

**B Y - L A W S**  
**OF THE**  
**THE FORT HENRY GUARD CLUB OF CANADA INCORPORATED**  
(hereinafter referred to as the "Club")

**INTERPRETATION**

**Definitions**

In this By-Law, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act of Ontario as amended from time to time;
- (b) "By-Law" means any By-Law of the Club from time to time in force and effect;
- (c) In this By-Law "Guard" means the Fort Henry Guard and includes the members of the Guard, the Drums the Artillery and anyone who has been given an FHG Number over 100;
- (d) "Club" means the Fort Henry Guard Club of Canada Incorporated; and
- (e) "Board" or "Directors" means the Board of Directors.

**1. NAME**

The name of the corporation shall be The Fort Henry Guard Club of Canada Incorporated. Throughout this by-law any reference to the "Club" shall mean the Fort Henry Guard Club of Canada Incorporated.

**2. HEAD OFFICE**

The Head Office of the Club is located in Kingston, Ontario.

**3. SEAL**

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

**4. OBJECTS**

The objects for which the Club is incorporated are:

- (a) to bring together the members of the Club for their mutual benefit and support, to encourage a spirit of camaraderie among and to advance the welfare of its members;
- (b) to promote and support the Guard, and to gather and preserve records, information and memorabilia relating to the history and traditions of the Guard;
- (c) to encourage and support research into the history of Fort Henry and the regiments that served in it; and
- (d) to raise funds by way of dues, donations and programs to be used to carry out the objectives of the Club.

The Club shall be carried on without the purpose of gain for its members and any profits or other accretions to the Club shall be used solely to advance its objectives.

## **5. MEMBERSHIP**

There are three categories of Membership in the Club: Regular, Affiliate, and Honorary. Memberships are not transferable but the surviving spouse of a member may apply for Affiliate membership and if accepted becomes a member upon payment of the prescribed dues.

### **(a) REGULAR**

Anyone who was a member of the Guard becomes a Regular Member upon payment of the prescribed dues.

### **(b) AFFILIATE**

Anyone who was employed at Fort Henry in any other capacity or anyone so accepted by the Board of Directors becomes an Affiliate Member upon payment of the prescribed dues.

### **(c) HONORARY**

Anyone who has been associated with or who has rendered special service to Fort Henry, the Guard or the Club, and who has been nominated by a member, approved by the Board and by two-thirds of the members present at the next ensuing general meeting shall become an Honorary Member for life.

## **6. REMOVAL OF MEMBERS**

Any member who, by their conduct, is determined by resolution of the Board, and affirmed by a two thirds majority of the members present at the next ensuing Annual General Meeting, to have brought discredit or dishonour upon the Club shall be removed

from membership; provided that the member shall have been given an opportunity to be heard. The member may, upon application, be reinstated if the Board approves.

## **7. DUES**

Membership fees shall be established by the Board of Directors and notice thereof sent to members. Where any member fails to pay the fees due within a reasonable time of the date of such notice the member in default shall be notified and thereupon cease to be a member until the current fees are paid, at which time the member shall be reinstated.

## **8. BOARD OF DIRECTORS**

The affairs of the Club shall be managed by a Board of Directors not exceeding 13 in number, each of whom shall be a member of the Club.

Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Club provided that they are not forbidden by the By-Laws; or, any special resolution of the Board, or by resolution at a general meeting of the members.

Without limiting the generality of the foregoing, the Board of Directors shall have the government and management of the Club and of its affairs, finances, and property and shall have power:

- (a) to appoint such Officers and Committees as it may deem advisable, and to prescribe their duties. The action of such Officers and Committees shall be at all times subject to the Board's revision and control;
- (b) to fill vacancies that may occur during a Director's term of election, or otherwise and to appoint or dismiss with cause, any officer of the Club;
- (c) to make rules and regulations for the proper management and control of the Club's affairs, and to authorize that such rules and regulations be followed by any of its Committees; and to enforce due observance of the By-Laws and any such rules and regulations; and to enforce and prescribe penalties; and
- (d) to authorize expenditures on behalf of the Club and to make and execute contracts on behalf of, and in the name of the Club, or to authorize its Officers or Committees to do so.

## **9. ELECTION AND TERM OF OFFICE FOR DIRECTORS**

The Board of Directors shall appoint by April of each year a Nominating Committee, consisting of no fewer than two Members, to nominate from the membership no fewer Directors than sufficient for a full Board.

