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# BY-LAW NO. 1

## A by-law relating generally to the transaction of the business and affairs of

## OTTAWA CANADA LINUX USERS GROUP

(hereinafter referred to as **\*\*OCLUG\*\*** ).

### INTERPRETATION

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

- (a) **Act** means the *Corporations Act*, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of OCLUG to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes. All such references are to be read with:
  - the words **corporation** meaning **OCLUG** and
  - the word **shareholder** meaning **member**;
- (b) **By-law** means any By-law of OCLUG from time to time in force and effect;
- © **Letters Patent** means the Letters Patent and any supplementary letters patent of OCLUG;
- (d) **Regulations** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of OCLUG to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (e) **Linux** means the computer operating system kernel developed by Linus Torvalds. The word **Linux** is a registered trademark of Linus Torvalds.

2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of OCLUG and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word **person** shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts

and any number or aggregate of persons;

- © the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## STATEMENT OF PRINCIPLES

3. Principles. The objects for which OCLUG is incorporated are specified in its Letters Patent. They are:

- (a) to form a group of Linux users,
- (b) to promote through education and other means a greater awareness and understanding of all varieties of computer operating environments based on the Linux kernel,
- © to develop without financial gain new or improved applications based on the Linux kernel for the benefit of the members of OCLUG.

## HEAD OFFICE

4. Head Office The head office of OCLUG is specified in its Letters Patent. ([s. 277 \(1\)](#))

## SEAL

5. Seal OCLUG does not have a seal. ([s. 279](#))

## DIRECTORS

6. Designation The affairs of OCLUG are managed by a board of directors designated as the Board and the members of this Board are referred to as Directors. ([s. 283 \(1\)](#))

7. Number The number of Directors is specified in the Letters Patent such that:

- (a) it is a fixed number not less than three, and ([s. 283 \(2\)](#))
- (b) it may be changed by a special resolution of the Board. ([s. 285 \(1\)](#))

8. Conduct of business All OCLUG business transacted by its Directors shall be transacted at Board meetings at which a quorum of the Board is present or by other means in accordance with the Act. ([s. 283 \(3\)](#))

9. Qualifications The qualifications of Directors are:

- (a) only members of OCLUG can serve as Directors, ([s. 286 \(1\)](#)) ([s. 286 \(2\)](#))
- (b) a Director shall be eighteen or more years of age, ([s. 286 \(4\)](#))
- © no undischarged bankrupt shall be a Director, and, if a Director becomes a bankrupt, he or she thereupon ceases to be a Director. ([s. 286 \(5\)](#))

## 10. First Directors.

- (a) The persons named as first directors in the Letters Patent are the Directors of OCLUG until replaced by the same number of others duly elected in their stead, (s. 284 (1))
- (b) The first directors of OCLUG have all the powers and duties and are subject to all the liabilities of Directors. (s. 284 (2))

## 11. Election and Term.

- (a) A Director is elected to serve for one Board term, a one year period ending on April 30. A Director retiring in the current Board term is eligible, if qualified, to stand for re-election. (s. 129 (1) (g)) (s. 287 (2)) (s. 287 (5))
- (b) The Directors for the upcoming Board term are elected by ballot by the members present at the Annual Meeting or at a General Meeting during the current Board term, (s. 129 (1) (g)) (s. 287 (1))
- © The members may, by a resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term. (s. 67 (1))
- (d) If an election of Directors is not held at the proper time, the Directors continue in office until their successors are elected. (s. 287 (4))
- (e) The acts of a Director or of an Officer are valid despite any defect that may afterwards be discovered in his or her appointment or qualification. (s. 292)

12. Vacancies. Where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. (s. 283 (4))

## 13. Filling Vacancies.

- (a) As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office. (s. 288 (2))
- (b) Whenever there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a General Meeting to fill the vacancies, and, in default or if there are no Directors then in office, the meeting may be called by any member. (s. 288 (3))

## 14. Executive Committee

- (a) The Board does not have an Executive Committee. (s. 70 (1))
- (b) Since the number of Directors on the Board is more than six, the Board may pass a by-law authorizing them to elect from among their number an Executive Committee consisting of not fewer than three and to delegate to the Executive Committee any powers of the board, subject to the restrictions, if any, contained in the by-law or imposed from time to time by Board. (s. 70 (1))
- © The Executive Committee by-law is not effective until it has been confirmed by at least two-thirds of the votes cast at a General Meeting duly called for that purpose. (s. 70 (2))
- (d) An executive committee may fix its quorum at not less than a majority of its members. (s. 70 (3))

## 15. Other Committees. The Board:

- (a) authorizes a committee by appointing a Chairperson; (s. 129 (1) (j))

- (b) may revoke this appointment at any time; (s. 129 (1) (j))
- © provides a written mandate and a termination date for the committee to the Chairperson when the appointment is made; (s. 129 (1) (j))
- (d) authorizes the Chairperson to select the committee members based on competence; (s. 129 (1) (j))
- (e) requires committee members to be OCLUG members; (s. 129 (1) (j))
- (f) defines the powers of the committee as the Board sees fit; (s. 129 (1) (j))
- (g) authorizes the committee to formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make; (s. 129 (1) (j))
- (h) reserves the right to remove any committee member by resolution of the Board; and (s. 129 (1) (j))
- (i) does not offer remuneration to the committee Chairperson or to committee members. (s. 129 (1) (j))

#### 16. Remuneration of Directors.

- (a) Every Director is a volunteer who serves without remuneration, additional privileges, or benefits. (s. 129 (1) (f))
- (b) The Board may pass by-laws for the payment of the President or any Director, but these by-laws are not effective until confirmed at a General Meeting duly called for that purpose. (s. 69) (s. 126 (2))

## MEETINGS OF DIRECTORS

17. Place of Meeting. Meetings of the Board are held at any time and at any place in Ottawa as determined by the Board. (s. 82 (2)) (s. 129 (1) (i))

18. Notice. Meetings of the Board may be convened by the President, Vice-President, or any two Directors at any time. The Secretary, when directed by any of such Officers or any two Directors, shall convene a meeting of the Board. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served by email two days before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a Board meeting and attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that Board meetings may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting. (s. 129 (1) (i))

19. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any Board meeting shall invalidate such meeting or make void any proceedings taken at such meeting. (s. 129 (1) (i))

20. Adjournment. Any Board meeting may be adjourned to a fixed time and place. Notice of any adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the

terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. (s. 129 (1) (i))

21. Regular Meetings. OCLUG holds at least one Board meeting per quarter. Additional meetings are held as needed. (s. 129 (1) (i))

22. Quorum. The quorum for a Board meeting is a majority of the number of Directors specified in the Letters Patent. (s. 288 (1))

