



**Peel Amateur Radio Club**  
P.O. Box 23532, Centennial Postal Outlet  
227 Vodden St. E  
Brampton ON L6V 4J4

## BY-LAW NO.1

### A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF PEEL AMATEUR RADIO CLUB INCORPORATED

Ontario Corporation Number: 387761

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BE IT ENACTED as a by-law of Peel Amateur Radio Club Incorporated as follows:

## 1. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Brampton, in the Province of Ontario, **or** at such place therein as the directors may from time to time determine.

## 2. SEAL

The seal, an impression whereof is stamped on the margin hereof, shall be the corporate seal of the Corporation.

## 3. OBJECT

The object for which the Corporation is incorporated is to further Amateur Radio through an association of interested Members.

## 4. DEFINITIONS

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations. "Electronic" shall include e-mail, fax, teletype, radio-teletype and their equivalents which provide a printed copy to the receiver and a confirmation of reception to the sender.

## 5. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by **the President** and a board of four directors, each of whom at the time of his election or within ten days thereafter and throughout his term of office shall be a Member of the Corporation, all of whom shall be holders of Certificates of Proficiency in Radio (Amateur).

The board of directors shall be elected jointly as officers of the Corporation to the positions of President, Vice President, Secretary **and** Treasurer. In the event that one Candidate is elected as Secretary/Treasurer, a Director at Large is nominated to fill the **fourth** position on the Board of Directors. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor has been duly elected and qualified. The whole board shall be retired at each Annual General Meeting, but shall be eligible for re-election if otherwise qualified.

The election of the directors shall be by ballot. The Members of the Corporation may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by majority of the votes cast at that meeting, elect any Member in his stead for the remainder of his term.

## **6. VACANCIES, BOARD OF DIRECTORS**

Vacancies on the Board of directors, however caused, may, so long as a quorum of directors remains in office, be filled by the directors from the qualified Members of the Corporation, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual general meeting of the Members at which the directors for the ensuing year are elected.

If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above-provided.

## **7. NOMINATION OF DIRECTORS**

Candidates for election to the board of directors shall be nominated in either of two ways: by nomination by a nominating committee appointed for that purpose, or, by nomination by any two Members in good standing. Nominations by the nominations committee shall be delivered to the Secretary, in writing, at any time up to the date of the general meetings at which elections are to be held.

The nominating committee shall consist of three Members, not more than one of which may be a serving director, appointed or elected by the Membership at a regular meeting sufficiently in advance of the annual meeting to allow the committee to deliver nominations to the Secretary as set out above.

## **8. QUORUM AND MEETINGS, BOARD OF DIRECTORS**

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have

signified their consent to the meeting in **their** absence. Directors' meeting may be called by the President or Vice President, or by the Secretary. Notice of such meetings shall be communicated to each director not less than **two** days before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the board.

## **9. ERRORS IN NOTICE, BOARD OF DIRECTORS**

No error or omission in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **10. VOTING, BOARD OF DIRECTORS**

Unless otherwise provided for in this by-law, questions arising at any meeting of directors shall be decided by a majority of votes of the attending directors. In case of an equality of votes, the **President**, in addition to his original vote, shall have a second or casting vote. All votes taken at such a meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the **President** that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other director as the board from time to time appoints for that purpose.

## **11. POWERS**

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating the foregoing, the directors are expressly empowered, from time to time, up to an amount of \$500.00, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options

and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest herein owned by the Corporation, for such consideration and upon such terms as conditions as they may deem advisable.

Acquisition or disposal of assets over the amount of \$500.00 shall require either a unanimous vote of the board of directors and a simple majority of Members voting at a general meeting, or a two thirds majority of Members voting at a general meeting.

## 12. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

## 13. OFFICERS OF THE CORPORATION

There shall be a President, a Vice President, a Secretary and a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary/Treasurer, and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice President. Additional officers of the Corporation as may be required from time to time, need not be Members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## 14. DUTIES OF THE PRESIDENT AND VICE PRESIDENT

The President shall, when present, preside at all meetings of the Members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. *(removed: and membership certificates)*

During the absence of the President, his duties and powers may be exercised by the Vice President, and if the Vice President, or other such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## 15. DUTIES OF THE SECRETARY

The Secretary shall be a clerk of the board of directors. He, *or his designee*, shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given by Members and to directors. He shall be custodian of the seal of the Corporation

and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and he shall perform such other duties as may from time to time be determined by the board of directors.

## **16. DUTIES OF THE TREASURER**

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in the proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other **financially related duties** as may from time to time be determined by the board of directors.

## **17. DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

## **18. EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

A Contract in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice President, Treasurer, or by any person authorized by the board of directors **with approval by the board of directors**.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## **19. BOOKS AND RECORDS**

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or any applicable statute or the law are regularly and properly kept **in a secure manner.**

## 20. MEMBERSHIP

The annual Membership period shall be September 1<sup>st</sup> of any year and shall terminate as of August 31<sup>st</sup> of the following year.

The Membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as Members by the board of directors.

All persons interested in Amateur Radio shall be eligible for Membership in the Corporation, at the discretion of the board of directors. However, the proportion of the Members not holding a Certificate of Proficiency in Radio shall not exceed forty percent (40%).

The classes of Memberships shall be Member and Honourary Life Member **(currently three Life members, this membership class discontinued for future members)**

A Member shall be a member of the Corporation who has signified intention to participate fully in the activities of the Corporation. An Honourary Life Member is considered to be a Member with the same rights and privileges.

**(removed) An Associate Member is a member of the Corporation who resides at least 50 miles (80 Km) from Brampton (repeater site) and is not able to participate in most of the activities of the Corporation. It is a non-voting category. The annual dues are to be Ten Dollars (\$10.00).**

**(removed) A Family Member belongs to the immediate family of a Member and resides at the same address. The annual dues are to be five dollars (\$5.00) for each additional family member to a maximum of four (4) Members. All rights and privileges are included.**

A member of the Corporation who is not a member of Radio Amateurs of Canada (RAC), shall be required to pay an additional fee as determined by RAC for Member liability insurance.

## 21. DUES

Dues or fees payable by Members shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a simple majority vote of the Members at an annual or other general meeting.



A member who joins the Corporation part way through the year, is required to pay the full dues for the entire year.

The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the member is in default and shall thereupon automatically cease to be a member of the Corporation. But any such member may on payment of all unpaid dues or fees be reinstated.

## **22. ANNUAL AND OTHER MEETINGS OF MEMBERS**

The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such a day as the said directors shall appoint. The annual general meeting normally shall be held in the month of May.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, and the financial statement shall be presented, and a board of directors elected for the ensuing year. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The board of directors or the President or Vice President shall have the power to call at any time a general meeting of the Members of the Corporation. No public notice or advertisement of Members meetings, annual or general, shall be required. But notice of the time and place of an annual or special meeting shall be given to each member by sending notice by prepaid mail or e-mail, 15 days before the time fixed for the holding of such a meeting. A meeting of Members may be held at any time and place without such notice if more than 80% of the Members of the Corporation are present therein. At such a meeting any business may be transacted which the Corporation at annual or general meetings may transact.

## **23. ERROR OR OMISSION IN NOTICE**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify approve or confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be the most recent contact information recorded in the books of the Corporation.

## **24. ADJOURNMENTS**

Any meeting of the Corporation or of the directors may be adjourned at any time and from time to time. All business that may have been transacted at the adjourned meeting shall be considered valid and transacted at such time as the adjourned meeting is resumed. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **25. QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of Members shall consist of not less than eleven Members present in person.

## **26. VOTING OF MEMBERS**

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of Members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues and fees, if any then payable by him.

Every Member, Family Member or Honourary Life Member in good standing is entitled to one vote on any issue at any Annual, General or Special meeting of the Corporation.

Except in the matter of election of the board of directors, the revision of by-laws, and the acquisition or disposition of any assets valued at more than \$500.00 and with unanimous approval of the board of directors, all questions put to a vote shall be decided by a simple majority of those eligible to vote.

Revision of by-laws, and acquisition of any assets valued at more than \$500.00 without the unanimous approval of the board of directors, shall require a two-thirds majority of the eligible votes.

In voting at meetings, every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect is recorded in the minutes of the Corporation, shall be admissible in evidence as prima facie proof of the fact without proof of the number or the proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if the poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person and such poll shall be taken in such manner as the Chairman shall direct and the result of such a poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or a poll, the Chairman shall be entitled to a second or casting vote.

## **27. FINANCIAL YEAR**

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30<sup>th</sup> day of April of each year.

## **28. CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as from time to time may be determined by resolution of the board of directors. Any two of such officers or agents may endorse notes or drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. Any one of such officers or agents so appointed may receive all paid cheques, sign all bank forms or settlements of balances and release or verification slips.

## **29. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation, and in a manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so elected as custodians by the board of directors shall be fully protected when acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **30. NOTICE**

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or electronically by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the director, officer or member at the address which appears on the books of the Corporation. A notice or other document so sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter-box. If sent electronically, shall be held to be sent when the same was sent from an electronic

mail box. For the purpose of sending any notice, the address of any member, director or officer shall be the last address as recorded on the books of the Corporation.

### 31. BORROWING

The directors may not at any time:

- a) borrow money on the credit of the Corporation; or
- b) issue, sell or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real personal property of the Corporation.

### 32. CESSATION OF OPERATION

In the event that the Corporation ceases to operate, all assets, funds, contracts or any agreements of the Corporation shall be sold, converted or withdrawn, and the monies realized shall be donated to the Defense of Amateur Radio Foundation of Radio Amateurs of Canada

Passed by the board of directors and sealed with the corporate seal this ?? day of ??, in the year of 2019.

(Corporate Seal)

President

Secretary

Brampton, Ontario  
September 1978

Updated: February 1993  
January 1998  
September 2002  
June 2009  
February 2019