



2023 AGM MINUTES

In-person meeting held at Holiday Inn Express & Suites and on Zoom
July 25, 2023, 2:30 p.m.

- Present:** HLOBARA - Steve Carr, Chirag Patel, Marisa Kapourelakos, Andrew Buwalda, Evan Ali (Zoom);
HLOBCC – Scott Acton (Zoom), Jeff Suddaby, Kathy Sheridan (Zoom), Helena Renwick, Andrew Buwalda (proxy for Wendy Turner);
Downtown Huntsville BIA – Helena Renwick, Kelly Haywood, Rachel Hunt, Steve Campbell;
Town Council – Nancy Alcock, Bob Stone (also proxy for Dan Armour and Corey Clarke), Helena Renwick, Scott Morrison (also proxy for Dione Schumacher, Jason FitzGerald, and Monty Clouthier)
- Staff:** Kelly Haywood, Dawn Huddlestone, Rhonda Christenson, Barb Bloomfield, Halley Clover, Puran Patel (Zoom)
- Guests:** Lauren MacDermid, Kirstin Maxwell, Denise Corry (Town of Huntsville); Ellen Selby (BIA, via Zoom); Dan Watson (HfA, via Zoom); Katherine Craine (HHF, via Zoom); Drew Pahapill (Pahapill & Associates)

1. Welcome and agenda approval

The meeting was called to order at 2:30 p.m. Quorum present.

Motion: *To accept the agenda as presented.*

Moved by: Scott Morrison

Seconded by: Andrew Buwalda

CARRIED

2. Declaration of conflict of interest – none

3. Call for additions to the agenda – The Chair made a verbal addition to the agenda: 7. Chair's remarks.

Moved by: Scott Morrison

Seconded by: Andrew Buwalda

CARRIED

4. Presentation: financials

The Secretary/Treasurer provided an overview of HMATA's 2023-24 budget as previously approved by the Board. For information only.

The Chair noted that HMATA's year-end has changed to May 31.



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5. Presentation: audited financials (update)

Drew Pahapill from Pahapill & Associates provided an update on the audit process of HMATA's financials for the 2019-20, 2020-21, 2021-22, and 2022-23 fiscal years. He noted that he is working to gather past paperwork from the Town to ensure records are complete, but has no concerns. For information only.

6. New business

a. Introduction of Directors

The Chair introduced the new slate of Directors elected by their respective member organizations:

HLOBARA (Huntsville Lake of Bays Accommodation and Restaurant Association) – Steve Carr (Comfort Inn), Chirag Patel (Rodeway Inn King William), Marisa Kapourelakos (Holiday Inn Express), Andrew Buwalda (Deerhurst Resort);

Huntsville Lake of Bays Chamber of Commerce – Jeff Suddaby (3 Guys and a Stove);

Downtown Huntsville BIA – Rachel Hunt (Pharmasave);

Town of Huntsville – Scott Morrison (councillor).

b. Bylaw updates

The Chair reviewed proposed changes to the corporate bylaws for membership approval.

Motion: *To approve the updates to HMATA's bylaws as presented, including a decrease in the quorum required at meetings of the members to 20 per cent of members eligible to vote.*

Moved by: Steve Carr

Seconded by: Andrew Buwalda

CARRIED

7. Chair's remarks

The Chair thanked former Chair Jesse Hamilton for getting HMATA off the ground, Town of Huntsville staff for their support and cooperation, the Downtown Huntsville BIA for their support and execution of many events in our community, the Huntsville Lake of Bays Chamber of Commerce for their guidance and support, and current and former HMATA Board members for their vision and support. In conjunction with District and municipal partners, it is HMATA's goal that Huntsville be the number one destination in Muskoka and one of the most dynamic and exciting destinations in Ontario. The association's role will soon transition to a Destination Marketing and Management Association (DMMO) and the Board is in the process of hiring an Executive Director.



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8. Adjournment

Motion: To adjourn the meeting at 2:55 p.m.