23. Voting. Each Director exercises one vote at a Board meeting. Every Director at a Board Meeting votes or abstains for each motion. A simple majority of those voting is required to approve a motion. (s. 129 (1) (i))

24. Means of Meeting. If all the Directors present at or participating in the Board meeting consent, a Board meeting may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting. (s. 283 (3.1))

## **POWERS OF DIRECTORS**

25. Administer Affairs. To administer the affairs of OCLUG the Board acts:

- (a) to carry on any other business capable of being conveniently carried on in connection with its business or likely to enhance the value of or make profitable any of its property or rights; (s. 23 (1) (a))
- (b) to acquire or undertake the whole or any part of the business, property and liabilities of any person carrying on any business that OCLUG is authorized to carry on; (s. 23 (1) (b))
- © to apply for, register, purchase, lease, acquire, hold, use, control, license, sell, assign or dispose of patents, patent rights, copyrights, trade marks, formulae, licences, inventions, processes, distinctive marks and similar rights; (s. 23 (1) (c))
- (d) to enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction that OCLUG is authorized to carry on or engage in or any business or transaction capable of being conducted so as to benefit OCLUG, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same; (s. 23 (1) (d))
- (e) to enter into arrangements with any public authority that seem conducive to OCLUG's objects and obtain from any such authority any rights, privileges or concessions; (s. 23 (1) (f))
- (f) to promote any company for the purpose of acquiring or taking over any of the property and liabilities of OCLUG, or for any other purpose that may benefit OCLUG; (s. 23 (1) (h))

- (g) to purchase, lease or take in exchange, hire or otherwise acquire any personal property and any rights or privileges that OCLUG may think necessary or convenient for the purposes of its business; [\(s. 23 \(1\) \(i\)\)](#)
- (h) to construct, improve, maintain, work, manage, carry out or control any roads, ways, tramways, branches, sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences that may advance OCLUG's interests, and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof; [\(s. 23 \(1\) \(j\)\)](#)
- (i) to raise and assist in raising money for, and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person or company with whom OCLUG may have business relations or any of whose shares, securities or other obligations are held by OCLUG and to guarantee the performance or fulfillment of any contracts or obligations of any such person or company, and in particular to guarantee the payment of the principal of and interest on securities, mortgages and liabilities of any such person or company; [\(s. 23 \(1\) \(k\)\)](#)
- (j) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the property of OCLUG in the ordinary course of its business; [\(s. 23 \(1\) \(n\)\)](#)
- (k) to adopt such means of making known the products of OCLUG as seems expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes and rewards or making donations; [\(s. 23 \(1\) \(o\)\)](#)
- (l) to pay all costs and expenses of or incidental to the incorporation and organization of OCLUG; [\(s. 23 \(1\) \(s\)\)](#)
- (m) to do any of the above things and all things authorized by the Letters Patent as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others; [\(s. 23 \(1\) \(u\)\)](#)
- (n) to do all such other things as are incidental or conducive to the attainment of the above objects and of the objects set out in the Letters Patent; [\(s. 23 \(1\) \(v\)\)](#)
- (o) to construct, maintain and alter any buildings or works necessary or convenient for its objects; [\(s. 275 \(a\)\)](#)
- (p) to acquire by purchase, lease or otherwise and to hold any land or interest therein. [\(s. 275 \(b\)\)](#)

26. Expenditures. The Board makes expenditures and investments:

- (a) to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments; [\(s. 23 \(1\) \(l\)\)](#)
- (b) to invest and deal with the money of OCLUG not immediately required for its objects in such manner as may be determined. [\(s. 23 \(1\) \(t\)\)](#)

27. Borrowing Power.

- (a) The Board may cause OCLUG to borrow money based on the credit of OCLUG where such borrowing is limited to borrowing money for current operating expenses. [\(s. 59 \(1\) \(a\)\)](#)
- (b) The Board may pass by-laws,
  - (1) for borrowing money on the credit of OCLUG; [\(s. 59 \(1\) \(a\)\)](#)
  - (2) for issuing, selling or pledging securities of OCLUG; or [\(s. 59 \(1\) \(b\)\)](#)
  - (3) for charging, mortgaging, hypothecating or pledging all or any of the property of OCLUG, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of

OCLUG. (s. 59 (1) (c))

- © No by-law related to borrowing passed by the Board is effective until it has been confirmed by at least two-thirds of the votes cast at a General Meeting duly called for considering it. (s. 59 (3))

28. Fund Raising. The Board conducts fund raising in accordance with the power to solicit donations and grants defined in the Letters Patent.

29. Agents and Employees. OCLUG does not have any employees or agents. (s. 129 (1) (h))

30. Remuneration of Agents and Employees. OCLUG does not have any employees or agents, so remuneration is not required. (s. 129 (1) (h)).

## OFFICERS

31. Appointment.

- (a) The officers of OCLUG are: President, Vice-President, Secretary, and Treasurer. (s. 129 (1) (h))
- (b) The Board elects one of the Directors as President. (s. 289 (1))
- © The Board appoints the Vice-President, Secretary, and Treasurer (s. 289 (2))
- (d) The President's election and the officers' appointments for a new Board term take place at the first Board meeting following the General Meeting at which the Directors were elected. Subsequently this election or these appointments take place at the first Board meeting that has an Officer position vacant. (s. 129 (1) (h))
- (e) Only Directors serve as Officers. (s. 129 (1) (h)) (s. 291 (1))
- (f) An individual Director holds only one Officer position. (s. 129 (1) (h))

32. Vacancies. Each incumbent Officer continues in office until the earlier of:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or at the time specified in the resignation, whichever is later; (s. 129 (1) (h))
- (b) removal by a Board resolution; or (s. 129 (1) (h))
- © the appointment of a successor. (s. 129 (1) (h))

33. Remuneration of Officers. Every Officer is a volunteer who serves without remuneration, additional privileges, or benefits. (s. 129 (1) (h))

34. Removal of Officers. All officers are subject to removal by a resolution of the Board at any time, with or without cause. (s. 129 (1) (h))

35. Duties of Officers may be Delegated. In case of the absence or inability to act of any Officer or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other Officer or to any Director for the time being. (s. 129 (1) (h)) (s. 289 (4))

36. Powers and Duties.

- (a) President
  - (1) presides and acts as the chairperson at all Board Meetings, (s. 129 (1) (h)) (s. 290)

