

KINGSTON HANDWEAVERS AND SPINNERS - BY-LAWS 2024

TABLE OF CONTENTS

By-law 1 - Interpretation

By-law 1.1 - Definitions

By-law 1.2 - Interpretation

By-law 2 - Registered Office and Records

By-law 2.1 - Location of registered Office

By-law 2.2 - Books and records

By-law 2.3 - Purpose of Guild

By-law 3 - Board of Directors

By-law 3.1 - General Powers

By-law 3.2 - Number of Directors

By-law 3.3 - Qualifications

By-law 3.4 - Directors Ceasing to Hold office

By-law 3.5 - Election and Term of Office

By-law 3.6 - Removal of Directors and Vacancies

By-law 3.7 - Filling Vacancies

By-law 3.8 - Appointment of Directors

By-law 3.9 - Remuneration

By-law 3.10 - Good Standing Requirement

By-law 3.11 - Appointment of Advisors to the Board

By-law 3.12 - Nomination Committee

By-law 4 - Directors' Meetings

By-law 4.1 - Calling meetings

By-law 4.2 - Regular Meetings

By-law 4.3 - Notice and Participation by Telephonic or Electronic Means

By-law 4.4. - Chair

By-law 4.5 - Voting

By-law 4.6 - Quorum

By-law 4.7 - Notice of Board Meetings

By-law 4.8 - Virtual Meetings

By-law 4.9 - Adjourned Meetings

By-law 4.10 - Waiver of Notice

By-law 4.11 - Organization

By-law 4.12 - Confidentiality

By-law 4.13 - Conflict of Interest

By-law 5 - Officers

By-law 5.1 - Appointment of Officers

By-law 5.2 - Election and Term of Officers

KHWS By-laws – Table of Contents

By-law 5.3 - Duties
By-law 5.4 - Duties of President
By-law 5.5 - Duties of Treasurer
By-law 5.6 - Duties of Secretary
By-law 5.7 - Duties of Vice-President
By-law 5.8 - Immediate Past-President
By-law 5.9 - Members-at-Large

By-law 6 - Financial Arrangements

By-law 6.1 - Banking
By-law 6.2 - Financial year
By-law 6.3 - Annual Budget
By-law 6.4 - Special Expenditures
By-law 6.5 - Annual Financial Review

By-law 7 - Indemnification

By-law 7.1 - Liability
By-law 7.2 - Indemnity

By-law 8 - Membership

By-law 8.1 - Membership Conditions
By-law 8.2 - Transfer of Membership
By-law 8.3 - Membership Dues
By-law 8.4 - Termination of Membership
By-law 8.5 - Effect of Termination of Membership
By-law 8.6 - Disciplinary Action or Termination of Membership for Cause
By-law 8.7 - Disciplinary Process
By-law 8.8 - Classes of Membership
By-law 8.9 - Death or Resignation
By-law 8.10 - Membership Dues

By-law 9 - Meetings of the Members

By-law 9.1 - Place of meeting
By-law 9.2 - Virtual Meeting
By-law 9.3 - Annual Meeting
By-law 9.4 - Special Meetings
By-law 9.5 - Adjournments
By-law 9.6 - Notice of meetings
By-law 9.7 - List of Members
By-law 9.8 - Quorum
By-law 9.9 - Chair
By-law 9.10 - Voting of Members
By-law 9.11 - Persons Entitled to be Present
By-law 9.12 - Conduct of Meetings

KHWS By-laws – Table of Contents

By-law 10 - Notices

By-law 10.1 - Giving Notice

By-law 10.2 - Electronic Notice

By-law 10.3 - Service

By-law 10.4 - Errors or Omissions in Giving Notice

By-law 10.5 - Computation of Time

By-law 10.6 - Undelivered Notices

By-law 10.7 - Waiver of Notice

By-law 11 - General Provisions

By-law 11.1 - Severability and Precedence

By-law 11.2 - Execution of Documents

By-law 11.3 - Operation

By-law 11.4 - Dissolution

By-law 12 - Amendment and Repeal

By-law 12.1 - Amendment

By-law 12.2 - By-laws requiring Special Resolution

By-law 12.3 - By-laws that are also Articles

By-law 12.4 - Repeal

Schedule A - Position Description of President

Schedule B - Position Description of Treasurer

Schedule C - Position Description of Secretary

BY-LAWS OF KINGSTON HANDLOOM WEAVERS AND SPINNERS (the “Guild”)

BE IT ENACTED as By-laws relating generally to the conduct of the activities and affairs of the Guild as follows:

1 Interpretation

1.1 Definitions. In these By-laws and all other by-laws of the Guild, unless the context otherwise requires:

“**Act**” means the Ontario *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c. 15 including Regulations made pursuant to the *Act*, and any amendments, statutes, or Regulations that may be substituted from time to time;

“**Alternative Voting Methods**” means options that may, from time to time, be made available to the Board and Guild voting Members to cast ballots on resolutions before them;

“**Annual Meeting**” means the annual general meeting within the meaning of the *Act*;

“**Appoint**” includes “elect” and vice versa;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Guild or letters patent, supplementary letters patent, or a special act issued to the Guild;

“**Auditor**” means a person permitted to conduct an audit of the Guild under the *Public Accounting Act*, 2004, S.O. 2004, c. 8 and who is independent of the Guild, any of its affiliates, and the Directors and Officers of the Guild and its affiliates;

“**Board**” means the board of directors of the Guild;

“**By-laws**” means these By-laws, including the attached schedules and any other by-law of the Guild as amended and which are, from time to time, in force and effect;

“**Chair**” means the President of the Board or a person appointed to act as the Chair pursuant to the By-laws;

“**Director**” means an individual occupying the position of Director of the Guild and is a member of the Board;

“**Extraordinary Resolution**” means a resolution that is submitted to a Meeting of Members duly called for the purpose of considering the resolution and passed at the

meeting, with or without amendment, by at least eighty percent (80%) of the votes cast; or consented to in writing by each Member entitled to vote at a Meeting of the Members;

“Guild” means the Corporation without share capital incorporated under the *Corporations Act*, R.S.O. 1990, c. C.38 dated June 18, 2007 and named “Kingston Handloom Weavers and Spinners”;

“Meeting of Members” means an Annual Meeting, a general meeting of Members, or a special meeting of Members;

“Member” means an individual who has been admitted to membership in the Guild pursuant to the provisions of these By-laws and whose membership has not been terminated in accordance with the *Act* and these By-laws;

“Members” means the collective membership of the Guild;

“Officer” means an Officer of the Guild;

“Ordinary Resolution” includes a resolution of the Members passed by a majority of the votes cast on that resolution or consented to by each Member of the Guild entitled to vote at a Meeting of Members of the Guild;

“Person” includes any natural individual;

“President” is defined in Schedule A of these By-laws;

“Proposal” means a proposal submitted by a Member that meets the requirements of Section 56 of the *Act*;

“Recorded Address” means:

- a) in the case of a Member, their address as recorded in the register of members of the Guild;
- b) in the case of an Officer, Auditor, or member of a committee of the Board, their latest address as recorded in the records of the Guild; and
- c) in the case of a Director, their latest address as recorded in the most recent notice filed under the *Act*;

“Regulations” means the regulations made under the *Act*, as amended, restated, or in effect from time to time;

“Related Fibre Art” means a fibre art which the Board has identified as being related to handloom weaving or spinning. The determination of whether a specific fibre art constitutes a fibre art related to handloom weaving or spinning is a decision made by the Board of the Guild in its sole discretion;

“Secretary” is defined in Schedule C of these By-laws;

“**Special Meeting of Members**” includes a meeting of any class or classes of Members, and a special general meeting of Members entitled to vote at an Annual Meeting of Members;

“**Special Resolution**” includes a resolution of the Members passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution or consented to by each Member of the Guild entitled to vote at a Meeting of the Members of the Guild; and

“**Treasurer**” is defined in Schedule B of these By-laws.

“**Volunteer**” means a person who is not an employee of the Guild, and who donates their work and acts at the direction of and within the scope of duties determined by the Guild, and is not paid a fee, salary or other compensation by the Guild or anyone else for their work performed for the Guild.

1.2 Interpretation. In the interpretation of these By-laws, words in the singular include the plural and *vice versa*, words in one gender include all genders, and “person” includes an individual, but not a body corporate, partnership, trust or unincorporated organization. Other than as specified above, words, and expressions defined in the *Act* have the same meanings when used in these By-laws.

2 Registered Office and Records

2.1 Location of Registered Office. The Head Office of the Guild shall be in the city of Kingston.

2.2 Books and Records. Any records maintained by the Guild in the regular course of its business as required by the *Act*, including its register of members, books of account, and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible written form within a reasonable time. The Guild shall make such records available for inspection under applicable law.

2.3 Purpose of the Guild. As set out in the Articles filed under the *Act* the purpose of the Guild is to:

2.3.1 bring together persons interested and engaged in hand weaving, spinning, and other Related Fibre Arts in a supportive learning environment;

2.3.2 encourage the development of technical expertise and aesthetic standards in hand weaving, spinning, and other Related Fibre Arts;

2.3.3 educate the wider community on the techniques, creativity, and beauty of hand weaving, spinning, and other Related Fibre Arts through workshops, demonstrations, and open houses; and

2.3.4 promote and develop a greater understanding of and appreciation for historic and contemporary hand weaving, spinning, and other Related Fibre Arts among members of the public.

