

## General By-Laws

Of

### Hamilton Association for Renewable Energy (Inc.)

#### 1. PURPOSE

- 1.1. The Hamilton Association for Renewable Energy (Inc.) hereafter referred to as HARE or the Association is an association of persons committed to advancing the development of Renewable Energy in the City of Hamilton.

#### 2. REQUIREMENTS OF THE NOT FOR PROFIT CORPORATIONS ACT

- 2.1. **Not For Profit Corporations Act.** The affairs of the Association will be governed by and conducted in accordance with the *Not For Profit Corporations Act* of Ontario (the *Act*). Certain provisions of that *Act* relate to various matters not dealt with in the by-laws of the Association and should be consulted where appropriate. If any conflict arises between the mandatory provisions of the *Act* and the by-laws of the Association, such provisions of the *Act* shall govern.
- 2.2. **Records.** Pursuant to the *Act*, copies of the following documents shall be kept at the head office of the Association:
- a) a copy of the Articles of Incorporation;
  - b) all by-laws;
  - c) a register of members and security holders in which is set out the information required by the *Act* ;
  - d) a register of directors in which is set out the names and resident addresses while directors, including the street and number, if any, of all persons who are or who have been directors of the Association with the several dates on which they have become or ceased to be directors;
  - e) all accounting books and documents and the minutes of all meetings of members, directors and any executive or other committees;

These records shall be available for examination by any director and, with the exception of accounting records and minutes of proceedings at meetings of directors and any committee, by members and creditors or their agents or personal representatives during normal business hours for purposes consistent with the good faith exercise of membership rights and responsibilities in the Association.

#### 3. MEMBERSHIP

- 3.1. **General.** Membership is open to all individuals who wish to participate in the work of HARE and who complete and present a membership application and the membership fee.
- 3.2. **Benefits of Membership.** Members shall enjoy the following rights of membership:
- a) the right to vote at annual and special meetings of members; and
  - b) all rights of members otherwise set out in the *Act*, the articles and the by-laws of the Association.
- 3.3. **Transfer of Membership.** Membership shall not be transferable.

- 3.4. **Automatic Termination.** If an individual ceases to be qualified for membership pursuant to paragraph 3.1, that individual automatically ceases to be a member.
- 3.5. **Agreement to Comply with By-Laws.** Upon becoming a member of the Association, an individual is deemed to have entered into an agreement with the Association to comply with and be bound by the by-laws of the Association, as amended from time to time.

#### 4. MEETINGS OF MEMBERS

- 4.1. **Annual Meetings.** The annual meeting of the members shall be held within 6 months of the financial year-end, and within 15 months of any previous annual meetings. The board of directors shall fix the date, time, and location of the annual meeting. The annual meeting shall be held for the purpose of electing the directors, receiving the financial statements and any auditor's report thereon, and the transaction of any other business that may properly be brought before an annual meeting of the members.
- 4.2. **Special Meetings.** Other meetings of the members may be called by order of the President, Vice-President or the board, or by written requisition of 10% or a minimum of five (5) of the members in accordance with the *Act*, at any time and at any place within the City of Hamilton, and the Secretary shall send the requisite notice of such meeting to members of the Association at any place within the City of Hamilton fixed by the person or persons calling the meeting.
- 4.3. **Notice of Meeting.** Notice of regular meetings shall be issued by e-mail or voice mail to all members not less than five (5) days prior to the meeting date. Emergency meetings may be called upon one (1) days notice by e-mail and voice mail.
- 4.4. **One Member – One Vote.** Each member at a meeting is entitled to one (1) and only one (1) vote on any matter requiring a vote of the members.
- 4.5. **Quorum.** A quorum for any meeting of the members shall be ten (10) members, or 20% of the members, whichever is the lesser. No business shall be transacted at any meeting unless the requisite quorum is present.
- 4.6. **Voting.** Except as required by these by-laws or the *Act*, questions arising at any meeting of members shall be decided by a majority of votes. Any questions shall be decided by a show of hands unless, prior to any vote by show of hands, a member requests a ballot. A ballot shall be taken in such manner as the Chair of the meeting shall direct. The Chair shall not vote, except in the event of a tie.
- 4.7. .
- 4.8. **Presiding Officer.** The President or other designee, as determined by the board of directors, shall preside at membership meetings. However, if at a meeting the board's designee is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the members present shall choose a person from their number to be the Chair, provided a quorum is present.
- 4.9. **Adjournment.** If a meeting of members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting other than by an announcement at the meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for a total of thirty (30) days or more, notice of the adjourned meetings shall be given as for the original meeting.