- (2) presides at all General Meetings, ([s. 129 \(1\) \(h\)](#))
- (3) notifies Directors about Board Meetings at least 72 hours in advance, ([s. 129 \(1\) \(h\)](#))
- (4) provides general and active management of the affairs of OCLUG, ([s. 129 \(1\) \(h\)](#))
- (5) sees that all resolutions of the Board are put into effect, ([s. 129 \(1\) \(h\)](#))
- (6) presents an annual report at a General Meeting, ([s. 129 \(1\) \(h\)](#)) and
- (7) directs the election of the Directors for the next Board term; ([s. 129 \(1\) \(h\)](#))
- (b) Vice-President
  - (1) is vested with all the powers and shall perform all the duties of the President in the absence, inability, or refusal to act of the President, when instructed to do so by a resolution of the Board; ([s. 129 \(1\)\(h\)](#))
- © Secretary
  - (1) convenes Board meetings, ([s. 129 \(1\) \(h\)](#))
  - (2) records the minutes for each Board, General, and Annual Meeting, ([s. 299 \(1\)](#))
  - (3) emails notices to members for Annual and General Meetings; ([s. 129 \(1\) \(h\)](#))
  - (4) archives Board, Annual, and General meeting minutes and makes them publicly available as soon as possible following each meeting, ([s. 305 \(1\)](#))
  - (5) maintains a file of all OCLUG correspondence, ([s. 129 \(1\) \(h\)](#))
  - (6) maintains the OCLUG documents including its Letters Patent, By-Laws and special resolutions, register of members, and register of Directors, ([s. 300](#))
  - (7) once during the Board term attempts to contact each member using the address in the register of members, and if contact cannot be made recommends to the Board that the membership be terminated, ([s. 129 \(1\) \(d\)](#))
  - (8) gives notice of the appointment of an auditor in writing to the auditor forthwith after the appointment is made. ([s. 94 \(7\)](#))
- (d) Treasurer
  - (1) has the care and custody of all the funds and securities of OCLUG subject to the provisions of any resolution of the Board, ([s. 129 \(1\) \(h\)](#))
  - (2) deposits all money, securities, and other valuable effects in the name of and to the credit of OCLUG in such chartered banks, trust companies or financial services corporations, or in the case of securities, with such registered dealers in securities, as designated by the Board from time to time, ([s. 129 \(1\) \(h\)](#))
  - (3) keeps full and accurate accounts of all
    - sums of money received and disbursed by OCLUG and the matters with respect to which receipt and disbursement took place, ([s. 302 \(a\)](#))
    - sales and purchases of OCLUG, ([s. 302 \(b\)](#))
    - assets and liabilities of OCLUG, ([s. 302 \(c\)](#))
    - transactions affecting the financial position of OCLUG ([s. 302 \(d\)](#))
  - (4) disburses the funds of OCLUG as directed by the Board taking proper vouchers for such disbursements, ([s. 129 \(1\) \(h\)](#))
  - (5) provides an accounting of all transactions and a statement of the financial position of OCLUG at Board meetings. ([s. 129 \(1\) \(h\)](#))

## PROTECTION OF DIRECTORS AND OFFICERS

### 37. Liabilities.

- (a) Directors and Officers are members of OCLUG, and consequently as members are not held

answerable or responsible for any act, default, obligation or liability of OCLUG or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with OCLUG. (s. 122)

- (b) The Board may purchase and maintain insurance for a Director or Officer against any liability incurred by the Director or Officer, in the capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of OCLUG. (s. 283 (5))

38. Indemnities to Directors and Officers. Every Director and Officer of OCLUG, and his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent given at any General Meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of OCLUG, from and against:

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and (s. 80 (a))
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default. (s. 80 (b))

39. Directors Liable to Employees.

- (a) The Directors are jointly and severally liable to the employees, apprentices and other wage earners of OCLUG for all debts due while they are Directors for services performed for OCLUG, not exceeding six months wages, and for the vacation pay accrued for not more than twelve months under the Employment Standards Act or any predecessor thereof and the regulations thereunder or under any collective agreement made by OCLUG. (s. 81 (1))
- (b) A Director is not liable under (a) above:
  - (1) unless OCLUG has been sued for the debt within six months after it has become due and execution has been returned unsatisfied in whole or in part, or OCLUG 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) has been made against it and the claim on the debt has been fully filed and proved; and (s. 81 (2) (a))
  - (2) unless he or she is sued for the debt while a Director or within six months after he or she ceases to be a Director. (s. 81 (2) (b))
- © After execution under (a) above has been so returned against OCLUG, the amount recoverable against the Director is the amount remaining unsatisfied on the execution. (s. 81 (3))

## **INTERESTED DIRECTOR CONTRACTS**

40. Disclosure by Directors of Interests in Contracts. Every Director who is in any way directly or indirectly interested in a proposed contract or a contract with OCLUG shall declare his or her interest at a Board Meeting. (s. 71 (1))

41. Time of declaration. In the case of a proposed contract, the declaration shall be made at the Board

Meeting at which the question of entering into the contract is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract, at the next Board Meeting meeting held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first Board Meeting held after he or she becomes so interested. ([s. 71 \(2\)](#))

42. General notice. A general notice given at a Board Meeting by a Director to the effect that he or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made. ([s. 71 \(3\)](#))

43. Effect of declaration. If a Director has made a declaration of his or her interest in a proposed contract or contract and has not voted in respect of the contract, the Director is not accountable to OCLUG or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby. ([s. 71 \(4\)](#))

44. Confirmation by members. A Director is not accountable to OCLUG or to any of its members or creditors for any profit realized from such contract and the contract is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of the votes cast at a General Meeting duly called for that purpose and if the Director's interest in the contract is declared in the notice calling the meeting. ([s. 71 \(5\)](#))

## MEMBERS

45. Entitlement.

- (a) Membership in OCLUG is limited to those persons who are interested in furthering the objects of OCLUG. ([s. 129 \(1\) \(a\)](#))
- (b) OCLUG has one membership class only. ([s. 120](#))
- © There is no upper limit on the number of members. ([s. 123](#))
- (d) Membership is not transferable. ([s. 129 \(1\) \(e\)](#))
- (e) OCLUG is not divided into groups and does not use delegates. ([s. 130 \(1\)](#))

46. Admission to membership. A person is admitted to membership in OCLUG by a resolution of the Board. Confirmation in a General Meeting is not required. ([s. 124 \(1\)](#))

47. Procedure. To become an OCLUG member a candidate must contact the Secretary in writing, preferably via email. The Secretary presents this request at the next Board Meeting, and conveys the Board's decision to the candidate, preferably via email. For those admitted as members the Secretary:

- (a) records their date of admission, legal name, current email address, and optionally their postal address and telephone number in the register of members. ([s. 129 \(1\) \(c\)](#))
- (b) provides a written statement, preferably via email, that all OCLUG meeting notices are distributed using email. ([s. 93 \(1\) \(a\)](#)) ([s. 129 \(1\) \(c\)](#))

48. Resignation. Any member may withdraw from OCLUG by delivering to the Secretary a written

resignation, preferably via email. The resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later. (s. 128 (1))