3 Board of Directors

3.1 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Guild. Directors acting as the Board shall:

3.1.1 manage the affairs of the Guild; and

3.1.2 oversee the day-to-day business of the Guild.

3.2 Number of Directors. As set out in the Articles filed under the *Act* there shall be a minimum of five (5) and a maximum of seven (7) Directors.

3.3 Qualifications. Each Director shall be an individual who is not less than eighteen (18) years of age. No person shall be a Director who has been found under the *Substitute Decisions Act*, 1992, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property; or who has been found to be incapable by any court in Canada or elsewhere; or who has the status of a bankrupt. Each Director must satisfy all other requirements for being a Director under these By-laws. Prior to becoming a Director, or within ten (10) days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.

3.4 Directors Ceasing to Hold Office. A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with the *Act*, or no longer fulfills all of the qualifications to be a Director set out in the *Act* or in By-law 3.3 of these By-laws, as determined in the sole discretion of the Board.

3.5 Election and Term of Office. The Directors shall be elected at each Annual Meeting of Members and after election, shall hold office until the conclusion of the next Annual Meeting of Members, but if a new Board is not elected, Directors shall continue in office until their successors are duly elected. The Nominating Committee shall present a slate of nominees to vote on, or ratify, by Members at the Annual Meeting. Nominations may be made from the floor at the time of the election, provided the consent of the nominee has been obtained. The election may be by a show of hands or by resolution of the Members or by Alternative Voting Method previously conducted and ratified at the Annual Meeting. Directors may serve a maximum of six (6) consecutive years on the Board.

3.6 Removal of Directors and Vacancies. At a special Meeting of Members by a resolution passed by at least two thirds [2/3rds] of the Members, remove from office any Director. The office of a Director shall be vacated immediately if:

- 3.6.1 the Director resigns the office by written notice to the Guild, upon which resignation shall be effective at the time it is received by the Guild or at the time specified in the notice, whichever is later;
- 3.6.2 the Director dies;
- 3.6.3 the Director declares bankruptcy; or
- 3.6.4 the Director is found to be incapable by a court or incapable of managing property under Ontario law.

3.7 Filling Vacancies.

- 3.7.1 Vacancies on the Board may be filled for the remainder of the term of office either by the Members at a meeting called for the purpose or by the Board if the remaining Directors constitute a majority of the Board as elected.
- 3.7.2 A vacancy created by the removal of a Director may be filled at a general, Annual, or Special Meeting of Members called for that purpose at which the Director is removed by resolution passed by at least two-third (2/3) of the votes cast thereon, or by the Directors still in office, provided there is a quorum. Directors elected or appointed to fill a vacancy shall serve for the remainder of the term of the departing Director.

3.8 Appointment of Committees. The Board may from time to time appoint Committees for any purpose and may invite the chair of such Committees to attend meetings of the Board. There shall also be a Nominating Committee the chair of which shall be the immediate past-President, unless another Member is appointed to that position by the Board. The Nominating Committee shall consist of the immediate past President and two (2) additional Members who are familiar with the policies and activities of the Guild but who are not Directors. The Board shall appoint the Committee not less than two (2) months prior to the date set for the Annual Meeting.

3.9 Remuneration. The Directors and Committee Members shall serve as such without remuneration and no Director or Committee Member shall directly or indirectly receive any profit from occupying the position of Director or Committee Member except in the following circumstances:

- 3.9.1 Directors and Committee Members may be paid their traveling and other out-of-pocket expenses reasonably incurred by them in carrying out the business of the Guild only if authorized by the Board;
- 3.9.2 Provided a declaration of conflict of interest is made in advance and the conflict of interest provisions of the *Act* are complied with, no Director or Committee Member shall be disqualified by their office from contracting with the Guild; and

3.9.3 Directors and Committee Members may be paid remuneration and reimbursed for reasonable expenses incurred in connection with services they provide the Guild in their capacity other than Directors or Committee Members, provided that:

3.9.3.1 the amount of any such remuneration or reimbursement is considered reasonable by the Board;

3.9.3.2 the amount of any such remuneration is approved by the Board in writing;

3.9.3.3 the amount of any such remuneration is within the Annual Budget expenditures approved by the Membership; and

3.9.3.4 the amount of any such remuneration is commensurate with that paid to other Members for similar services.