Moved by: Chirag Patel

Seconded by: Andrew Buwalda

CARRIED

DRAFT



HUNTSVILLE MUNICIPAL ACCOMMODATION TAX ASSOCIATION

DRAFT -June 2023/May 2024 Budget with Comparison to Prior Years

	Budget 2023/2024	Actuals 2022/2023	Actuals 2021/2022	Actuals 2020/2021	Actuals 2019/2020
REVENUE					
MAT Funds	950,000	982,559	905,769	437,532	613,167
Grants & Funding	150,000	-	-	-	-
Short Term Investment Interest	10,200	2,047	-	-	-
Projected Reserve - Strategic Initiatives (10% of Projected MA)	(95,000)	-	-	-	-
TOTAL REVENUE	1,015,200	984,606	905,769	437,532	613,167
OVERHEAD EXPENSES					
<i>Operating:</i>					
Bank Fees	120	68	9	93	37
Consultants (Strategy, Conflict of Interest & Governance)	15,000	24,165	7,475	-	-
Insurance	1,350	1,292	1,234	1,179	387
Meetings & Conferences	15,000	1,126	-	-	-
Overhead (Office Supplies, Advertising, Telephone, Dues & Su	12,000	-	-	-	432
Professional Fees - Accounting & Legal	20,000	6,575	2,500	5,377	8,116
Rent	13,600	-	-	-	-
Payroll- Oct-May (ED & Mktg) - Wages & Benefits	140,500	-	-	-	-
Chamber Administration & Bookkeeping	28,250	56,500	56,500	56,500	23,542
Administration & Bookkeeping Expenses	15,000	-	-	-	-
Subtotal Operating Expenses	260,820	89,727	67,718	63,149	32,514
<i>Marketing:</i>					
Digital Marketing	92,500	-	-	-	506
Market Research	15,000	-	-	-	-
Grant & Funding Expenditures	150,000	-	-	-	-
Website Content	20,000	-	-	-	-
2024 Sweater Weather Voucher (Partnership with RTO)	75,000	31,024	49,202	49,163	38,000
Subtotal Marketing Expenses	352,500	31,024	49,202	49,163	38,506
Total Overhead Expense	613,320	120,750	116,920	112,311	71,020
FUNDS AVAILABLE FOR DISBURSEMENT					
<i>Annual Partnerships</i>					
HLOB Chamber (Maple, Beer, Oktoberfest, GGW)	60,000	50,000	50,000	50,000	50,000
BIA Annual Partnership (To Be Confirmed Events, Murals, etc)	65,000	50,000	50,000	-	-
HFA Annual Partnership	40,000	40,000	-	-	-
Subtotal Annual Partnerships	165,000	140,000	100,000	50,000	50,000
<i>Community Tourism Sponsorships</i>					
Approved Sponsorships (as of July 4, 2023)	60,900	218,053	81,500	121,618	1,581
Avail for Disbursement - New Sponsorships	104,100	-	-	-	-
Subtotal Community Tourism Sponsorships	165,000	218,053	81,500	121,618	1,581
<i>Charities & Not for Profits</i>					
Local Charity (i.e. Hospital Foundation/ Environment/Affordable Housing)	50,000	11,000	10,321	2,547	-
Subtotal Charities & Not for Profits	50,000	11,000	10,321	2,547	-
Total Disbursements	380,000	369,053	191,821	174,165	51,581
Total Overhead Expenses + Disbursement Funds	993,320	489,804	308,741	286,476	122,601
Net Revenue & Overhead+ Disbursement	21,880	494,802	597,029	151,056	490,566
+Infusion Strategic Reserve / (XFR to Strategic Reserve)	(21,880)	(494,802)	(597,029)	(151,056)	(490,566)
2023/2024 OPERATING BUDGET SURPLUS/DEFICIT	-	-	-	-	-
Cash Flow					
Surplus Cash - Opening Balance	1,033,453	938,651	341,623	490,566	-
10% of 2024 Budget to Strategic Initiatives	95,000	-	-	-	-
Projected Reserve - Payroll	(150,000)	-	-	-	-
Surplus Cash Infusion to balance CY Operating Bdgt	21,880	494,802	597,029	151,056	490,566
Eclipse (Season 1-3)	(200,000)	(400,000)	-	(300,000)	-
Subtotal Surplus Cash	800,333	1,033,453	938,651	341,623	490,566

BY-LAW NO.1

A by-law relating generally to the
conduct of the affairs of

Huntsville Municipal Accommodation
Tax Association
(the "Corporation")

