

## **Peterborough Historical Society. Articles of Incorporation**

These Articles of Incorporation are enacted in compliance with the Not-for-Profit Corporations Act (2010), and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.

### **PREAMBLE**

WHEREAS certain changes in the purpose, nature and function of the Corporation have been effected.

AND WHEREAS it has been deemed expedient to repeal the present By-law of the Corporation being By-law Number 4, and substitute therefore the Articles of Incorporation of the Corporation

Now THEREFORE, be it enacted and it is hereby enacted that By-law Number 4 of the Peterborough Historical Society be hereby repealed and the following substituted therefore

### **Articles of Incorporation**

Articles of Incorporation relating generally to the transaction of the affairs of Peterborough Historical Society

### **SECTION I**

#### **1 Head Office**

1.1 The Head office of the Corporation shall be in the City of Peterborough, in the Province of Ontario, and is registered as 270 Brock St, Peterborough, ON K9H 2P9

1.2 **The Corporation shall henceforth be known as a Public Benefit Corporation**

#### **2 Seal**

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

#### **3 Naming conventions**

3.1 The following shall be commonly used terms throughout this constitution: Society, Officers, Directors at Large, Special Meetings, Annual General Meeting, Executive Committee, Board of Directors, Corporation

## **4 Fiscal year**

- 4.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

## **5 Membership**

### **5.1 Membership criteria**

- 5.1.1 Membership shall be open to anyone who supports the goals and objectives of the Corporation
- 5.1.2 Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.
- 5.1.3 Upon receipt of the annual membership fee established by the Directors, each member shall promptly be informed by the Secretary of his/her admission as a member of the Society.
- 5.1.4 Membership shall be for the fiscal year or, if the fee is paid after the start of the fiscal year, for the balance of the fiscal year. The fiscal year to which the membership fee applies shall be stated on the membership receipt issued.
- 5.1.5 **The Corporation shall maintain membership lists for a period of six (6) years.**

### **5.2 Membership categories**

- 5.2.1 The following will be the categories of membership: individual, family, student, honorary, and any other categories determined by the Board.

### **5.3 Membership dues**

- 5.3.1 The annual membership dues shall be fixed from time to time by the Board of Directors.
- 5.3.2 The Secretary shall notify the members of the dues payable by them and, if any are not paid within 90 days of the date of such notice a reminder notice will be sent to them
- 5.3.3 Members who remain in default shall thereupon automatically cease to be members of the Society, but any such members may upon payment of all unpaid dues be reinstated

## **6 Infrastructure**

### **6.1 Board of Directors**

- 6.1.1 The affairs of the Corporation shall be managed by a Board of 7 to 11 Directors, and a Register of Directors shall be maintained at the Registered Office of the Corporation

**6.1.2** 7 to 9 of the Directors shall be elected, each of whom at the time of election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation.

**6.1.3** Both the Curator and Manager of Hutchison House and the Immediate Past President shall be ex-officio, non voting members of the Board of Directors and shall constitute the remaining 2 members of the Board of Directors

## **6.2 Officers**

**6.2.1** There shall be a President, a Vice-President, a Secretary and a Treasurer

**6.2.2** One person may hold more than one office except the offices of President and Vice-President.

**6.2.3** The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election then the incumbents, being members of the Board, shall hold office until their successors are elected.

## **6.3 Executive Committee**

**6.3.1** The Directors are further empowered to elect an Executive Committee composed of not less than 3 Directors, and the Chair of the Hutchison House Operations Committee, and delegate to the Executive Committee such powers of the Board as the Board decides

## **6.4 Hutchison House Operations Committee**

The Operations Committee will consist of a Chair, Vice Chair, the Curator and Manager, the Assistant Curator and other members as needed from time to time pursuant to the Terms of Reference of this Committee.

**6.4.2** Where possible, the Immediate Past President of the Peterborough Historical Society will act as Chair

## **7 Committees**

Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers, appoint such committees and sub-committees as the Board in its sole discretion decides, and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do without in any way derogating from the foregoing.

## **8 Execution of documents**

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

**8.2** Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by an officer of the Corporation or by any person authorized by the Board.