## 5. BOARD OF DIRECTORS

- 5.1. **Powers.** The board of directors shall manage or supervise the management of the affairs and business of the Association.
- 5.2. **Qualifications.** Each director shall be at least eighteen (18) years of age, and a member of the Association, and shall not be an undischarged bankrupt or a mentally incompetent person. A majority of the directors shall be residents of the City of Hamilton.
- 5.3. **Election and Size.** The board of directors shall consist of a minimum of six (6) and a maximum of nine (9) directors (the exact number to be determined from time to time by the directors) who shall be elected for a term of three (3) years, arranged so that one-third of the directors are elected each year. Directors shall be eligible for re-election upon completion of their term.
- 5.4. **Nominations.** At a meeting where directors are to be elected, the meeting, before nominations are called for, shall choose its chair for the purpose of conducting the elections. Nominations shall be on an individual basis and the chair shall not accept a blanket motion to elect directors until after nominations have been closed.
- 5.5. **Election.** Every member entitled to vote at an election of directors shall be entitled to cast a number of votes equal to the number of directors to be elected, and the member shall distribute the votes among the candidates in such a manner as the member sees fit, but no candidate shall receive more than one vote from each member.
- 5.6. **Vacation of Office.** The office of a director shall be vacated:
  - a) if she/he ceases to have the necessary qualifications for office;
  - b) if she/he is absent without leave for three (3) consecutive regular meetings of the board;
  - c) if by notice in writing to the Association she/he resigns her/his office;
  - d) if by resolution passed by a majority of the votes cast at a meeting of the members called for that purpose, she/he is removed from office;
  - e) if he/she dies; or
  - f) if he/she ceases to be a member of the association.
- 5.7. **Vacancy.** Whenever any vacancy occurs on the board, provided a quorum of directors remains in office, the board may appoint a director to fill such vacancy, to serve for a term ending on the date of the next annual general meeting.
- 5.8. **Meetings of the Executive Committee.** Regular meetings of the directors shall be held as often as the business of the Association may require but in any event not less than quarterly.
- 5.9. **Place of Meeting.** Meetings of the board may be held either at the head office of the Association or elsewhere within Ontario as the directors from time to time may determine, but in any financial year of the Association a majority of the meetings shall be held at a place within the City of Hamilton.
- 5.10. **Notice of Meetings.** The President or any three directors may convene a meeting of the board at any time. Notice of such meeting shall be delivered, or mailed or e-mailed or faxed or telephoned to each director not less than ten (10) business days before the meeting is to take place.