Table of Contents

1	INTERPRETATION.....	3
2	EXECUTION OF DOCUMENTS.....	3
3	FINANCIAL YEAR.....	3
4	BANKING ARRANGEMENTS.....	3
5	BORROWING POWERS.....	3
6	MEMBERSHIP.....	4
7	RIGHTS OF A MEMBER.....	4
8	DISCIPLINE OF MEMBERS.....	4
9	TERMINATION OF MEMBERSHIP.....	5
10	EFFECT OF TERMINATION OF MEMBERSHIP.....	5
11	MEMBERSHIP TRANSFERABILITY.....	6
12	NOTICE OF MEMBERS MEETING.....	6
13	MEMBERS CALLING A MEETING OF THE MEMBERS.....	6
14	PROXY VOTING AT MEETING OF THE MEMBERS.....	6
15	PLACE OF MEETING OF THE MEMBERS.....	6
16	PERSONS ENTITLED TO BE PRESENT AT MEETING OF THE MEMBERS.....	6
17	CHAIR OF MEETING OF THE MEMBERS.....	7
18	QUORUM AT MEETING OF THE MEMBERS.....	7
19	VOTES TO GOVERN AT MEETING OF THE MEMBERS.....	7
20	PARTICIPATION BY ELECTRONIC MEANS AT A MEETING OF THE MEMBERS.....	7
21	NUMBER AND COMPOSITION OF BOARD OF DIRECTORS.....	7
22	QUALIFICATIONS OF DIRECTORS.....	8

23	TERM OF OFFICE OF DIRECTORS	8
24	ELECTION OF DIRECTORS.....	8
25	CALLING OF MEETINGS OF BOARD OF DIRECTORS	9
26	NOTICE OF MEETING OF BOARD OF DIRECTORS	9
27	REGULAR MEETINGS OF THE BOARD OF DIRECTORS	9
28	VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS	10
29	COMMITTEES OF THE BOARD OF DIRECTORS	10
30	REMOVAL OF DIRECTORS FROM OFFICE	10
31	CONFIDENTIALITY	11
32	DIRECTOR'S CONFLICT OF INTEREST	11
33	APPOINTMENT OF OFFICERS	11
34	DESCRIPTION OF OFFICES	12
35	VACANCY IN OFFICE.....	12
36	METHOD OF GIVING ANY NOTICE.....	13
37	LIMITATION OF DIRECTORS AND OFFICERS LIABILITY.....	13
38	INDEMNITY.....	14
39	INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW	14
40	OMISSIONS AND ERRORS.....	14
41	MEDIATION AND ARBITRATION	14
42	DISPUTE RESOLUTION MECHANISM.....	14
43	BY-LAWS AND EFFECTIVE DATE.....	15
44	DEFINITIONS	16

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

1 INTERPRETATION

- a) In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

2 EXECUTION OF DOCUMENTS

- a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by the Chair or the Vice-Chair of the Board of Directors and one other Officer. All contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- b) The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by ordinary resolution of the Board of Directors.
- c) The Board of Directors may by ordinary resolution authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

3 FINANCIAL YEAR

The financial year-end of the Corporation shall be May 31.

4 BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct or authorize.

5 BORROWING POWERS

The Board of Directors shall have the authority to:

- a) borrow money on the credit of the Corporation;

- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

6 MEMBERSHIP

- a) A Member shall be any person who:
 - i. who is an individual eighteen (18) years or older;
 - ii. carries on business in the geographic area served by the Corporation;
 - iii. is not a mentally incompetent person;
 - iv. is not an individual in undischarged bankruptcy;
 - v. is interested in furthering the Corporation's purposes;
 - vi. who has applied for and been accepted as a Member by ordinary resolution of the Board or in such other manner as may be required by the policies of the Corporation; and
 - vii. is a board member or Councillor of one of the following organizations (or such organizations successor): The Corporation of the Town of Huntsville, Downtown Huntsville Business Improvement Association, Huntsville/Lake of Bays Chamber of Commerce, or the Huntsville/Lake of Bays Accommodation and Restaurant Association.
- b) Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation.
- c) Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.
- d) Each member shall promptly be informed by the Secretary-Treasurer of his admission as a member.

7 RIGHTS OF A MEMBER

- a) Except as otherwise provided in this by-law, Members of the Corporation have the right to:
 - i. receive notice of and attend all duly constituted meetings of the Membership;
 - ii. participate in discussion of matters properly before the Membership of the Corporation;
 - iii. vote on matters properly before the Membership in person or through a duly authorized proxy;
 - iv. stand for election to the Board; and
 - v. vote in elections to determine the Directors of the Board.