49. Termination of Membership. OCLUG membership lapses and ceases to exist:

- (a) upon death or dissolution of the member; (s. 128 (1))
- (b) when the member ceases to be a member by resignation; (s. 128 (1))
- © when the member cannot be contacted by the Secretary using the email address in the register of members, and the Board approves the termination for this reason. (s. 128 (1)) (s. 129 (1) (d))

50. Membership Dues. Membership in OCLUG is free. (s. 129 (1) (b))

51. Gain. The Board conducts OCLUG's affairs without the purpose of gain for its members and any profits or other accretions to OCLUG shall be used in promoting its objects. (s. 126 (1))

52. Members not Answerable for Liabilities. A member is not, as such, held answerable or responsible for any act, default, obligation or liability of OCLUG or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with OCLUG. (s. 122)

53. Fewer than Three Members.

- (a) If OCLUG exercises its corporate powers when its members are fewer than three for a period of more than six months after the number has been so reduced, every person who was a member of OCLUG during the time that it so exercised its corporate powers after such period of six months and is aware of the fact that it so exercised its corporate powers is severally liable for the payment of the whole of the debts of the corporation contracted during such time and may be sued for the debts without the joinder in the action of OCLUG or of any other member. (s. 311 (1))
- (b) A member who has become aware that OCLUG is so exercising its corporate powers may serve a protest in writing on OCLUG and may by registered letter notify the Minister of such protest having been served and of the facts upon which it is based, and such member may thereby and not otherwise, from the date of the protest and notification, exonerate himself, herself or itself from liability. (s. 311 (2))
- © If after notice from the Minister OCLUG refuses or neglects to bring the number of its members up to three, such refusal or neglect may be regarded by the Lieutenant Governor as sufficient cause for the termination of OCLUG. (s. 311 (3))

## MEMBERS' MEETINGS

54. Annual Meeting.

- (a) The Board holds an Annual Meeting not more than fifteen months after the holding of the preceding Annual Meeting. (s. 293)
- (b) The Board determines the location of the Annual Meeting, which must be in Ottawa. (s. 82 (1)) (s. 82 (3)) (s. 129 (1) (i))
- © The Directors for the subsequent Board term shall be elected by the members at the Annual Meeting. (s. 287 (1))
- (d) The members conduct their business with the auditor as defined in these bylaws at each Annual Meeting. (s. 94 (2))

- (e) A by-law passed by the Board and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a General Meeting duly called for that purpose, is effective only until the next Annual Meeting unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a General Meeting. ([s. 129 \(2\)](#))

55. General Meetings. General Meetings are held in Ottawa for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

- (a) These General Meetings are:
  - (1) called by the Board, ([s. 294](#))
  - (2) called by the Board as a result of a request from one-tenth or more of the members for a purpose connected with the affairs of OCLUG, or ([s. 295 \(1\)](#))
  - (3) ordered by the court. ([s. 297](#))
- (b) For meetings called by the Board, the Board determines the location, which must be in Ottawa. ([s. 82 \(1\)](#)) ([s. 82 \(3\)](#)) ([s. 129 \(1\) \(i\)](#))
- © General Meetings are required to:
  - (1) confirm special resolutions of the Board: ([s. 1](#))
    - sell, lease, exchange, or dispose of OCLUG, ([s. 23 \(1\) \(m\)](#))
    - approve application for supplementary Letters Patent, ([s. 131 \(2\)](#)) ([s. 5 \(1\)](#)) ([s. 5 \(2\)](#)) ([s. 16 \(1\)](#))
    - change of head office, ([s. 277 \(2\)](#))
    - change in number of Directors, ([s. 285 \(1\)](#))
    - change quorum limit required for Board meetings, ([s. 288 \(1\)](#))
    - change chair of the board bylaw, ([s. 290](#))
    - transfer to another jurisdiction, ([s. 313 \(1\)](#))
    - continuance as co-operative corporation, ([s. 313.1 \(1\)](#)) ([s. 313.1 \(2\)](#))
  - (2) confirm bylaws passed by the Board for borrowing, ([s. 59 \(3\)](#))
  - (3) remove and replace a Director, ([s. 67 \(1\)](#))
  - (4) approve payment to President or Directors, ([s. 69](#))
  - (5) approve an executive committee, ([s. 70 \(1\)](#))
  - (6) approve a contract that a Director is interested in, ([s. 71 \(5\)](#))
  - (7) approve indemnification of a Director, ([s. 80 \(a\)](#)) ([s. 80 \(b\)](#))
  - (8) answer member's questions, ([s. 93 \(1\) \(c\)](#))
  - (9) replace an auditor, ([s. 94 \(4\)](#))
  - (10) amalgamation, ([s. 113 \(3\)](#))
  - (11) confirm application for membership, ([s. 124](#))
  - (12) confirm bylaws enacted by the Board, ([s. 129 \(2\)](#)) ([s. 129 \(3\)](#))
  - (13) confirm by-laws about delegates, ([s. 130 \(2\)](#))
  - (14) change disposition of property on dissolution, ([s. 132 \(2\)](#))
  - (15) elect the Directors, ([s. 287 \(1\)](#))
  - (16) fill vacancies in the Board, ([s. 288 \(3\)](#))
  - (17) appoint or elect Officers, ([s. 289 \(3\)](#))
  - (18) appoint an inspector, ([s. 310 \(5\)](#))
  - (19) approve surrender of charter. ([s. 319 \(1\)](#))

56. Quorum. A quorum at any Annual or General meeting shall be persons present being not less than twenty in number and being or representing by proxy not less than twenty members. No business shall

be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. (s. 129 (1) (i))

57. Chairperson of Annual and General Meetings. The President or, in his or her absence, the Vice-President shall preside as chair at an Annual or General meeting but, if neither of them is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose a person from their number to be the chair. (s. 93 (1) (e))

58. Adjournment. The chairperson of an Annual or General meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. (s. 93 (1) (d))

59. Voting of Members.

- (a) Persons listed in the OCLUG register of members at the time of an Annual or General meeting are entitled to vote. (s. 93 (1) (b))
- (b) Each member entitled to vote has one vote for each motion presented at an Annual or General meeting. (s. 125)

60. Majority. The majority required to pass a motion presented at an Annual or General meeting depends on the nature of the motion:

- (a) a resolution must be passed by at least two-thirds of the votes cast at an Annual or General meeting for which notice specifying the intention to pass such resolution has been given, for:
  - (1) anything being handled as a special resolution of the Board: (s. 1)
    - sell, lease, exchange, or dispose of OCLUG, (s. 23 (1) (m))
    - approve application for supplementary Letters Patent, (s. 131 (2)) (s. 5 (1)) (s. 5 (2)) (s. 16 (1))
    - change of head office, (s. 277 (2))
    - change in number of Directors, (s. 285 (1))
    - change quorum limit required for Board meetings, (s. 288 (1))
    - change chair of the board bylaw, (s. 290)
    - transfer to another jurisdiction, (s. 313 (1))
    - continuance as co-operative corporation, (s. 313.1 (1)) (s. 313.1 (2))
  - (2) borrowing by-laws to be confirmed, (s. 59 (3))
  - (3) remove and replace a Director, (s. 67 (1))
  - (4) elect executive committee, (s. 70 (2))
  - (5) replace an auditor, (s. 94 (4))
  - (6) amalgamation, (s. 113 (3))
  - (7) by-laws about delegates, (s. 130 (2))
  - (8) change disposition of property on dissolution, (s. 132 (2))
  - (9) ammendment of bylaws. (s. 129 (2)) (s. 129 (3))
- (b) all other motions must be passed by more than one-half of the votes cast at an Annual or General meeting and the chair presiding at the meeting has a second or casting vote in case of an

equality of votes. (s. 93 (1) (c))

61. Voting Procedure.

- (a) Every motion at an Annual or General meeting shall be decided in the first instance with a show of hands vote. Unless a poll is demanded, an entry in the minutes of a meeting to the effect that the chair declared a motion to be carried is admissible in evidence as proof of the fact, in the absence of evidence to the contrary, without proof of the number or proportion of votes recorded in favour of or against the motion. (s. 93 (1) (f))
- (b) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If a poll is demanded, the vote shall be taken by ballot in such manner and either at once, later in the meeting, or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. (s. 93 (3))