**8.3** 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 other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, 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 an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

## **9 Amendments**

**9.1** Subject to the proviso in this section, the Board may enact a By-law amending any By-law, but unless such amending By-law is in the meantime confirmed with or without amendments at a Special Meeting by at least two thirds of the votes cast thereat on a motion for confirmation, such amending By-law shall be effective only until the next Annual Meeting unless confirmed thereat with or without amendments by at least two thirds of the votes cast on a motion for confirmation.

**9.2** In default of such confirmation such amending By-law shall cease to have effect at and from that time, and in that case no new By-law of the same or like substance shall have effect until confirmed with or without amendments at a Special or Annual Meeting by at least two thirds of the votes cast thereat on a motion for confirmation. Provided, however, that no amending By-law changing the rights and privileges of members shall have any effect until confirmed with or without amendments at a Special or Annual Meeting by at least two thirds of the votes cast thereat on a motion for confirmation.

## **SECTION II**

### **1. Terms of office**

#### **1.1 Board of Directors**

- 1.1.1** Each Director shall be elected at the annual meeting
- 1.1.2** The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified provided that no member shall be eligible for election as a Director for more than six consecutive years unless holding office as president or as vice-president during the sixth year served, in which event such member shall not be eligible for election as a Director for more than eight consecutive years
- 1.1.3** The election may be by a show of hands unless a ballot be demanded by any member.
- 1.1.4** After a Director has served for a period of either six or eight consecutive years, there must be an interval of at least 2 years between terms of serving as a Society Director.

#### **1.2 Board of Directors – removal**

- 1.2.1** The members of the Corporation may, by resolution passed by a simple majority of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
- 1.2.2** The Board may, by resolution passed by a simple majority at a Special Meeting, request the resignation from the Board of any Director who is absent from three consecutive meetings of the Board.

#### **1.3 Board of Directors – vacancies**

- 1.3.1** Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office be filled, by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- 1.3.2** If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred which may be filled in the manner above provided

## **1.4 Board of Directors - errors in notices**

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

## **1.5 Board of Directors – remuneration**

- 1.5.1** The Directors shall receive no remuneration for acting as such, but may receive reimbursement for out of pocket expenses incurred through services rendered.

## **2 Nominations**

- 2.1** A Nominating Committee shall be appointed by the Board of Directors and chaired by the Vice-President and shall consist of at least two members of the Society who are not members of the Board of Directors.
- 2.2** The Nominating Committee shall prepare a slate of candidates for presentation at the annual Meeting and shall obtain the prior written approval of every person to be nominated.
- 2.3** Nominations will open 45 days in advance of the election and close the day prior to the election.
- 2.4** The call for nominations will be published in the January issue of the Bulletin, through Facebook as well as on the Society website.
- 2.5** Nominations will be submitted to the Secretary of the Society.
- 2.6** Nominees will be presented on behalf of the Nominating Committee at the Annual General Meeting
- 2.7** A returning officer, who is not a member of the Board of Directors, will be appointed by the Board.
- 2.8** A Director Consent Form will be completed for each nominee, pursuant to a Director Consent Form complying with the requirements of the Act.
- 2.9** A record shall be kept of (a) all consents to act as a director, (i) of each individual who is named in the articles as a first director and who is not an incorporator, and (ii) of each individual who is named in the articles as a first director and who is an incorporator, if the articles are filed with the Director in an electronic format and the consent is required by the regulations; and (b) the consents to act as a director of each individual who is elected or appointed a director of the corporation

## **3 Duties and powers**

### **3.1 Office of the President**

**The President shall,**

- 3.1.1 When present, preside at all meetings of the members of the Corporation and of the Board of Directors.
- 3.1.2 With the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.
- 3.1.4 During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President is absent or unable to so act, such other Director as the Board may from time to time appoint for the purpose

**3.2 Office of the Vice-President**

- 3.2.1 The Vice-president shall perform the duties of the President in his/her absence, or when specifically asked by the President to do so.

**3.3 Office of the Secretary**

**The Secretary shall**

- 3.3.1 Be the clerk of the Board of Directors.
- 3.3.2 Attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose
- 3.3.3 Give all notices required to be given to members and to Directors
- 3.3.4 Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution
- 3.3.5 Perform such other duties as may from time to time be determined by the Board of Directors
- 3.3.6 Act as chief electoral officer

**3.4 Office of the Treasurer**

The Treasurer, or person performing the usual duties of a Treasurer, shall

- 3.4.1 Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account including full and accurate accounts of all receipts and disbursements of Hutchison House
- 3.4.2 Deposit all money or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.