3.10 Good Standing Requirement. Members of the Board shall be current Members in good standing in the Guild.

3.11 Appointment of Advisors to the Board. The Board may from time to time appoint advisors to the Board, but such members shall have no vote, nor shall they be counted for the purpose of a quorum.

3.12 Nomination Committee. The Board shall establish a Nomination Committee which shall establish all criteria and procedures in selecting nominees for election or appointment to the Board, subject to the Board's approval. The Nomination Committee shall present the slate of nominees to the Members at the Annual Meeting of Members for election. The Nomination Committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the *Act*.

4 Directors' Meetings

4.1 Calling Meetings. Meetings of the Board shall be held from time to time at the call of the President or any three (3) Directors. The President shall schedule a minimum of four (4) Board meetings per year. At least one (1) meeting of the Board shall be held within thirty (30) days of the election of the Board. Notice of the time and place of every meeting shall be given in the manner provided in these By-laws to each director not less than seven (7) days before the time when the meeting is to be held, save that no notice shall be necessary if all Directors are present or if those absent waive notice or otherwise signify their consent to such meeting being held. Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

4.2 Regular Meetings. The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.3 Notice and Participation by Telephonic or Electronic Means - A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by

one (1) or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. A meeting of Directors may be held entirely by one (1) or more telephonic or electronic means or by any combination of in-person attendance and by one (1) or more telephonic or electronic means provided that all persons attending the meeting are able to communicate with each other adequately. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the *Act* to be present at the meeting.

4.4 Chair. The President, or in their absence the Vice-President, shall be Chair of any meeting of Directors. If no such Officer is present, the Directors shall choose one of their number to be Chair.

4.5 Voting. At all meetings of the Board every Director who is present and entitled to vote shall have one (1) vote and shall not be entitled to a second. Each question shall be decided by a majority of the votes cast on the question. In addition:

4.5.1 any question at a meeting of Directors shall be decided by a show of hands unless after a poll thereon is required or demanded, or by written communication via the electronic means;

4.5.2 whenever such a vote has been taken and a declaration is made by the Chair of the meeting that the vote on the question was carried or not carried, an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of number or proportion of the vote recorded in favour or against any resolution or proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Directors upon the said question;

4.5.3 the Board may, at its discretion, make such means available to establish Alternative Voting Methods to decide any issue in respect of which the Board members are entitled to vote, and such votes cast by ballot shall be included in the voting at a meeting of directors if the issue is to be brought before such meeting. No Board member shall be entitled to cast a vote twice by any means on the same question;

4.5.4 proxy voting is not permitted; and

4.5.5 procedures for voting will include collecting, counting, and reporting the results of any vote.

4.6 Quorum. A majority of the Board shall constitute a quorum for the transaction of business. A Board of five (5) has a quorum of three (3); a Board of six (6) or seven (7) has a quorum of four (4). Notwithstanding vacancies, the remaining Directors may act if constituting a quorum.

4.7 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board shall be sent to each Director not less than forty-eight (48) hours before the date

of the meeting provided that a meeting of the Board may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice. For any meeting the notice shall contain sufficient information to permit the Directors to form a reasoned judgement on the matters to come before the meeting.

4.8 Virtual Meetings. A Board meeting or meetings of any committees of the Board may be held by any means determined by the Board, in accordance with the *Act*, including a telephonic, an electronic, or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this by-law shall constitute presence in person at such meeting.

4.9 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Article 10 (1), other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

4.10 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Articles or these By-laws, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or other meeting of the Board or committee of the Board need be specified in any waiver of notice.

4.11 Organization. At each meeting of the Board, the President, or in their absence, the Vice-President shall serve as Chair, or in the absence of both, another Director selected by the Board, shall preside. The Secretary shall act as Secretary at each meeting of the Board. If the Secretary is absent from any meeting of the Board, the person presiding at the meeting may appoint any person present to act as Secretary for the meeting.

4.12 Confidentiality. All Directors, Officers, Committee Members, members, employees and volunteers shall respect the confidentiality requirements of personal and other sensitive information that is provided to them in the course of their duties.

4.13 Conflict of Interest. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Guild shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

5 Officers

5.1 Appointment of Officers. The Directors may from time to time appoint Officers on an annual or more frequent basis, specify their duties and, subject to the *Act* and these By-laws delegate to such Officers the power to manage the affairs of the Guild. A Director may be appointed to any office of the Guild.

5.2 Election and Term of Officers. The entire Board shall be elected every year at an Annual Meeting of Members to hold office until the conclusion of the next Annual Meeting of Members; but if a new Board is not elected there, the Directors then in office shall continue in office until their successors are duly elected. The Nominating Committee shall present a slate of Directors for voting on, or ratification, by Members at the Annual Meeting. Nominations may be made from the floor at the time of the election, provided the consent of the nominee has been obtained. A member of the Board may serve a maximum of six (6) consecutive years on the Board. The election may be by a show of hands or by resolution of the Members or by Alternative Voting Methods previously conducted and ratified at the Annual Meeting.