The Nominating Committee will compile a Nomination List of current Directors and nominees and present it to the Board of Directors in sufficient time for discussion. If necessary, the Board of Directors shall nominate a President and Vice President from the nominees. The Nominations List shall be published in the Newsletter preceding the next Annual General Meeting at which the elections are to take place and sent to all members using the addresses filed with the Club Registrar.

This Newsletter announcing the date, time and place for the Annual General Meeting and the Nomination list of Current Directors and Nominees for the next term will be accepted as due notification to the members.

Members may make additional nominations by filing their nominations in writing, together with the nominee's acceptance in writing, with the Secretary at least twenty-four hours prior to the Annual General Meeting. They will be added to the Nomination List together with the rest of the candidates proposed by the Nominating Committee.

If at any Annual General Meeting, for whatever reason, fewer than the required number of Directors shall be elected the members present may make further nominations, ask a retiring Director to reconsider; or by motion ask the newly elected Board to fill any vacancies as quickly as possible.

A Director's term of office shall be for a period of two (2) years. Retiring Directors shall be eligible for re-election if otherwise qualified.

The Board will establish a staggered two year election term with at least six Directors being elected at each Annual General Meeting. The Past President is a voting member of the Board until a new President is elected.

## **10. VACANCIES AND REMOVAL OF DIRECTORS**

The office of a Director shall automatically be vacated:

- (a) if the Director ceases to be a member;
- (b) if the Director becomes bankrupt or makes an unauthorized assignment or is declared insolvent;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the Director, by notice in writing to the Secretary resigns office which shall be effective at the time of receipt or the time specified in the notice whichever is later; or
- (e) if the Director dies.

Where, at a special meeting of the Board, a Director is found by two third thirds of the members present to have broken Club or Board Policy, the Director shall be removed

from office forthwith; provided always that the Director shall have been given a reasonable opportunity to be heard.

Where there is a vacancy on the Board, such vacancy may be filled by Resolution of the Board from a name or names submitted by the Vice-President.

## **11. QUORUM**

The Chair may declare a meeting ready to transact business when one third (1/3) of the Board members are present.

## **12. MEETINGS OF THE DIRECTORS**

Except as otherwise required by law, the Board of Directors may hold its meetings at such places as it may from time to time determine. Notice thereof shall be provided to Board Members and, where possible, such time and place will be made known to the membership along with an invitation to attend. When the Board has determined a regular meeting day and time - no notice need be sent; provided however a copy of the minutes of the previous meeting and the current meeting agenda should be sent in advance to Board members.

A Board meeting will be called by the Secretary for the conduct of regular or special business, on the direction of the President or the direction in writing of any THREE (3) Directors. Notice of such meetings may be phoned, delivered or e-mailed to each Director not less than two (2) days before the meeting date and time - or mailed four days before. A written declaration of the Secretary or President that such notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

A Board of Directors meeting may also be held without notice, immediately following the Annual General Meeting of Club members. The Directors may conduct any business either special or general at this meeting.

A Resolution in writing signed by all of the Board entitled to vote on that Resolution at a meeting is as valid as if it had been passed at a meeting of the Board.

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

## **13. VOTING**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the person presiding, in addition to a regular vote, shall have a second or deciding vote.

All votes at such meetings shall be taken by ballot, if so demanded by any Director present, but if no demand is made the vote shall be taken in the usual way by assent or dissent.

A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facia proof of the fact without further proof being required.

In the absence of the President, these meeting duties may be performed by the Vice-President, the Past President, or such other Director as the Board may from time to time appoint.

#### **14. REMUNERATION OF DIRECTORS/OFFICERS**

The Directors shall receive no salary or remuneration (direct or indirect) for acting as such, but may be reimbursed for reasonable expenses incurred while on Club directed business. Officers may accept an honorarium for activities assigned over and above normal duties.

#### **15. COMMITTEES**

The Board of Directors may from time to time appoint such committees as considered advisable - such committees shall be either Standing or Ad Hoc (for a special, specific purpose) committees.

Standing committee members hold their appointment until the next Annual General Meeting following their appointment. Ad Hoc committee members hold their appointment until the committee's mandate is completed or the next Annual General Meeting, whichever first occurs.

There shall be an Executive Committee consisting of the President, the Vice President, the Past President and Secretary which may meet monthly prior to Board meetings to organize and plan Board objectives, meeting agendas, and other Club matters needing its attention. This committee has a power to invite other members for their expertise and input.