- 3.4.3 Disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and
- 3.4.4 Render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation
- 3.4.5 Also perform such other duties as may from time to time be determined by the Board of Directors

### **3.5 Directors**

- 3.5.1 The Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **4 Meetings**

### **4.1 Board of Directors**

- 4.1.1 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.
- 4.1.2 No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 4.1.3 Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors
- 4.1.4 Notice of such meetings shall be delivered, telephoned, faxed, or e-mailed to each Director not less than forty eight (48) hours before the meeting is to take place or shall be mailed to each Director not less than four (4) days before the meeting is to take place
- 4.1.5 The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 4.1.6 The Directors may consider or transact any business either special or general at any meeting of the Board.

### **4.2 Monthly meetings**



- 4.2.1** Monthly meetings shall be held at a location as the Board of Directors, or the Executive Committee, may determine and on such day as the said Directors shall appoint.

### **4.3 Annual and other general meetings**

- 4.3.1** The annual or any other general meeting of the members shall be held at head office of the Corporation or elsewhere in Ontario as the Board of Directors, or the Executive Committee, may determine and on such day as the said Directors shall appoint. Notice of such meetings shall be given to members 10-50 days in advance of the meeting
- 4.3.2** At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and Auditors appointed for the ensuing year
- 4.3.3** The remuneration of the Auditors shall be fixed by the Board.
- 4.3.4** The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
- 4.3.5** The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation
- 4.3.6** No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by email or prepaid mail postmarked ten to fifty calendar days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat.
- 4.3.7** Any business may be transacted which the Corporation at annual or general meetings may transact.

### **4.4 Special meetings**

- 4.4.1** The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.
- 4.4.2** A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation.

### **4.5 Adjournments**

- 4.5.1** Any meeting of the Corporation or of the Directors may be adjourned 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.

## **5 Quorum**

### **5.1 Board of Directors**

- 5.1.1** Five Directors of whom 2 are officers of the Corporation shall form a quorum for the transaction of business.

- 5.1.2** The number of Directors may be increased or decreased by a Special Resolution.

- 5.1.3** This resolution must be passed by the Directors and approved at an annual meeting by at least two-thirds of the vote cast.

### **5.2 Monthly, annual, special or other general meetings**

- A quorum for the transaction of the business at any meeting of members shall consist of not less than 15 members present;
- 5.2.1**

## **6 Voting**

### **6.1 Directors' meetings**

- 6.1.1** Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of equality of votes, the chair of the meeting, in addition to the Chair's original vote, shall have a second or casting vote

- 6.1.2** All votes at any 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

- 6.1.3** A declaration by the chair of the meeting, that a resolution has been carried and 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.

### **6.2 Monthly, annual, special or other general meetings**

- 6.2.1** Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote.

- 6.2.2** No member shall be entitled to vote at meetings of the Corporation without having paid all dues or fees, if any, then payable.
- 6.2.3** At all meetings of members every question shall be decided by a majority of the votes of the members present in person, unless otherwise required by the by-laws of the Corporation, or by law
- 6.2.4** Every question shall be decided in the first instance by a show of hands unless a poll demanded by any member
- 6.2.5** Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution
- 6.2.7** In case of an equality of votes at any general meeting, the chair of the meeting shall be entitled to a second or casting vote

## **7 Finance and administration**

### **7.1 Signing authorities - bank transactions**

- 7.1.1** All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by 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 Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

- 7.1.2** Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation'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.

### **7.2 Signing authorities - other**

**7.2.1** Signing authorities for all other Society business will follow the Delegation of Authority procedure approved by the Board of Directors of the Peterborough Historical Society

### **7.3 Deposit of securities for safekeeping**

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

**7.3.2** Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in 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

**7.3.3** The institutions which may be so selected as custodians of 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.