5.3 Duties. Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.4 Duties of President. The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of Treasurer. The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.6 Duties of Secretary. The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.7 Duties of Vice-President. During the absence or disability of the President, their powers shall be exercised, and their duties performed by the Vice-President. The Vice-President shall have such other powers and duties as the Board may prescribe.

5.8 Immediate Past-President. The Immediate Past President shall act as a resource for the President and shall be the chair of the Nominating Committee. The Immediate Past-President shall have such other duties and powers as the Board may determine.

5.9 Members-At-Large. Members-at-Large act as a liaison to the general membership and shall have such other duties and powers as the Board may determine.

6 Financial Arrangements

6.1 Banking. The banking business of the Guild shall be transacted with such banks, trust companies, credit unions, or other financial firms or corporations as may from time to time

be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe. The Board shall by resolution from time to time designate the financial institutions in which the money, bonds or other securities of the Guild shall be placed for safekeeping.

6.2 Financial Year. The financial year shall be determined by the Board by resolution.

6.3 Annual Budget. The Board shall prepare a budget to be submitted to the Members for ratification prior to the start of the new financial year.

6.4 Special Expenditures. The Board may authorize the expenditure of up to five hundred dollars (\$500.00) without a vote of the Members or authorize any expenditure in the budget previously approved by the Members.

6.5 Annual Financial Review. The Board shall appoint an Auditor or an independent qualified person to conduct a review engagement of the accounts and annual financial statements of the Guild unless, pursuant to section 76 of the *Act*, the membership by an extraordinary resolution determines such financial oversight is not necessary, in which case the Board shall appoint two (2) Members who are not Directors as members of a Finance Examination Committee to conduct an examination of the accounts and annual financial statements of the Guild.

7 Indemnification

7.1 Limitation of Liability. No Director, Officer, committee member, employee, or volunteer of the Guild is liable for the acts, neglects, or defaults of any other Director, Officer, committee member, employee or volunteer of the Guild or for joining in any receipt or for any loss, damage, or expense happening to the Guild through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Guild or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Guild shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or Guild with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

7.1.1 complied with the *Act* and the Guild's Articles and By-laws; and

7.1.2 exercised their powers and discharged their duties in accordance with the *Act*, Guild's Articles, and By-laws.

7.2 Indemnity. Every Director, Officer, committee member, employee, or volunteer of the Guild and their heirs, executors and administrators and estate and effects, respectively,

shall at all times be indemnified and saved harmless out of the funds of the Guild from and against all costs, charges, and expenses whatsoever that such Director, Officer, committee member, employee, or volunteer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them in respect of any deed, matter, or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the Guild; except such costs, charges, or expenses as are occasioned by their own intentional dishonest, fraudulent, or criminal acts.

8 Membership

8.1 Membership Conditions. Membership in the Guild shall consist of those named in the Articles of amendment and such other persons interested in furthering the Guild's purposes, and who have applied for and been accepted into membership in the Guild by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of and attend Meetings of the Members of the Guild. Each member entitled to vote under these by-laws shall be entitled to one vote at such meetings.

8.2 Transfer of Memberships. A membership in the Guild is not transferable and automatically terminates if the Member resigns, or such membership is otherwise terminated in accordance with the *Act*.

8.3 Membership Dues. Individual members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within one calendar month of the membership renewal date, the individual members in default shall automatically cease to be Members of the Guild.

8.4 Termination of Membership. A membership in the Guild is terminated when:

8.4.1 the Member dies or resigns;

8.4.2 the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;

8.4.3 the Member's term of membership expires; or

8.4.4 the Guild is liquidated and dissolved under the *Act*.

8.5 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Guild, automatically cease to exist.

8.6 Disciplinary Action or Termination of Membership for Cause. The board of directors may establish policies and procedures in writing relating to responsibilities of Members

and shall have the authority to discipline members in accordance with such policies and procedures.

While the Board will make every attempt to accommodate and mediate, the Board shall have authority to suspend or expel any Member from the Guild for any one or more of the following grounds:

- 8.6.1** violating any provision of the Articles, By-laws, or written policies of the Guild;
- 8.6.2** carrying out any conduct which may be detrimental to the Guild as determined by the Board in its sole and absolute discretion;
- 8.6.3** any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Guild; and

8.7 Disciplinary Process. If the Board determines that a Member should be disciplined, suspended, or expelled from membership in the Guild, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' notice in writing of discipline, suspension or expulsion to the Member and shall provide reasons for the proposed discipline, suspension or expulsion. The discipline, suspension or expulsion of said member must be ratified by a two-thirds (2/3) majority vote of the Board. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within not less than five (5) days before the end of the 15-day period, when disciplinary action, suspension or expulsion becomes effective. If a written submission is received, the Board will consider such submissions in arriving at a final decision within a further twenty (20) days from the date of receipt of the submission. The Board's decision shall be final and binding, without any further right of appeal to the Board.

