is determined upon if his/her interest then exists, or in any other case at the first meeting of the Council after the acquisition of his/her interest and shall not vote at any Council meeting on any question relating to such contract.

## PROCEEDINGS OF THE COUNCIL MEETINGS

13. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equity of votes, the chair shall have a second or casting vote. A Councillor may, as provided in these by-laws, and the Secretary, on the requisition of a Councillor, shall at any time summon a meeting of the Council. Notice of any meeting of Council shall be given by post, facsimile or email no later than two weeks before the date of such meeting of Council. Where there is an emergency, summons to a meeting of Council may be made by the President or two Vice-Presidents and notice shall be given by the best means possible.

## QUORUM

14. The quorum necessary for the transaction of the business of the Council may be fixed by the Council in the Regulations, and unless so fixed shall (when the number of Councillors exceeds three) be three.

## WHEN REDUCED BELOW QUORUM

15. The continuing Councillors may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these by-laws as the quorum, the continuing Councillors may act for the purpose of increasing the number of Councillors to that number, or of summoning a general meeting of the Society, but for no other purpose.

## CHAIR

16. The President shall be the Chair of Council meetings, but if he/she cannot be present for a meeting one of the Vice-Presidents delegated by the President shall act as Chair. If no such delegation has been made, the Councillors present may choose one of their number to be Chair of the meeting.

## COMMITTEES

17. (a) There shall be an Executive Committee, chaired by the President and consisting of the President, the Treasurer, the Secretary, and such Vice-Presidents or other members as the President may appoint which shall carry on the day to day business of the Society subject to the approval of Council. (b) The Council may delegate any of its powers to committees consisting of such member or members as

it thinks fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. (c) The Regulations shall list from time to time, the standing committees of the Society as approved by Council.

## CHAIRS OF COMMITTEES

18. Unless provided otherwise in the Regulations, a committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present, the members present may choose one of their number to be chair of the meeting.

## MEETINGS OF COMMITTEE

19. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equity of votes the chair shall have a second or casting vote.

## DEFECTS IN APPOINTMENT NOT TO AFFECT ACTS OF THE COUNCIL

20. All acts done by any meeting of the Council or of a committee thereof, or by any person acting as a Councillor, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

## MINUTES

21. The Council shall cause minutes to be kept of the proceedings of every Council meeting.

## OFFICERS AND ~~EMPLOYEES~~ HONORARY OFFICERS

22. The honorary officers of the Society shall be an honorary President and **one or more** honorary Vice-Presidents. The Council may from time to time elect the honorary officers **and invite them to attend Council meetings on an ex-officio basis,**at the pleasure of the Council.

## OFFICERS

23. The officers of the Society shall be a President, two Vice-Presidents (including a President-Elect), a Secretary, a Treasurer and any others that the Council may designate.

#### ELECTION, APPOINTMENT, TERM OF OFFICE, AND REMUNERATION

24. The Council shall from time to time elect the President and Vice-Presidents, the Secretary, and the Treasurer from among the Councillors by ballot or otherwise, and may from time to time appoint any other officer of the Society, and every officer of the Society, unless the terms of his/her election or appointment otherwise provide, shall hold office during the pleasure of the Council; and the Council may from time to time fix the remuneration of any officer who is not a Councillor.

#### DUTIES OF OFFICERS

25. The President and Vice-Presidents shall perform their prescribed duties and any other duties that the Council may require of them respectively to perform; and the other officers of the Society shall perform all duties incidental to their respective offices, and any other duties that the Council may require them respectively to perform.

#### LIMITATION OF LIABILITY

26. No Councillor or officer shall be liable for the acts, receipts, neglects or defaults of any other Councillor or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default, provided that nothing herein shall relieve any Councillor or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

## INDEMNITY OF COUNCILLORS AND OFFICERS

27. Except as provided in the Act every Councillor and officer of the Society, every former Councillor or officer of the Society or a person who acts or acted at the Society's request as a Councillor or officer of a body corporate of which the Society is or was a shareholder or creditor, and his/her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Society from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of such corporation or body corporate if, (a) he/she acted honestly and in good faith with a view to the best interests of the Society, (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

## INSURANCE

28. Subject to the limitations contained in the Act, the Society shall purchase and maintain such insurance for the benefit of its Councillors and officers as such as Council may from time to time determine.

## SEAL AND EXECUTION OF INSTRUMENTS. FORM CUSTODY AND USE OF SEAL

29. (a) The Council shall prescribe the form of the Seal, and may from time to time regulate the custody and use thereof. (b) Deeds, transfers, licences, contracts and engagements on behalf of the Society shall be signed by either the President or a Vice-President and by the Secretary, and the Secretary shall affix the seal of the Society to such instruments as require the same. Contracts in the ordinary course of the Society's business operations may be entered into on behalf of the Society by the President, a Vice-President, Treasurer or by any person authorized by the Council. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the Council may at any time by resolution direct the manner in which, and person or persons by whom, any particular instrument contract or obligation of the Society may or shall be executed.

## POWER TO BORROW

30. The Council, without being restricted by the provisions of the next succeeding by-law, may, from time to time

(a) borrow money upon the credit of the Society;

(b) limit or increase the amount to be borrowed;

(c) issue bonds, debentures, debenture stock, or other securities of the Society, and pledge or sell the same for such sums and at such prices as may be deemed expedient, hypothecate, mortgage, or pledge the real or personal property of the Society or both, to secure any such bonds, debentures, debenture stock, or other securities, and any money borrowed for the purposes of the Society.