### **7.4 Giving notice**

**7.4.1** Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally by depositing same in a post office or public letterbox, in a prepaid, sealed wrapper addressed to the Director, officer or member at their address as the same appears on the books of the Corporation

**7.4.2** A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid.

**7.4.3** For the purpose of sending any notice the address of any member, Director or officer shall be the last address as recorded on the books of the Corporation

### **7.5 Borrowing**

**7.5.1** The Directors may from time to time a) borrow money on the credit of the Corporation; or b) issue, sell or pledge securities of the Corporation; or c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation.

**7.5.2** From time to time the Directors may authorize any Director, officer or employee of the Corporation 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 to the securities to be given therefor, 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 Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the

Corporation.

## **8 Limitation of liability**

- 8.1** Subject to the limitations contained in the Act but without limit to the right of the Corporation to indemnify any person under the Act or otherwise, every Director and Officer of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against,
- 8.2** 1. all costs, charges and expenses whatsoever sustained or incurred in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them in or about the execution of the duties of their office; and
- 8.3** 2. all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- 8.4** In the event that the Board, its members, the Secretary, the Treasurer, the Director/Creator, or any Officers or Servants of the Corporation are found liable in any proceeding in respect of any matter hereunder or under any other By-law, whether or not it shall be ascertained that the charges or representations giving rise to the proceedings were true or false, they shall be indemnified and held harmless by the Corporation unless, if false, it shall be proven that such had been done intentionally and maliciously, knowing them to be false and with other than the purpose of promoting the best interests of the Corporation.
- 8.5** The Directors are jointly and severally liable to the employees, apprentices, and other wage earners thereof for all debts due while they are Directors for services performed for the Corporation, not exceeding six months wages, and for the vacation pay accrued for not more than twelve (12) months under the Employment Standards Act or any predecessor thereof and the regulations there under or under any collective agreement made by the Corporation.
- 8.6** A Director is not liable under the terms of the preceding paragraph
- 8.6.1** 1. unless the Corporation has been sued for debt within six (6) months after it became due and execution has been returned unsatisfied in whole or in part, or the Corporation has within that period gone into liquidation or has been ordered to be wound up or has made an authorized assignment under the Bankruptcy Act (Canada), or a receiving order under the Bankruptcy Act (Canada) had been made against it and the claim on the debt has been fully filed and proven; and

**8.6.2** 2. unless sued for the debt while a Director or within six months after he ceasing to be a Director.

**8.7** Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may from time to time determine.

## **9 Revocation and saving clause**

**9.1 Revocation** By-law #3 as heretofore enacted and amended is repealed in their entirety from and after the effective date of this By-law.

**9.2 Saving Clause** Such repeal of By-law #3 of the Corporation shall not affect the previous operation of the By-law or affect the validity of any act done, right, privilege, obligation or liability acquired or incurred under such By-law or the validity of any contract or agreement made pursuant thereto prior to its repeal, and all officers and individuals acting under such By-law so repealed shall continue to act as if appointed or elected under the provisions of this By-law, and all resolutions with continuing effect passed by the Board, the Members or the members of any committee under this By-law so repealed shall continue to be valid except to the extent inconsistent with this By-law and until amended or repealed.

**10 Distribution of income** Any distribution of income of the Corporation during its lifetime, or of earned surplus in the event of the winding up of the Corporation, to any Member or for the personal benefit of any Member of the Corporation is prohibited.

## **11 Dissolution of the corporation**

**11.1** Upon dissolution of the Corporation and after the payment of all debts and liabilities, any remaining surplus of the Corporation, shall be distributed or disposed of to charitable Organizations, the objects of which are beneficial to the Peterborough community

**11.2** It is the desire of the Corporation that Hutchison House be transferred to a charity which will continue its operation as a Museum

**12 Official publication** The monthly newsletter shall be the official printed publication of the Peterborough Historical Society supported by other media vehicles as approved by the Board of Directors.

**13 Access to records** The auditor of a corporation or other person who is conducting a review engagement may (a) demand that the present or former directors, officers, employees or agents of the corporation give the auditor or other person any information and explanations and access to records, documents, books, accounts and vouchers of the

corporation or of any of its subsidiaries

- 14 Books and records** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept
- 15 Effective date** This By-law shall come into force, and shall only come into force, when it is enacted by the Board and confirmed with or without amendment at a Special or Annual Meeting by at least two thirds of the votes cast thereat on a motion for confirmation.