62. Proxies.

- (a) Every member entitled to vote at an Annual or General meeting may by means of a proxy appoint a person, who need not be a member, as the member's nominee to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy. (s. 84 (1))
- (b) At every meeting at which members are entitled to vote, every member may have one vote in a show of hands vote and in a poll, expressed either by the member voting in person, or by the person appointed by proxy voting for the member. (s. 84 (1))
- © A proxy shall be executed by the member or the member's attorney authorized in writing and ceases to be valid one year from its date. (s. 84 (2))
- (d) A proxy shall contain the date thereof and the name of the nominee and may contain a revocation of a former proxy, restrictions, limitations or instructions as to the manner in which votes shall be made. A proxy may be in the following form: (s. 84 (3))

```

|           OTTAWA CANADA LINUX USERS GROUP Proxy Appointment           |
|           =====                                                    |
|                                                                           |
| The undersigned member of the OTTAWA CANADA LINUX USERS GROUP hereby |
| appoints ..... of ..... |
| or failing in person appointed above, ..... of |
| ..... as the proxy of the undersigned to |
| attend and act at the OCLUG meeting to be held on the day of |
| ....., and at any adjournment thereof in the same |
| manner, to the same extent and with the same power as if the |
| undersigned were present. |
|                                                                           |
| Dated this day of ..... |
| Legal name of Member: ..... |
| Email address: ..... |

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- (e) In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the member and deposited either at the head office of OCLUG at any time up to and including the last business day preceding the day of the meeting, or any

adjournment thereof, at which the proxy is to be used or with the chair of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits the proxy is revoked. (s. 84 (4))

- (f) The Board may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of the members before which time proxies to be used at that meeting must be deposited with OCLUG, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular relating thereto. (s. 84 (5))

## REQUISITION FOR A MEETING

63. Meeting Requisition Content. The requisition for a General Meeting shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of OCLUG and may consist of several documents in like form signed by one or more requisitionists. Email may be used to deposit a requisition at the head office. (s. 295 (2))

64. Duty of Board to Call Meeting. Upon deposit of the requisition, the Board shall call forthwith a General Meeting for the transaction of the business stated in the requisition. (s. 295 (3))

65. Where Requisitionists May Call Meeting. If the Board does not within twenty-one days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of the deposit of the requisition. (s. 295 (4))

66. Calling of a Requisitioned General Meeting. A meeting called as a requisitioned General Meeting shall be called as nearly as possible in the same manner as General Meetings are called under the OCLUG by-laws, but, if the by-laws provide for more than twenty-one days notice of meetings, twenty-one days notice is sufficient for the calling of such meeting. (s. 295 (5))

67. Repayment of Expenses. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call such meeting shall be repaid to the requisitionists by OCLUG and any amount so repaid shall be retained by OCLUG out of any money due or to become due from OCLUG by way of fees or other remuneration in respect of their services to such of the Directors as were in default, unless at such General Meeting the members by a majority of the votes cast reject the repayment to the requisitionists. (s. 295 (6))

68. Circulation of Members' Resolutions. On the requisition in writing of not less than one-twentieth of the members the Board shall:

- (a) give to the members notice of any resolution that may properly be moved and is intended to be moved at that meeting; or (s. 296 (1) (a))
- (b) circulate to the members a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or with respect to the business to be dealt with at that meeting. (s. 296 (1) (b))

69. Notice of Members' Resolutions. The notice or statement or both, as the case may be, shall be given or circulated by:

- (a) sending a copy thereof to each member entitled thereto in the same manner and at the same time as that prescribed by the OCLUG bylaws for the sending of notice of meetings of members, or

(s. 296 (2))

- (b) Where it is not practicable to send the notice or statement or both at the same time as the notice of the meeting is sent, the notice or statement or both shall be sent as soon as practicable thereafter. (s. 296 (3))

70. Deposit of Requisition. The Board is not bound to give notice of any resolution or to circulate any statement unless:

- (a) the requisition, signed by the requisitionists, is deposited at the OCLUG head office:
  - (1) in the case of a requisition requiring notice of a resolution to be given, not less than ten days before the meeting, (s. 296 (4))
  - (2) in the case of a requisition requiring a statement to be circulated, not less than seven days before the meeting; and (s. 296 (4))
- (b) there is deposited with the requisition a sum reasonably sufficient to meet OCLUG's expenses in giving effect thereto. (s. 296 (4))

71. Where the Board is not Bound to Circulate a Statement. The Board is not bound to circulate any statement if, on the application of OCLUG or any other person who claims to be aggrieved, the court is satisfied that the rights conferred by the Act are being abused to secure needless publicity for defamatory matter, and on any such application the court may order the costs of OCLUG to be paid in whole or in part by the requisitionists even though they are not parties to the application. (s. 296 (5))

72. No Liability for Circulation of Notice. OCLUG and any Director, Officer, employee or person acting on its behalf, except a requisitionist, is not liable in damages or otherwise by reason only of the circulation of a notice or statement or both in compliance with the Act. (s. 296 (6))

73. Duty to Deal with Requisitioned Matter. Despite anything in the by-laws of OCLUG, where the requisitionists have complied with the Act, the resolution, if any, mentioned in the requisition shall be dealt with at the meeting to which the requisition relates. (s. 296 (7))

74. Repayment of Expenses. The sum deposited with the requisition to meet OCLUG's expenses shall be repaid to the requisitionists by OCLUG unless at the meeting to which the requisition relates the members by a majority of the votes cast reject the repayment to the requisitionists. (s. 296 (8))

## EXECUTION OF INSTRUMENTS

75. Definition. The term **contracts, documents or instruments in writing** as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

76. Signatures.

- (a) Contracts, documents or any instruments in writing requiring the signature of OCLUG, shall be signed by two Officers, one being either the President or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon OCLUG without any further

authorization or formality. (s. 280 (2))

- (b) The Board may, by writing, empower any person, either generally or in respect of any specified matters, as its attorney to execute on its behalf deeds to which it is a party in any capacity in any place situate in or outside Ontario, and every deed signed by such attorney on behalf of OCLUG binds OCLUG and has the same effect as if it were signed by the Officers. (s. 281)
- © A document requiring authentication by OCLUG may be signed by any Director or by any authorized person and need not be under seal. (s. 282)

77. Filing in the office of the Minister. The Board causes a duplicate original, or a copy certified by OCLUG, of any charge, mortgage or other instrument of hypothecation or pledge made by OCLUG to secure its securities to be filed forthwith in the office of the Minister. (s. 61 (1))

78. Parole Contracts. Directors and Officers are not authorized to make a contract by parole only and not reduced into writing, expressly or implied. (s. 280 (3))

## **CHEQUES, DRAFTS, NOTES, ETC.**

79. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer and by another Officer. (s. 129 (1) (h))

## **NOTICES**

80. Service. Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile or email to any such member or Director at their latest address as shown in the records of OCLUG and to the auditor at its business address; provided always that the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. (s. 93 (1) (a)), (s. 93 (2)), (s. 129 (1) (i)), (s. 324 (1))

81. Notice Interval. Notice of the time and place for holding an Annual Meeting or a General Meeting shall be given by sending it to each member and to the auditor fourteen days or more before the date of the meeting. (s. 93 (1) (a)), (s. 93 (2)), (s. 129 (1) (i))

82. Computation of Time. Where a given number of days notice or notice extending over a period is required to be given by OCLUG, the day of service or posting of the notice shall not be counted in such number of days or other period. A notice or other document served by email to a member shall be deemed to be served within one day following the time at which it was sent. (s. 324 (1)), (s. 324 (2))

83. Notice Information. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Detailed information shall be provided for:

- (a) removal of a Director, (s. 67 (1))
- (b) declaration of a Director's interest in a contract, (s. 71 (5))
- © replace an auditor, (s. 94 (4))

- (d) meetings requisitioned by members ([s. 296 \(1\) \(a\)](#)) ([s. 296 \(1\) \(b\)](#))

84. Waiver of Notice. A member and other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. ([s. 129 \(1\) \(i\)](#))

85. Error or Omission in Giving Notice. No error or omission in giving notice of any Annual or General meeting or any adjourned meeting of the members shall invalidate any resolution passed or any proceedings taken at that meeting. ([s. 129 \(1\) \(i\)](#))

86. Signature to Notices. The signature of any Director or Officer to any notice or document to be given by OCLUG may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed. ([s. 129 \(1\) \(j\)](#))

87. Proof of Service. With respect to every notice or other document sent by post or email it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a Post Office or letter box, or that the email was properly addressed and sent. A certificate of an Officer of OCLUG in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, Director, Officer or auditor of OCLUG as the case may be. ([s. 129 \(1\) \(i\)](#))

## **BOOKS, DOCUMENTS, REGISTERS, RECORDS, and LISTS**

88. Minute Books. The Secretary records minutes of all proceedings at Annual and General Meetings and at Board Meetings. ([s. 299 \(1\)](#))

89. Evidence of Proceedings. Any such minutes, if purporting to be signed by the chair of the meeting at which the proceedings were had or by the chair of the next succeeding meeting, are admissible in evidence as proof, in the absence of evidence to the contrary, of the proceedings. ([s. 299 \(2\)](#))

90. Validity of Minutes. Where minutes have been made of the proceedings of an Annual or General Meeting or of a Board Meeting, then, until the contrary is proved, the meeting shall be deemed to have been duly called, constituted and held and all proceedings had thereat to have been duly had and all appointments of Directors, Officers or liquidators made thereat shall be deemed to have been duly made. ([s. 299 \(3\)](#))

91. Documents and Registers. The OCLUG Secretary keeps the following documents and registers:

- (a) A copy of the Letters Patent issued to OCLUG; ([s. 300](#))
- (b) All by-laws and special resolutions of OCLUG; ([s. 300](#))
- © A register of members in which are set out the names alphabetically arranged of all persons who are members or have been within ten years members of OCLUG and the address of every such person while a member; ([s. 300](#))
- (d) A register of Directors in which are set out the names, addresses and callings of all persons who

are or have been Directors of OCLUG with the several dates on which each became or ceased to be a Director. (s. 300)

92. Documents Evidence. The documents and registers kept by OCLUG are admissible in evidence as proof, in the absence of evidence to the contrary, before and after dissolution of OCLUG, of all facts purporting to be stated therein. (s. 301)

93. Books of Account. The OCLUG Treasurer keeps proper books of account and accounting records with respect to all financial and other transactions of the corporation and, without derogating from the generality of the foregoing, records of:

- (a) all sums of money received and disbursed by OCLUG and the matters with respect to which receipt and disbursement took place; (s. 302 (a))
- (b) all sales and purchases made by OCLUG; (s. 302 (b))
- © the assets and liabilities of OCLUG; and (s. 302 (c))
- (d) all other transactions affecting the financial position of OCLUG. (s. 302 (d))

94. Records Available for Inspection by Directors. The Secretary and the Treasurer maintain the minutes of proceedings of General, Annual, and Board meetings; the documents and registers; and the books of account and accounting records such that, during the normal business hours of OCLUG, they are open to inspection by any Director at the head office of OCLUG, either directly or by means of a computer terminal. (s. 304 (1)) (s. 304 (3))

95. Records to be Open for Inspection by Members. The minutes of proceedings of General, Annual, and Board meetings and the documents and registers, during the normal business hours of OCLUG, shall, at the place or places where they are kept, be open to inspection by the members and creditors of OCLUG or their agents or legal representatives, and any of them may make extracts therefrom. The books of account and accounting records do not have to be open for inspection by members. (s. 305 (1))

96. List of Members Affidavit. No member or creditor or the agent or legal representative of any of them shall make or cause to be made a list of all or any of the members of OCLUG, unless the person has filed with OCLUG or its agent an affidavit of such member or creditor in the following form in English or French, and, where the member or creditor is a corporation, the affidavit shall be made by the president or other officer authorized by resolution of the board of directors of such corporation: (s. 306 (1))