- 5.11. **Waiver of Notice.** Meetings of the board may be held without formal notice when all the directors are present or those absent have before or after the meeting waived notice or have signified their consent in writing to the meeting being held in their absence. Attendance of a director at a meeting of the board constitutes a waiver of notice of such meeting except where the director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by a director.
- 5.12. **First Meeting After Annual General Meeting.** In the case of the first meeting of the directors to be held immediately following an annual meeting, or in the case of a director elected to fill a vacancy of the board, it shall not be necessary to give notice of such a meeting to the newly elected director or directors in order to legally constitute the meeting, provided that a quorum of directors are present
- 5.13. **Telephone Meetings.** If all directors consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates, and may be given with respect to all meetings of the board and of committees of the board. If a majority of the board members participating in a meeting so held are then in the City of Hamilton, the meeting shall be deemed to have been held in the City of Hamilton.
- 5.14. **Adjourned Meeting.** Notice of an adjourned meeting of the directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- 5.15. **Regular Meetings.** The directors may, by resolution, appoint a day or days in any month or months for regular meetings of the board of directors at a place and hour named. A copy of any such resolution shall be sent to each director after it has passed, and no other notice shall be required for any such regular meeting.
- 5.16. **Quorum.** A majority of the board of directors shall constitute a quorum.
- 5.17. **Voting.** Questions arising at any meeting of the board of directors shall be decided by a majority of votes. The Chair shall not have a vote, except in the event of a tie.
- 5.18. **Indemnity.** The Association will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by the *Act*.
- 5.19. **Insurance.** The Association may purchase and maintain insurance for the benefit of its executive committee and officers.
- 5.20. **Conflict of Interest.** A director of the Association who is a party to, or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Association, unless the subject of the contract or transaction is of a type available to all members of the Association, shall:
- a) disclose to the Association the nature and extent of his or her interest at the time and in the manner provided by the *Act*,
  - b) shall abstain from discussion of and shall not vote on any resolution to approve such a material contract or transaction except as provided by the *Act*, and
  - c) shall not attend or otherwise participate in any portion of a meeting of the board of directors at which the board is considering engaging such director in any

capacity for remuneration, other than in his or her capacity as a director of the Association.

- 5.21. **Deemed Material Interest.** For the purposes of paragraph 5.19, and without limiting its generality, a director shall be deemed to have a material interest in a party if, where the party is a firm or corporation, the director is an officer of that firm or corporation or beneficially owns, directly or indirectly, securities holding more than ten (10) per cent of the voting rights of that firm or corporation, or, where the party is a natural person, if the director is the spouse, parent, sibling, son or daughter of such party.

## 6. OFFICERS

- 6.1. **Election and Appointment.** The board of directors shall annually or as often as may be required, elect a President, a Vice-President, a Secretary, and a Treasurer. Any two of these offices may be held by the same person, except those of the President and Vice-President. The board of directors may from time to time elect or appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as the directors from time to time shall prescribe.
- 6.2. **Delegation.** In the case of the absence or inability to act of the President, Vice-President or any other officer of the Association or for any other reason that the board of directors may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer for the time being, provided that a majority of directors concur therein.
- 6.3. **Duties of President.** The President shall, if present, preside at all meetings of members and directors. She/he shall sign all instruments that require her/his signature, shall perform all duties incident to her/his office, and shall have such other powers and duties as may, from time to time, be assigned to her/him by the directors.
- 6.4. **Duties of Vice-President.** In the absence or disability or refusal to act of the President, the Vice-President shall be vested with all the powers and she/he shall perform all the duties of the President.
- 6.5. **Duties of Secretary.** The Secretary shall issue or cause to be issued notices for all meetings of the members and board of directors when directed to do so, and shall keep or cause to be kept all records required by these by-laws. She/he signs with the President or other signing officer or officers of the Association such instruments as require her/his signature and shall perform such other duties as the terms of her/his engagement call for or the executive may from time to time require of her/him
- 6.6. **Duties of Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in the financial institutions designated pursuant to paragraph 7.2. The Treasurer shall keep or cause to be kept proper accounting records in accordance with the *Act*. The Treasurer shall at all reasonable times exhibit, or cause to be exhibited, books and accounts to any executive upon application at the office of the Association during business hours. The Treasurer shall sign such instruments as require her/his signature and shall perform all other duties incident to her/his office or that are properly required of her/him by the executive committee. The Treasurer shall be required to give such bond as directors may require. No director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided. The Treasurer may delegate any or all of his/her duties to other officers, or to staff of the Association.

- 6.7. **Vacation of Office.** An officer's position shall become vacant by any of the reasons indicated in paragraph.5.6.