8.8 Classes of Membership. As set out in the Articles filed under the *Act*, there are three classes of membership in the Guild:

- 8.8.1 Regular Members.** Regular membership is only available to persons over eighteen (18) years of age, and who have interest in furthering the purpose of the Guild. Regular Members shall be entitled to all the rights and privileges of the Guild, including the right to vote. Regular Members will pay annual dues;
- 8.8.2 Life Membership.** Life membership may be granted at the discretion of the Board, to any person who has made a significant contribution to the purpose of the Guild. Life membership shall include all the rights and privileges of Regular membership. Life Members shall not be required to pay annual dues; and
- 8.8.3 Youth Membership.** Youth membership is open to any person aged fourteen (14) to seventeen (17) years of age. Youth Members must be supervised by a parent or responsible adult when participating in the Guild activities. Youth Members are not eligible to vote to be elected to the Board, or to serve on a committee. A Youth Membership transfers automatically to a Regular Membership on the date of the

Youth Member's eighteenth (18) birthday upon completion of membership documentation. Youth Members shall pay annual dues.

8.9 Death or Resignation. The interest of Members in the Guild is not transferable and lapses and ceases to exist upon death or resignation of the Member, or the winding up of the Guild, or otherwise in accordance with the By-laws of the Guild.

8.10 Membership Dues. Dues shall be payable by all Members of the Guild except as otherwise provided in these By-laws. Dues shall be fixed by the Board and subject to ratification at the Annual Meeting by the membership. The Board shall determine the date for annual membership renewal. Membership in the Guild shall lapse if the dues are not paid within one calendar month of that date. No Member in arrears of dues shall be entitled to any privileges of the Guild.

9 Meetings of the Members

9.1 Place of Meetings. All Meetings of Members shall be held at such place in Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting.

9.2 Virtual Meetings. If the Board calls a Meeting of Members under the *Act*, the Board may determine that the meeting shall be held, in accordance with the *Act*, entirely by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

9.3 Annual Meetings. The Annual Meeting shall be held on a day and at a place within Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in the Regulations before the Annual Meeting, with a copy of the approved financial statements, Auditor's report or review engagement report or report of the Finance Examination Committee appointed pursuant to By-law 6.5, and other financial information required by the By-laws or Articles. No proxy votes are permitted.

The business transacted at the Annual Meeting shall include:

9.3.1 receipt of the agenda;

9.3.2 receipt of the minutes of the previous annual and subsequent special meetings;

9.3.3 consideration of the financial statements;

9.3.4 report of the Auditor or person who has been appointed to conduct a review engagement, or of the Finance Examination Committee if an audit or review engagement is not required by the *Act*;

- 9.3.5 reappointment or new appointment of the Auditor or a person to conduct a review engagement for the coming year, or reappointment of members of the Finance Examination Committee;
- 9.3.6 election of Directors; and
- 9.3.7 such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual Meeting unless a Member has given notice to the Guild of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of Annual Meeting.

9.4 Special Meetings. Special meetings of the Members for any purpose or purposes shall be called by the President or any three (3) Directors. The Board shall also call a special Meeting of Members in accordance with the *Act* on the written requisition of Members carrying not less than ten (10) per cent of voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting. Also, the only persons entitled to attend a special meeting of members shall be those entitled to vote at that meeting and the Guild's Auditor or the persons who conducted a review engagement or financial examination. Any other person may be admitted only on the invitation of the Chair and with the consent of a majority of those participating in the meeting.

9.5 Adjournments. Any Meeting of the Members, annual or special, may be adjourned to reconvene at the same or another place, if announced at the meeting. No additional notice is required if the adjournment is less than 30 days. The Guild may transact any business that could have been transacted at the original meeting. If adjourned for more than 30 days, notice must be given to each Member entitled to vote. If, after the adjournment, a new record date is fixed for Members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the *Act* and these By-laws. The Chair, with majority consent, may adjourn a meeting, and announce the time, place, and remote communication instructions, if applicable.