```
| Form of Affidavit Province of Ontario, County of Carleton |
| In the matter of OTTAWA CANADA LINUX USERS GROUP\\
```

I, ..... of the ..... of ..... in the ..... \
of ..... make oath and say (or affirm):\
(Where the member or creditor is a corporation, indicate office and authority of deponent.)\\

1. I am a member or creditor of OTTAWA CANADA LINUX USERS GROUP.\\
2. I am applying to make a list of the members of OTTAWA CANADA LINUX USERS GROUP.\\
3. I require the list of members only for purposes connected with OTTAWA CANADA LINUX USERS GROUP.\\
4. The list of members and the information contained therein will be used only

for purposes connected\\

with OTTAWA CANADA LINUX USERS GROUP.\\  
SWORN, etc. |

97. Purposes Connected with OCLUG. Purposes connected with OCLUG include any effort to influence the voting of members at any meeting of OCLUG and to effect an amalgamation or reorganization and any other purpose approved by the Minister. (s. 306 (3)) (s. 307 (6))

98. Where List of Members to be Furnished.

- (a) Any person, upon payment of a reasonable charge therefor and upon filing with OCLUG or its agent the affidavit shown below, may require OCLUG to furnish within ten days from the filing of such affidavit a list setting out the names alphabetically arranged of all persons who are members of OCLUG and the address of each such person as shown on the books of OCLUG made up to a date not more than ten days prior to the date of filing the affidavit. (s. 307 (1))
- (b) Where the applicant is a corporation, the affidavit shall be made by the president or other officer authorized by resolution of the board of directors of such corporation. (s. 307 (3))
- © The affidavit shall be made by the applicant and shall be in the following form in English or French: (s. 307 (2))

| Form of Affidavit Province of Ontario, County of Carleton |  
| In the matter of OTTAWA CANADA LINUX USERS GROUP\\

I, ..... of the ..... of ..... in the ..... of  
..... make oath and say (or affirm):  
(Where the applicant is a corporation, indicate office and authority of deponent.)\\

1. I hereby apply for a list of the members of OTTAWA CANADA LINUX USERS GROUP.\\  
2. I require the list of members only for purposes connected with OTTAWA CANADA LINUX\\

USERS GROUP.\\

3. The list of members and the information contained therein will be used only for purposes\\

connected with the OTTAWA CANADA LINUX USERS GROUP.\\  
SWORN, etc. |

## AUDITOR

99. Appointment. The members shall at each Annual meeting appoint an individual as auditor to audit the accounts of OCLUG and report to the members. If an appointment is not so made, the auditor in office continues until a successor is appointed. (s. 94 (2))

100. Qualifications. No person shall be appointed as auditor of OCLUG who is a Director, Officer or employee of OCLUG or an affiliated company or who is a partner, employer, or employee of any OCLUG Director, Officer or employee. (s. 95 (1))

101. Term. The auditor shall hold office until the next following Annual meeting; provided, however, that the Board may fill any casual vacancy in the office of the auditor. (s. 94 (2)) (s. 94 (3))

102. Remuneration. The remuneration of the auditor shall be fixed by the members when the auditor is appointed and the remuneration of an auditor appointed by the Board shall be fixed by the Board. (s. 94 (5))

103. Replacement. The members may by resolution passed by at least two-thirds of the votes cast at a General Meeting for which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term. (s. 94 (4))

104. Report. The auditor shall make a report to the members of the financial statement to be laid before OCLUG at any Annual Meeting during the auditor's term of office and shall state in the report whether in the auditor's opinion the financial statement referred to therein presents fairly the financial position of OCLUG and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period. (s. 96 (1)) (s. 96 (2))

If the financial statement contains a statement of source and application of funds or a statement of changes in net assets, the auditor shall include in the auditor's report a statement whether in the auditor's opinion, in effect, the statement of source and application of funds or the statement of changes in net assets presents fairly the information shown therein. (s. 96 (3))

The auditor in the auditor's report shall make such statements as the auditor considers necessary:

- (a) if OCLUG's financial statement is not in agreement with its accounting records; (s. 96 (4) (a))
- (b) if OCLUG's financial statement is not in accordance with the requirements of the Act; (s. 96 (4) (b))
- © if the auditor has not received all the information and explanations that the auditor has required; or (s. 96 (4) (c))
- (d) if proper accounting records have not been kept, so far as appears from the auditor's examination. (s. 96 (4) (d))

105. Right of Access. The auditor has right of access at all times to all records, documents, books, accounts and vouchers of OCLUG and is entitled to require from the Board such information and explanation as in the auditor's opinion are necessary to enable the auditor to report as required. (s. 96 (5))

106. Attendance at Meetings. The auditor is entitled to attend any Annual or General Meeting of OCLUG and to receive all notices and other communications relating to any such meeting that a member is entitled to receive and to be heard at any such meeting that the auditor attends on any part of the business of the meeting that concerns the auditor as auditor. (s. 96 (6))

107. Report Inspection. The auditor shall read the report and make it open for inspection by every

member at the Annual Meeting. The Board makes the report and all other necessary information available to every member at the Annual Meeting ([s. 96 \(2\)](#)) ([s. 97 \(1\)](#)) ([s. 97 \(3\)](#))

## FINANCIAL YEAR

108. Financial Year. The financial year of OCLUG shall terminate on the 31st day of December in each year. ([s. 129 \(1\) \(j\)](#))

## OFFENCES

109. Change of Name. The Minister may change the name of OCLUG, and the Board may provide a written statement about this to the Minister. The Board may, if it feels aggrieved as a result of the giving, changing, or refusal to change of a name by the Minister to OCLUG, upon at least seven days notice to the Minister and to such other persons as the court directs, apply to the court for a review of the matter, and the court may make an order changing the name of the corporation to such name as it considers proper or may dismiss the application. A copy of such an order, certified under the seal of the court, shall be filed with the Minister by OCLUG within ten days after it is made. If OCLUG fails to do this it is an offence, and every Director or Officer who authorizes, permits, or acquiesces in this failure is liable to a fine. ([s. 13 \(2\)](#)) ([s. 13 \(2.1\)](#)) ([s. 13 \(3\)](#)) ([s. 13 \(4\)](#)) ([s. 13 \(5\)](#))

110. Unauthorized Use of **Limited**, etc. The Board does not trade, carry on business, or make any undertakings under a name in which **Limited**, **Limitee**, **Incorporated**, "Incorporee", **Corporation**, or any abbreviations thereof is used. If OCLUG fails to do this it is an offence and OCLUG is liable to a fine. ([s. 15](#))

111. Director Interest Not Declared. If a Director is liable in respect of profit realized from any contract with OCLUG and the contract is by reason only of his or her interest therein voidable, the Director is guilty of an offence and on conviction is liable to a fine. ([s. 71 \(6\)](#))