## 7. FINANCIAL

- 7.1. **Cheques.** All cheques, drafts or other orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Association and in such manner as the directors may from time to time designate.
- 7.2. **Banking Arrangements.** The banking business of the Association shall be transacted in such banks, trust companies, or credit unions as may from time to time be designated by resolution of the board of directors. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the directors may from time to time prescribe or authorize by resolution.
- 7.3. **Financial Year.** The financial year of the Association shall terminate on the last day of December in each year.
- 7.4. **Dissolution.** In the event of dissolution of the Association, after payment of all its debts and liabilities the remaining property of the Association shall be distributed in a manner consistent with the mission and vision of HARE as stated in the Articles as amended.
- 7.5. **Financial Review.** The Association shall elect two members, who are not directors, to annually review the finances of the Association.
- 7.6. **Access to Books and Information.** The financial review shall at all reasonable times have access to the books, accounts and vouchers of the Association and may require from the board and officers such information and explanations as may be necessary for the performance of their duties.
- 7.7. **Report.** The financial review, shall make a report to the members on the financial statements to be laid before the Association at each annual meeting during her/his term of office and shall state in their report whether in their opinion the financial statement referred to therein presents fairly the financial position of the Association and the results of its operation for the period under review.
- 7.8. **Expenditures Policy.** The board shall, within sixty (60) days of the coming into force of these by-laws, establish a policy stipulating spending authorization limits for members, staff and directors.

## 8. EXECUTION OF DOCUMENTS

- 8.1. **Execution of Documents.** Any two executives, officers and/or staff members who have been given signing authority by the Executive Committee may sign documents, aside from cheques, requiring the signature of the Association. All documents so signed shall be binding upon the Association without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, person or persons to sign documents generally or to sign specific contracts, documents and instruments in writing on behalf of the Association.

## 9. NOTICES

- 9.1. **Signatures.** The signatures on any notice to be given by the Association may be written, stamped, typewritten, printed or affixed electronically.
- 9.2. **Method of Giving.** Any notice to be given (which term includes sent, delivered, or served) pursuant to the *Act*, the regulations under the *Act*, the articles, the by-laws, or otherwise to a member, executive, officer, auditor, secretary or general manager or member of a committee of the board of directors shall be sufficiently given if delivered personally to the person to whom it is to be given, mailed to him at his latest address in the records of the Association by prepaid mail, or sent to that person at his/her latest recorded fax or electronic address in the records of the Association by fax or e-mail.
- 9.3. **Deemed Receipt.** A notice delivered personally shall be deemed to have been given when it is delivered to the recorded address as stated above. A mailed notice shall be deemed to have been given on the fifth day after it is deposited in a post office or public letterbox, unless there is a reasonable apprehension of a labour dispute that would interrupt mail delivery. A notice sent by means of facsimile transmission or e-mail shall, if sent during normal business without indication of failure, be deemed to have been given at the time of transmission or, if outside of such business hours, on the next business day.
- 9.4. **Undelivered Notices.** If any notice given to a member is returned on three consecutive occasions because he cannot be found, the Association is not required to send any further notices to such member until the member informs the Association in writing of his/her new address
- 9.5. **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.
- 9.6. **Certificate of Secretary.** A certificate of the Secretary or other duly authorized officer of the Association in office at the time of the mailing of the certificate, as to facts in relation to the giving of notice to any member, director or officer shall be conclusive and binding on every member, director or officer of the Association as the case may be.
- 9.7. **Waiver of Notice.** Where a notice is required to be given by the *Act*, the regulations under the *Act*, the articles, the by-laws, or otherwise, the giving of the notice may be waived or the time for the notice may be waived or abridged with the consent in writing of such person, whether before or after the time prescribed.

## 10. GENERAL

- 10.1. **Head Office.** The head office of the Association shall be located in the City of Hamilton in the Province of Ontario, and at such place there as the directors may from time to time determine.
- 10.2. **Amendments.** Neither this by-law nor any by-law to amend these by-laws is effective until it is passed by at least two-thirds of the votes cast at a general meeting of members of the Association called for that purpose.
- 10.3. **Interpretation.** In all by-laws of the Association, the singular shall include the plural and the plural the singular, and the masculine shall include the feminine. Whenever reference is made in this by-law to any statute or section thereto, such reference shall be deemed to extend and apply to any amendment to said statute or section, as the case may be.

Draft By-laws for approval at first Annual General Meeting of HARE

PASSED by a majority of the members this day of \_\_\_\_\_, 2013

President

Secretary