9.6 Notice of Meetings. Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- 9.6.1 mail, courier, or personal delivery to each Member entitled to vote at the meeting, during a period of not less than ten (10) and not more than fifty (50) days before the day on which the meeting is to be held; or
- 9.6.2 telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting, during a period of not less than ten (10) and not more than fifty (50) days before the day on which the meeting is to be held.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the special business and include the text of any special resolution or by-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with By-law 10.1. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the Member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

9.7 List of Members. The Officer of the Guild who has charge of the register of members shall prepare a complete list of the Members entitled to vote at any Meeting of Members, arranged in alphabetical order, and showing the address of each Member. A Member may inspect, and on payment of a reasonable fee defined in the fee schedule by the Board, take extracts of, the list of members prepared for a meeting within seven (7) business days. The Member may use this information solely for the purposes set out in the *Act*.

9.8 Quorum. A quorum for the transaction of business at any Meeting of Members shall the lesser of 20% or fifteen (15) voting Members. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present within one-half (1/2) hour after the set time, the President may adjourn the meeting to a fixed time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, quorum may be dispensed with and the meeting will proceed with the Members in attendance.

9.9 The President or, in their absence, the Vice-President shall be chair of any Meeting of Members; if no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the Members present shall choose one of their number to be chair. If the Secretary of the Guild is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary to the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by the Chair or with the consent of the meeting.

9.10 Voting of Members. Business arising at any Meeting of Members' shall be decided by a majority of votes unless otherwise required by the *Act* or these By-laws provided that:

9.10.1 each member entitled to vote under the Articles shall be entitled to one vote on any resolution;

9.10.2 votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

9.10.3 an abstention shall not be considered a vote cast;

9.10.4 before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot.

9.10.5 A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

9.10.6 if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

9.10.7 whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.11 Persons Entitled to be Present. The only persons entitled to attend a Meeting of Members are the Members, the Directors, the Auditor or the person who has been appointed to conduct a review engagement of the Guild, if any, and others who are entitled or required under any provision of the *Act* or the Articles or the By-laws of the Guild to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.12 Conduct of Meetings. The conduct of all meetings of the Directors, of the Members, and of committees shall be governed by the rules contained in the current edition of “Robert’s Rules of Order Newly Revised” in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Guild may adopt.

10 Notices

10.1 Giving Notice. Any notice, communication, or other document to be given (which term includes sent, delivered or served) pursuant to the *Act*, the Articles, these By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

10.1.1 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 Guild or in the case of notice to a Director to the latest address as shown in the records of the Guild or in the most recent notice or return filed under the *Corporations Information Act*, R.S.O. 1990, c. C.39 (“CIA”), whichever is the more current;

10.1.2 if mailed to such person at such person’s recorded address by ordinary mail or by any other method, including registered mail, certified mail, or prepaid courier; or

10.1.3 if sent to such person by telephonic or electronic means, in accordance with By-law 10.2 at such person’s recorded email address or telephone number for that purpose.

10.1.4 The declaration by the Secretary that notice has been given pursuant to these By-laws shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

10.1.5 The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

10.2 Electronic Notice.

10.2.1 Any notice required to be sent to any Member, Director, officer, Auditor, or member of a committee of the Board may be given electronically by e-mail to those Members, Directors, Officers, Auditors, or members of a committee of the Board with an e-mail address, unless such person has requested that the Guild send notice by mail. Any such notice shall be accessible by the recipient so as to be usable for subsequent reference, and shall be capable of being retained by the recipient. A Member, Director, officer, Auditor or member of a committee of the Board who has not provided the Guild with an e-mail address shall be sent notice by prepaid mail to any such person's latest address as shown in the records of the Guild or in the most recent notice or return filed under the "CIA," whichever is the more current, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2.2 Notice provided which contains an electronic link or internet address which is accessible by remote means by the internet or other electronic means, whereby the recipient may review or download the notice or the materials related to the notice, shall satisfy this clause.

10.3 Service. Any notice required to be sent to any Member, Director, or to the Auditor or person who has been appointed to conduct a review engagement of the Guild shall be delivered personally, or sent by prepaid mail, email, or other electronic means to any such Member at the Member's latest address as shown in the records of the Guild; and to such Director at his or her latest address as shown in the records of the Guild or in the most recent notice or return filed under the *CIA*, 1990, whichever is the more current; and to the Auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto. The Guild may change the address on the books of the Guild of any Member, Director or reviewer in response to any information believed to be reliable and as confirmed by the Member or public information.

10.4 Error or Omission in Giving Notice. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, Auditor, or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Guild has provided notice in accordance with these 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.