## ACCOUNTS, BOOKS AND RECORDS

31. The Council shall see that all necessary accounts, books and records of the Society required by the by-laws and regulations of the Society or by any applicable statute or law are regularly and properly kept.

## MEMBERS

32. The members of the Society shall be the persons who have paid a subscription for the current year, or a lifetime membership.

## ~~NUMBER OF MEMBERS~~

~~33. The number of members shall be limited as Council may from time to time, by Regulation, decide.—~~

## MEMBERSHIP NOT TRANSFERABLE

33. No right or privilege of any member shall be in any way transferable or transmissible, but all such rights or privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

## ANNUAL SUBSCRIPTION

34. (a) Every individual member shall pay an annual subscription to the funds of the Society of in amount fixed by Council, which shall become due on the 1st of January in respect of the ensuing year, or at such other time as the Council may decide.

(b) Every university or institutional member shall pay an annual subscription to the funds of the Society in an amount fixed by Council, which shall become due on the



1st of January in respect of the ensuing year, or at such other time as the Council may decide.

(c) If any member fails to pay his/her or its subscription for any year within one month of the same becoming due, the Administrator shall notify him/her or it of the fact and if any member fails to pay his/her or its subscription within three months of the same becoming due, the Council may by resolution declare that his/her or its membership in the Society has ceased and terminated.

## ANNUAL GENERAL MEETINGS

35. An annual general meeting shall be held once in each year at such time and place as the Council may from time to time prescribe.

## SPECIAL GENERAL MEETINGS

36. The Council may, whenever it thinks fit, and shall, upon a requisition made in writing by any ten or more members, convene a special general meeting.

## REQUISITION FOR MEETING

37. Any requisition made by members shall express the object of the meeting proposed to be called. The requisition shall be delivered to the head office.

## MEETING TO BE CONVENED ON REQUISITION

38. Upon receipt of such requisition, the Council shall proceed to convene a general meeting; if it does not proceed to convene the same within twenty-one days from the receipt of such requisition, the requisitionists may themselves convene a meeting.

## NOTICE OF MEETINGS

39. At least seven days before every general meeting, notice thereof specifying the place, the day and hour of meeting, and in case of a special general meeting, the general nature of the business to be considered at that meeting, shall be given to the members in the prescribed manner, but the accidental failure to give notice to any member shall not invalidate the proceedings of any general meeting.

## PROCEEDINGS AT GENERAL MEETINGS QUORUM

40. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

## CHAIR

41. The President shall preside as chair at every general meeting. In the absence of the President, the Vice-Presidents present shall choose one of their number to be chair of such meeting. In the absence of the President and the Vice-Presidents, the members present shall choose one of their number to be chair.

## ADJOURNMENT

42. The Chair may, with the consent of the meeting, adjourn any general meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## RESOLUTIONS

43. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chair that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact.

## POLLS

44. If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the chair directs, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

## VOTES

45. Every member shall have one vote. All votes shall be given personally.

## REGISTER

46. A register of members shall be kept at the head office of the Society in accordance with the requirements of the Act and recorded in the volume of the Champlain Society. Any member not wishing to be identified in the volume must inform the Champlain Society head office..

## ANNUAL STATEMENT OF ACCOUNTS

47. The Council shall at every annual general meeting lay before the Society a statement of the income and expenditure of the Society during the preceding year, and also a balance sheet covering the same period, together with the report of the Council as to the state and progress of the Society.

48. Copies of such statement, balance sheet, and report shall be posted on the Society's website as they are available.

## APPOINTMENT OF AUDITORS

49. Auditors shall be appointed and their duties regulated in accordance with the Ontario Companies Act.

## SERVICE OF NOTICE

50. Notice may be served by the Society upon any member either personally, by facsimile at his/her registered facsimile number or email at his/her registered email address, or by sending it through the Post in a prepaid letter addressed to such member at his/her or its registered address.

## TIME OF SERVICE

51. Any notice served by Post or otherwise, shall be deemed to be served at the time a letter containing the same was posted, or sent and in providing such service it shall be sufficient to prove that the letter containing such notice was properly addressed, prepaid and posted.

## FINANCIAL YEAR

52. Unless otherwise ordered by the Council, the fiscal year of the Society shall terminate on the 31st day of December in each year.

## AMENDMENT

53. These by-laws may be amended at any regular meeting called in accordance with these by-laws, a quorum being present by a two thirds vote of all members present provided that notice of such proposed amendment shall have been mailed to each member at least fifteen days before such meeting. No amendment or addition to these by-laws can be made unless it has been presented to the Council by notice in writing addressed to the Secretary at the head office of the Society at least thirty days before any meeting of the Society. The Council may or may not support such amendment by resolution but shall see that appropriate notice of the amendment shall be forwarded to the members as required by this by-law.

#### EFFECTIVE DATE

54. This consolidation and amendment of by-laws comes into force upon confirmation by the members of the Society in accordance with the Act.

#### REPEAL

55. Upon this consolidation and amendment of by-laws coming into force, the 1927 by-laws and amendments thereto of the Society are repealed provided that such repeal shall not affect the previous operation of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.