112. Meeting Requisition. A Director who authorizes, permits or acquiesces in any contravention of any requirement for a meeting requisition is guilty of an offence and on conviction is liable to a fine. ([s. 296 \(9\)](#))

113. Untrue Entries. A Director, Officer or employee of OCLUG who makes or assists in making any entry in the minutes of proceedings, in the documents and registers, or in the books of account or accounting records, knowing it to be untrue, is guilty of an offence and on conviction is liable to a fine or to imprisonment. ([s. 303](#))

114. Records Open to Inspection by Directors. A Director, Officer or employee of OCLUG who contravenes the bylaws to have OCLUG's records open for inspection by any Director is guilty of an offence and on conviction is liable to a fine. ([s. 304 \(4\)](#))

115. Records to be Open for Inspection by Members. Every person who refuses to permit a person entitled thereto to inspect such minutes, documents or registers, or to make extracts therefrom, is guilty of an offence and on conviction is liable to a fine. ([s. 305 \(2\)](#))

116. Misuse of Membership List. Every person, other than a corporation or its agent, who uses a list of all or any of the members of OCLUG for purposes not connected with OCLUG is guilty of an offence and on conviction is liable to a fine. (s. 306 (2)) (s. 307 (4) (a)) (s. 307 (4) (b))

117. Failure to Provide Membership List. If OCLUG fails to furnish a membership list when so required it is guilty of an offence and on conviction is liable to a fine, and every Director or Officer who authorized, permitted or acquiesced in such offence is also guilty of an offence and on conviction is liable to a like fine. (s. (307 (5)))

118. Sale of Membership List. Every person who offers for sale or sells or purchases or otherwise traffics in a list or a copy of a list of all or any of the members of OCLUG is guilty of an offence and on conviction is liable to a fine, and, where such person is a corporation, every director or officer of such corporation who authorized, permitted or acquiesced in such offence is also guilty of an offence and on conviction is liable to a like fine. (s. 308)

119. Power of Court to Correct.

- (a) If the name of a person is, without sufficient cause, entered in or omitted from the minutes of proceedings or from the documents or registers, or if default is made or unnecessary delay takes place in entering therein the fact of any person having ceased to be a member of OCLUG, the person or member aggrieved, or any member of OCLUG, or OCLUG itself, may apply to the court for an order that the minutes, documents or registers be rectified, and the court may dismiss such application or make an order for the rectification of the minutes, documents or registers, and may direct OCLUG to compensate the party aggrieved for any damage the party has sustained. (s. 309 (1))
- (b) The court may, in any proceeding under this section, decide any question relating to the entitlement of a person who is a party to such proceeding to have the person's name entered in or omitted from such minutes, documents or registers, whether such question arises between two or more members or alleged members, or between any member or alleged member and OCLUG. (s. 309 (2))
- © The court may direct an issue to be tried. (s. 309 (3))
- (d) An appeal lies from the decision of the court as if it had been given in an action. (s. 309 (4))
- (e) This section does not deprive any court of any jurisdiction it otherwise has. (s. 309 (5))
- (f) The costs of any proceeding under this section are in the discretion of the court. (s. 309 (6))

120. Offence to Refuse to Produce Books. Every Officer or Director who refuses to produce any book or record for an appointed inspector or auditor and every person so examined who refuses to answer any question relating to the affairs and management of OCLUG is guilty of an offence and on conviction is liable to a fine. (s. 310 (9))

121. Untrue Statements. Every person who makes or assists in making a statement in any return, certificate, financial statement or other document required by or for the purposes of the Act or the regulations made under this Act, knowing it to be untrue, is guilty of an offence and on conviction is liable to a fine, or imprisonment, or both. (s. 330 (1))

122. General penalty. OCLUG, and every person who, being a Director or Officer of OCLUG, or acting on its behalf, commits any act contrary to the Act, or fails or neglects to comply with any such provision, is guilty of an offence and on conviction, if no penalty for such act, failure or neglect is expressly provided by the Act, is liable to a fine. (s. 331)

## CORRECTION OF LETTERS PATENT

123. Application for Correction. If the Letters Patent contain an error, the Board or members of OCLUG may apply to the Minister for corrected Letters Patent. The Minister, on his or her own initiative or on an application from OCLUG, may issue corrected Letters Patent. (s. 16 (1)) (s. 16 (2))

124. Surrender of Documents. The Board shall surrender the Letters Patent which are being corrected at the time of making an application for correction, or forthwith upon the request of the Minister if he or she is issuing the correcting documents on his or her own initiative. (s. 16 (3))

## SUPPLEMENTARY LETTERS PATENT

125. Change Issues. The Board may apply to the Lieutenant Governor for the issue of supplementary Letters Patent:

- (a) extending, limiting or varying its objects; (s. 131 (1) (a))
- (b) changing OCLUG's name; (s. 131 (1) (b)) (s. 277 (1)) (s. 277 (2)) (s. 277 (3))
- © varying any provision in its Letters Patent; (s. 131 (1) (c))
- (d) any matter or thing which may be made in Letters Patent; (s. 131 (1) (d))
- (e) converting OCLUG into a company. (s. 131 (1) (e))

126. Authorization. An application for supplementary Letters Patent shall be authorized by a special resolution. (s. 131 (2))

## DISPOSITION OF PROPERTY ON DISSOLUTION

127. Beneficial Organizations. Upon OCLUG's dissolution and after the payment of all debts and liabilities, OCLUG's remaining property or part thereof shall be distributed or disposed of to organizations whose objects are beneficial to the community. (s. 132 (1))

## AMENDMENT OF BY-LAWS

128. Amendment of By-Laws. The by-laws of OCLUG may be repealed or amended by by-laws enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law. (s. 129 (2)) (s. 129 (3))

129. Written Form in Lieu of Meeting.

- (a) Any by-law or resolution signed by all the Directors is as valid and effective as if passed at a Board Meeting duly called, constituted and held for that purpose. (s. 298 (1))
- (b) Any resolution or bylaw signed by all the members is as valid and effective as if passed or confirmed at a General Meeting duly called, constituted and held for that purpose. (s. 298 (2)) (s. 298 (3))

130. Evidentiary Value of Signatures. Where a by-law or resolution purports to have been passed or confirmed by the signatures of all the Directors or members, as the case may be, the signatures to such by-law or resolution are admissible in evidence as proof, in the absence of evidence to the contrary, of the signatures of all the Directors or members, as the case may be, and are admissible in evidence as proof, in the absence of evidence to the contrary, that the signatories to the by-law or resolution were all the Directors or members, as the case may be, at the date that the by-law or resolution purports so to have been passed or confirmed. (s. 298 (4))

**ENACTED as of this day of ..... , 2001.**

**President .....**

**Other Directors .....**

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