8 DISCIPLINE OF MEMBERS

- a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - i. violating any provision of the articles, by-laws, or written policies of the Corporation;
 - ii. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - iii. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

- b) In the event that the Board determines, by special resolution, that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that they are suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision, by special resolution, and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

9 TERMINATION OF MEMBERSHIP

- a) A membership in the Corporation is terminated when:
 - i. a Member ceases to meet the criteria for their class of membership;
 - ii. the Member dies or resigns;
 - iii. the Member is expelled or their membership is otherwise terminated by special resolution of the Board or by any other article or by-law of the Corporation; or
 - iv. the Corporation is liquidated and dissolved under the Act.

10 EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the articles, upon any termination of membership, the rights of the individual Member, including any rights in the property of the Corporation, automatically cease to exist.

11 MEMBERSHIP TRANSFERABILITY

A membership may only be transferred to the Corporation. A special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

12 NOTICE OF MEMBERS MEETING

- a) Notice of the time and place of any Meeting of the Members shall be given to each Member entitled to vote at the meeting by telephone, electronic mail, regular mail, courier, personal delivery or other method of communication to each Member entitled to vote at the meeting, not less than thirty (30) days before the day on which the meeting is to be held.
- b) A special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of the Members.

13 MEMBERS CALLING A MEETING OF THE MEMBERS

The Board of Directors shall call a Special Meeting of the Members on written requisition of Members carrying not less than fifty percent (50%) of the voting rights. If the Directors do not call a meeting within forty-five (45) days of receiving the requisition, any Member who signed the requisition may call the meeting.

14 PROXY VOTING AT MEETING OF THE MEMBERS

- a) A Member entitled to vote at a Meeting of the Members may vote in person or by proxy, which shall be either general or specific in nature.
- b) A special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of the Members.

15 PLACE OF MEETING OF THE MEMBERS

Subject to compliance with the Act, a Meeting of the Members may be held at any place within the geographic area to which the Corporation provides services as determined by the Board, or, if all of the Members entitled to vote at such meeting so agree, outside that geographic area, but within the Province of Ontario.

16 PERSONS ENTITLED TO BE PRESENT AT MEETING OF THE MEMBERS

The only persons entitled to be present at a Meeting of the Members shall be those entitled to vote at the meeting, the Directors of the Corporation, the public accountant of

the Corporation, and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the Meeting or by ordinary resolution of the Members.

17 CHAIR OF MEETING OF THE MEMBERS

The Chair of a Meeting of the Members shall be the Chair of the Board. Should the Chair not be present at the Meeting of the Members, the Vice-Chair of the Board shall be the Chair of that meeting. Should both the Chair and Vice-Chair be absent, the Members who are present and entitled to vote at a Meeting of the Members shall choose any Member entitled to vote to act as Chair of that meeting.

18 QUORUM AT MEETING OF THE MEMBERS

A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 20% of the Members entitled to vote at the Meeting. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the Meeting.

19 VOTES TO GOVERN AT MEETING OF THE MEMBERS

At any Meeting of the Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

20 PARTICIPATION BY ELECTRONIC MEANS AT A MEETING OF THE MEMBERS

If the Corporation's policies and practices make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of the Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any Member participating in a Meeting of the Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic communication or other electronic facility that the Corporation has made available for that purpose.

21 NUMBER AND COMPOSITION OF BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by a Board of Directors composed of a fixed number of seven (7) individuals acting as Directors ("the Board"). The number of Directors on the Board may be altered by a special resolution of the Members, or if a special resolution of the Members empowers the Directors to determine the number, by an ordinary resolution of the Board.
- b) The Board shall be comprised of Directors elected by certain groups (hereinafter "ex-officio" Directors). The Board shall include at all times the following ex-officio Directors:
 - i. One (1) individual elected by The Corporation of the Town of Huntsville's Town Council, or its legal successor, who is also otherwise eligible to act as a Director of the Corporation;
 - ii. Four (4) individuals who are elected by The Huntsville/Lake of Bays Accommodation and Restaurant Association, or its legal successor, who each represent a business in the Huntsville area, who are all otherwise eligible to serve as a Director of the Corporation;
 - iii. One (1) individual elected by The Huntsville Lake of Bays Chamber of Commerce, or its legal successor, who is also otherwise eligible to serve as a Director of the Corporation;
 - iv. One (1) individual elected by The Downtown Huntsville Business Improvement Association, or its legal successor, who is also otherwise eligible to serve as a Director of the Corporation.