#### **16. OFFICERS OF THE CLUB**

The Board shall annually ,as soon as possible following the Annual General Meeting, or more often as may be required, appoint from the club membership a Treasurer, a Secretary, a Registrar and an Archivist, and such other officers as the Board may by resolution determine. Two or more of the aforesaid offices may be held by the same person. All appointments are at the pleasure of the Board and so may be dismissed at any time.

The President and Vice President are nominated by the Board and elected annually at the Annual General Meeting. The Past President takes office on the election of a new President.

In the event that the President, Vice President or the Past President resigns or is unable or unwilling to continue, or has been removed from office, then such position may be filled from among the existing Board of Directors by appointment of the Board of Directors. Such appointment is valid until the next Annual General Meeting. Where appropriate, consideration might be given to retaining the current Past President and appointing a new Director.

All officers shall respectively have and perform all powers and duties incidental to their respective positions and such other powers and duties respectively as may from time to time be assigned to them by the Board. The Duties of the officers shall include:

(a) DUTIES OF THE PRESIDENT

The President shall, when present, preside at all meetings of the members of the Club and of the Board of Directors.

The President shall be charged with the general management and supervision of the affairs and operations of the Club.

The President - with the Secretary, or other officer appointed by the Board for the purpose - shall sign Club documents and meeting minutes as required and be the Club representative at events that from time to time occur. The President will also be the official Club spokesperson as and when required.

(b) DUTIES OF THE VICE PRESIDENT

During the absence or incapacity of the President, these duties and powers may be fulfilled in total or in part by the Vice President unless otherwise decreed by the Board by an assignment of a duty or duties to some other Director.

Additionally, the Vice President will chair the Review Committee for the purpose of the Annual review of the Club books kept by the Secretary and the Treasurer.

(c) DUTIES OF THE PAST PRESIDENT

This non-elected but fully constituted position with the Club carries many Club duties to let the Board benefit from this experience. The Past President will preside at Board and Club functions at the request of the President and/or Vice President; assist in the annual audit of the Club records; chair the committee to plan and participate in our part of the Guard Annual Awards parade; attend, as available, the meetings of the Executive Committee; and preside over the introductory and elections phases of the Annual General Meeting.

#### (d) DUTIES OF THE SECRETARY

The Secretary shall be responsible for the recording of minutes of each meeting of the Board, and of the Club (AGM) in a form acceptable to the Directors - and further to distribute these minutes as and how requested and then move acceptance at the next appropriate meeting.

The Secretary shall be the custodian of the seal of the Club, and of all books and records and papers, and correspondence and contracts and other documents belonging to the Club - and shall deliver such only when and as directed by a resolution duly passed at a legal Board meeting. All these materials shall be kept in a place designated by the Board.

The Secretary will sign official documents when so designated; all Club membership cards, all minutes; and be one of those designated to sign cheques for the Club.

#### (e) DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Club in an acceptable and appropriate manner and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Club. He shall also perform such other duties as may from time to time be determined by the Board.

#### (f) DUTIES OF THE REGISTRAR

The Club Registrar shall keep the official membership and mailing lists for all former Fort Henry staff who are interested in contact with the Club and current Fort activity.

The Registrar will encourage Club membership; sign receipts for Club membership fees; remind members and others of renewal and other fees as necessary; and send receipts and member cards promptly as fees are received.

The Registrar will report all relevant statistical data and trends with recommendations as needed to the Board.

#### (g) DUTIES OF THE ARCHIVIST

The Club Archivist shall gather and keep such archives respecting Fort Henry, the Fort Henry Guard, and the Club and its members as considered advisable.

The Archivist will cooperate with, and support the efforts of the Fort Archivist especially as their work relates to this gathering of the artifacts mentioned, their listing and



collating, and in arranging suitable displays of these artifacts in the Fort - and then to encourage all former Fort staff to visit.

## **17. PROTECTION OF DIRECTORS AND OFFICERS**

No Director or Officer of or acting for the Fort Henry Guard Club of Canada Incorporated shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director, Officer or Employee;
- (b) for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club, for or on behalf of the Club;
- (c) for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited; or
- (d) 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 or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

Every Director or Officer of the Club or other Club member who has undertaken or who is about to undertake any liability on behalf of the Club and their heirs executors administrators and estates and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs charges and expenses whatsoever which such Director Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought commenced or prosecuted against such Director Officer or other person for or in respect of any act or deed, matter or thing whatever made done or permitted by them in or about the execution of the duties of such office, or in respect of any such liability and all other costs charges and expenses which the Director Officer or other person sustains in or about or in relation to the affairs thereof, except those costs charges or other expenses as are occasioned by their own willful neglect or default. The Club shall also indemnify any such person in such other circumstances as the Act or law permits or requires.