10.5 Computation of Time. In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the event or meeting shall be included.

10.6 Undelivered Notices. If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Guild shall not be required to give any further notices or communications to that Member unless the Member informs the Guild in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, Officer, Auditor, or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

10.7 Waiver of Notice. Any Member, Director, Officer, or Auditor (or person who has been appointed to conduct a review engagement) may waive any notice required to be given under the *Act*, the Articles or any by-law of the Guild and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

11 General Provisions

11.1 Severability and Precedence. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws. If any of the provisions contained in these By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail. These By-laws are enacted subject to any applicable law and the Articles. Whenever these By-laws may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

11.2 Execution of Documents. When authorized by the Board, deeds, transfers, assignments, contracts, obligations, certificates, and other instruments in writing requiring execution by the Guild may be signed on behalf of the Guild by any two (2) of its Directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be executed. Any person authorized to sign a document may certify a copy of any instrument, resolution, by-law, or other document of the Guild to be a true copy.

11.3 Operation. The Guild is a non-profit organization with all monies being used to promote its purpose.

11.4 Dissolution. As set out in the Articles filed under the *Act*, in the event of dissolution, a quorum of Members shall determine the distribution of the Guild's assets.

Subject to the *Act*, any funds remaining after the settling of any outstanding debts and liabilities of the Guild will be donated to ‘Ontario Handweavers and Spinners’ incorporated under the laws of Ontario, operating in Ontario, or as otherwise set out in the Articles.

12 Amendment and Repeal

12.1 Amendment. Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws. Any such by-law, amendment, or repeal shall be effective from the date of the resolution of the Board until the next Meeting of 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 Members or if it is rejected by the Members at the meeting.

12.2 By-laws Requiring Special Resolution. By-law 12.1 does not apply to a by-law that requires a special resolution of the Members according to section 103(1) of the *Act*. A special resolution is required to make any amendment to by-laws 8.1 (Membership Conditions), 8.2 (Transfer of Memberships), 9.6 (Notice of Meetings), 9.12 (Conduct of Meetings), and this By-law 12.2 (By-laws Requiring Special Resolution).

12.3 By-laws that are also Articles. By-law 2.3 (Purpose of the Guild); 3.2 (Number of Directors); 8.5 (Effect of Termination of Membership); 8.7 (Classes of Memberships); and 11.4 (Dissolution), are also included in the Guild’s Articles. These by-laws can only be amended after the Article on which the by-law is based has been amended in accordance with the process set out in the *Act*.

12.4 Repeal. All previous by-laws of the Guild are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Guild obtained, under any such by-law before its repeal. All Officers and persons acting under the provisions of this by-law, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

ENACTED BY THE BOARD on the 22nd day of August, 2024.

President

Secretary

Schedule A

Position Description of President

Role Statement

The President shall be responsible for the general management and direction of the business and affairs of the Guild and shall preside at all meetings of the Board and Meeting of Members. The Board may prescribe, alter, and repeal any and all other powers and duties to the President at any time.

Reporting

The President shall report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

The President shall set a high standard for Board conduct which includes but is not limited to enforcing policies and By-laws concerning Directors' conduct.

Schedule B

Position Description of Treasurer

Role Statement

The Treasurer works with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Guild and, under the direction of the Board shall control the deposit of money, the safekeeping of securities, and the disbursement of funds of the Guild; shall render to the Board whenever required an account of all their transactions as Treasurer and of the financial position of the Guild, shall recommend to the Board internal reviewers for the Guild, and shall facilitate the annual budget proposal. The Treasurer shall present the accounts annually for the review engagement or financial examination as the case may be and shall prepare and present to the Members an annual report on the Guild's financial position within four (4) months of the financial year end. The Treasurer shall have such other powers and duties as the Board may determine at any time.

Financial Statement

The Treasurer shall present to Members at the Annual Meeting as part of the annual report, the financial statement of the Guild approved by the Board together with the report of the Auditor or of the persons who conducted the review engagement or financial examination as the case may be.

Schedule C

Position Description of Secretary

Role Statement

The Secretary works with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

The Secretary shall attend and be the secretary of all meetings of the Board and Meetings of Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings; the Secretary shall give or cause to be given as and when instructed all notices to Members and Directors; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Guild except where some other office or agent has been appointed for that purpose. The Secretary shall be responsible for all Guild correspondence and shall perform such other duties as the Board may prescribe.

Document Management

The Secretary shall keep a roll of the names and addresses of the Members; ensure the proper recording and maintenance of minutes of all meetings of the Guild, the Board, and its committees, attend to correspondence on behalf of the Board, have custody of all minute books, documents, registers, and ensure that they are maintained as required by law, and ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

The Secretary shall give such notice as required by the By-Laws of all meetings of the Guild, and the Board and its committees. The Secretary shall attend all meetings of the Guild, and the Board and its committees.