22 QUALIFICATIONS OF DIRECTORS

- a) Unless as a result of illness, leave of absence or extenuating circumstances as determined at the absolute discretion of the Board, no Director who has failed to attend three (3) of the meetings of the Board in the preceding year is eligible for re-election without a special resolution of the Board.
- b) If a person who is not a Member is appointed by the Board to be a Director, or is appointed to the Board as an ex-officio Director, they may qualify to hold the position of Director by becoming a Member within ten (10) days after the date of their appointment. They must meet the criteria to become a Member.

23 TERM OF OFFICE OF DIRECTORS

A Director shall be elected to hold office for a term expiring not later than the close of a two (2) year period following his or her election.

24 ELECTION OF DIRECTORS

- a) Excepting ex-officio Directors, Directors (if any) shall be elected by the Members of

the Corporation at the Annual General Meeting of the Members, or at a Special Meeting of the Members called for such purpose.

- b) At each Annual General Meeting or Special Meeting called for the purpose of electing new Directors (if any), the Members shall elect a sufficient number of Directors to replace those whose terms of office have expired. Should the number of Directors, for whatever reason, drop below seven (7) at any given time the Board may by ordinary resolution appoint individual(s) to the Board in order to return the number of Directors to seven (7). Such appointed individuals are appointed for the duration of time between their appointment by the Board and the next Annual General Meeting of the Members, at which point the Members shall by ordinary resolution affirm the election of the individual, or elect another individual to hold the office for the remainder of the unexpired term of the Director position.
- c) Should an ex-officio Director cease to be a Member of the Board of Directors, the Member's group as noted in 21.b. may appoint an individual to replace them, in accordance with the by-laws.

25 CALLING OF MEETINGS OF BOARD OF DIRECTORS

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

26 NOTICE OF MEETING OF BOARD OF DIRECTORS

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

27 REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board may by ordinary resolution appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting unless otherwise required by the Act.

28 VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS

- a) At all meetings of the Board, a quorum of Directors shall be required to be present in order to call the meeting to order. A quorum, for the purposes of a meeting of the Board, shall consist of at least half of the number of Directors then elected to the Board, plus an additional Director. Additionally, in order for quorum to be established, there must be at least two (2) ex-officio Directors who were elected/appointed by either the Town of Huntsville's Town Council, The Huntsville Lake of Bays Chamber of Commerce, or The Downtown Huntsville Business Improvement Association, and two (2) ex-officio Directors who were elected/appointed by The Huntsville/Lake of Bays Accommodation and Restaurant Association.
- b) At all meetings of the Board, every question shall be decided by a majority vote of the Directors present. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- c) A Director may vote in person or by duly authorized proxy.
- d) Any Director may call for a recorded vote on any question and the meeting secretary will then poll the Directors and record their vote in the minutes.
- e) All votes at such 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 chair of the meeting 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 the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

29 COMMITTEES OF THE BOARD OF DIRECTORS

- a) The Board may from time to time by ordinary resolution appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee may be dissolved by an ordinary resolution of the Board. Any committee member may be removed by ordinary resolution of the Board.
- b) Any Committee shall have at least one member who is a Director of the Corporation. Committees may include individuals who are not members of the Corporation.

30 REMOVAL OF DIRECTORS FROM OFFICE

- a) A Director may be removed from office before the expiry of their term if any of the following circumstances exist:

- i. If the Director has missed three (3) Board meetings in any twelve (12) month period, except as a result of illness, leave of absence or extenuating circumstances which shall be determined at the sole discretion of the Board, they are deemed to have resigned from the Board;
- ii. If, by notice in writing, the Director resigns their position as Director and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- iii. If the Director ceases to be a Member of the Corporation;
- iv. By special resolution of the Members.

31 CONFIDENTIALITY

Directors of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that an unauthorized statement could adversely affect the interests of the organization.