## **18. FINANCIAL**

### **(a) EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements with the approval of and / or on the direction of the Board of Directors shall be signed by either the President, or the

Vice President and by the Secretary, and the Secretary shall affix the seal of the Club to such instruments as require the same.

Contracts in the ordinary course of the Club operations may be entered into on behalf of the Club by the President, Vice-President, Treasurer or by any person authorized by the Board.

The President, Vice President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or any other securities from time to time standing in the name of the Club in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Club transfers of shares, bonds or other securities from time to time transferred to the Club, and may affix the Corporate Seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Club, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Club shall be executed.

(b) FINANCIAL YEAR

The fiscal year of the Club shall terminate on the final day of MARCH in each calendar year.

(c) CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club, and in such manner as shall from time to time be determined by a resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Club through its bankers, and endorse notes and cheques for deposit with the Club's bankers, for the credit of the Club, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Club using the Club's rubber stamp for the purpose. Any one of such officer or agents so appointed may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

(d) DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Club shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of

Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such officer or officers, agent or agents of the Club and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **(e) BORROWING**

The Directors may from time to time:

- i. borrow money on the credit of the Club; or
- ii. issue, sell or pledge securities of the Club; or
- iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Club.

From time to time the Directors may authorize any Director, officer or employee of the Club or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Club.

### **19. BOOKS AND RECORDS**

The Directors shall see that all necessary Books and Records of the Club as required by the By-Laws or by any applicable statute or law are regularly and properly kept and shall annually appoint a committee of up to three members of the Board to conduct an annual financial review of the books and records. The committee's report shall be made available to the Board and filed at the Annual General Meeting.

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

The Annual General Meeting shall be held in July or August, and at it or any other meeting, reports will be received concerning Director activities, the Club's financial position, the status of Club membership, and Directors will be elected. Any other business either special or general may be conducted without any notice thereof at any General Meeting.

The Board of Directors or the President, or the Vice President shall have the power to call at any time a general meeting. No public notice or advertisement of member's meetings, annual or general, shall be required, but notice of time and place of every such meeting shall be printed in a Newsletter which shall be sent, either by e-mail or regular mail, to every member, at the address shown on the records of the Club to arrive at least fourteen (14) days prior to the meeting date. Such notice will implicitly or directly state the main reason for the general meeting.

(a) ERROR OR OMISSION IN THIS NOTICE

No error or omission in giving notice for any general or adjourned meeting of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat.

(b) QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than TEN (10) members present in person or represented by proxy, provided that in no case shall any meeting proceed without THREE (3) members present in person.

(c) VOTING OF MEMBERS

Each member of the Club shall be entitled to one vote and may vote by proxy following the procedure set out herein. No person shall be entitled either in person or by proxy to vote at a general meeting of the Club unless a paid-up Club member.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the Club rules or by law.

Every question shall in the first instance be decided by a show of hands. Unless a poll is demanded, each member having one vote in person or by legal proxy; the resolution will be decided carried or not carried by a declaration by the Chairperson and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facie proof of the fact without proof of the numbers of votes in favour or against. If a poll is demanded by any member the Chairperson will direct the manner in which the poll is to be conducted and how the decision will be reached and recorded.

In cases of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or deciding vote.

(d) PROXY VOTING

Instruments to appoint a proxy, and instructions re same will be distributed to members by Newsletter prior to any General Meeting or Annual General Meeting. The proxy instrument when properly and legally completed by and for a member shall be filed with the Board Secretary at least twenty-four hours prior to the meeting.

A proxy shall have the right to vote on any questions to be decided by a show of hands.

Prior to the voting, the Chairperson shall report to the meeting:

- i. the names of the members present holding proxies;
- ii. the names of the members who signed the proxies;
- iii. the total number of votes represented by proxy;
- iv. the numbers of votes represented by members present in person; and
- v. the total number of votes possible at each vote and the number of votes needed to pass a resolution or nomination.

## **21. ADJOURNMENTS**

The Chair may adjourn any meeting of the Club or of the Board Directors to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **22. AMENDMENT**

This By-Law may be amended at any annual or special general meeting by a resolution passed by a majority of two-thirds of the members present in person or by proxy.