32 DIRECTOR'S CONFLICT OF INTEREST

- a) Conflict of interest occurs when a Director participates in discussion or decision-making about a matter which may directly or indirectly lead to advantage or profit for that Director, or an individual or entity related to the Director, regardless of the size of the contribution towards the advantage or profit.
- b) Any possible conflict of interest on the part of a Director shall be disclosed to the Board at the beginning of the meeting at which the matter is to be discussed, or prior to any conversation about the matter for which a Director has a conflict of interest. When any such action becomes a matter of Board action, such Director shall not vote or use personal influence in the matter, and shall not be counted in the quorum for these decisions at a meeting at which Board action is taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
- c) The Director need not miss the entire meeting where there will likely be other issues on the agenda but must remove themselves during discussion on the issue that involves a conflict of interest. The minutes should note when the Director left and returned to the meeting.

33 APPOINTMENT OF OFFICERS

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

34 DESCRIPTION OF OFFICES

- a) Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
- i. Chair of the Board - The Chair of the Board, if one is to be appointed, shall be a Director. The Chair, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members as Chair of the meeting. The Chair shall have such other duties and powers as the Board may specify.
 - ii. Vice-Chair of the Board - The Vice-Chair of the Board, if any are to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, a Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. A Vice-Chair shall have such other duties and powers as the Board may specify.
 - iii. Secretary-Treasurer - If appointed, the Secretary-Treasurer shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary-Treasurer shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary-Treasurer shall also have all such powers and duties as the Board may specify from time to time.
- b) The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

35 VACANCY IN OFFICE

- a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:
- i. the Officer's successor being appointed;
 - ii. the Officer's resignation;
 - iii. such Officer ceasing to be a Director (if a necessary qualification of appointment); or
 - iv. such Officer's death.
- b) If the office of any Officer of the Corporation shall be or become vacant, the Directors

may, by ordinary resolution, appoint a person to fill such vacancy.

36 METHOD OF GIVING ANY NOTICE

- a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:
- i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act;
 - ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - iv. if provided in the form of an electronic document.
- b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or Member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

37 LIMITATION OF DIRECTORS AND OFFICERS LIABILITY

No Director or Officer of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer or employee, or for joining in any other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the organization, or for the insufficiency or deficiency of any security in or upon which any of the monies of the organization shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the organization shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage, or misfortune which

shall happen in the execution of the duties of office or in relation thereto unless the same shall happen through his or her own willful neglect or default .

38 INDEMNITY

- a) Every Director and Officer of the Corporation and his or her heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
 - i. All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done in good faith or permitted in good faith by him in or about the execution of the duties of office; and
 - ii. All other costs, charges and expenses that he sustains or incurs in, about, or in relation to, the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own willful neglect or default.

39 INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

40 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

41 MEDIATION AND ARBITRATION

Disputes or controversies among Members, Directors, Officers, members of a committee of the Board, or volunteers of the Corporation shall, as much as possible, be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

42 DISPUTE RESOLUTION MECHANISM

- a) In the event that a dispute or controversy among Members, Directors, Officers, members of a committee of the Board, volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without

prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, members of a committee of the Board, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or, if applicable, the Board of Directors) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - ii. The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
 - iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties shall agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- b) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

43 BY-LAWS AND EFFECTIVE DATE

- a) Subject to the articles, the Board of Directors may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of the Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of the Members or if it is rejected by the Members.
- b) This section does not apply to a by-law that requires a special resolution of the Members

according to the Act because such by-law amendments or repeals are only effective when confirmed by Members.

44 DEFINITIONS

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

- a) **"Act"** means the Corporations Act R.S.O. 1990, c. 38 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) **"Board"** means the Board of Directors of the Corporation;
- d) **"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) **"Director"** means any member of the Board;
- f) **"employee"** means an individual employed by the Corporation for wages or salary on a full, part-time or one-time basis;
- g) **"Meeting of the Members"** includes an annual Meeting of the Members or a Special Meeting of the Members for which all classes of Members are sent notice;
- h) **"Officer"** means any Director who holds an Officer's position on the Board detailed in section 38 of this by-law;
- i) **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution at the meeting at which the vote occurs;
- j) **"Special Meeting of the Members"** is a Meeting of the Members called for a specific purpose and includes a meeting of any class or classes of Members;
- k) **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution at the meeting at which the vote occurs.