

BY-LAWS

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

OTTAWA DISTRICT FUNERAL SERVICES ASSOCIATION (the “Association”)

TABLE OF CONTENTS

Section 1 Previous By-Laws Rescinded	1
Section 2 Mandate.....	1
Section 3 Interpretation.....	1
Section 4 Head Office	2
Section 5 Conditions of Membership	2
Section 6 Membership Fees	2
Section 7 Member Meetings	3
Section 8 Termination of Membership	4
Section 9 Board of Management.....	4
Section 10 Powers of Executive Members	6
Section 11 Meetings of the Board of Management	7
Section 12 Indemnities To Executive Members	8
Section 13 Officers	8
Section 14 Duties of Officers.....	9
Section 15 Conflict of interest	10
Section 16 Execution of Documents.....	11
Section 17 Books and Records	11
Section 18 Fiscal Year	11
Section 19 Auditors.....	11
Section 20 Books and Records	11
Section 21 Rules and Regulations.....	11
Section 22 Amendment of By-Laws.....	12

SECTION 1 PREVIOUS BY-LAWS RESCINDED

- 1.1 All previous by-laws of the Association are hereby rescinded and this By-Law is substituted therefor.

SECTION 2 MANDATE

- 2.1 The mandate of the Association is to promote funeral excellence through a network of funeral care professionals. The Association works closely with the Bereavement Authority of Ontario to help ensure that the high standards for funeral services for the people of Ontario are met.

SECTION 3 INTERPRETATION

- 3.1 In this By-law and all other by-laws of the Association, unless the context otherwise requires:
- (a) **“Act”** means the *Funeral, Burial and Cremation Services Act, 2002* and the promulgated regulations thereunder.
 - (b) **“Board of Management”** means the executive members of the Association who shall have all the powers necessary to manage or supervise the Association except where otherwise provided in these By-laws.
 - (c) **“Funeral Services”** means the care and preparation of dead human bodies and the co-ordination of the rites and ceremonies with respect to dead human remains, and shall include services provided by a cemetery or crematorium.
 - (d) **“Meetings of Members”** includes an annual meeting of Members, mid-year meeting of Members or a special meeting of Members, as the case may be.
 - (e) **“Member”** means any person who has been accepted to the membership of the Association by the Board of Management.
 - (f) **“person”** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.
- 3.2 In this By-law where the context requires words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.
- 3.3 The insertion of headings in this by-law are for convenience of reference only and shall not affect the construction or interpretation of this By-law.

SECTION 4 HEAD OFFICE

- 4.1 The head office of the Association shall be at such place in the City of Ottawa as the Board of Management may from time to time determine.

SECTION 5 CONDITIONS OF MEMBERSHIP

- 5.1 Membership in the Association shall be limited to persons interested in furthering the objects of the Association and shall consist of anyone whose application for admission as a Member has received the approval of the Board of Management of the Association.
- 5.2 Subject to the Memorandum of Association, there shall be two classes of Members in the Association, namely,
- (a) **Individual Member** – Each Individual Member is entitled to receive notice of, attend and vote at all Meetings of Members. Each such Individual Member shall be entitled to one (1) vote at the Meetings of Members.
 - (a) **Corporate Member** – Any association, partnership, unincorporated organization or sole proprietorship which is involved in the business of Funeral Services; or are suppliers, manufacturers, wholesalers, or vendors of services or supplies used in the provision of Funeral Services. Each Corporate Member is entitled to receive notice of all Meetings of Members and may send one (1) or more of its licenced service providers to such Meetings of Members. Each such Corporate Member shall be entitled to four (4) votes at the Meetings of Members. The Board of Management may limit the persons forming part of the Corporate Member. Each Corporate Member shall name an individual as its official representative from time to time.
- 5.3 The Board of Management may, by resolution, approve the admission of a Member to the Association. Members may also be admitted in such other manner as may be prescribed by the Board of Management by resolution.

SECTION 6 MEMBERSHIP FEES

- 6.1 Fees for membership shall be in such amount and payable at such times and under such conditions for each class of membership as may be determined from time to time by resolution of the Board of Management, but any increases to such fees shall not be effective until such increases have been ratified by vote of the Members.
- 6.2 Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Association. Notwithstanding the above, the Board of Management, at its full discretion, may extend the period referenced above or return any Member to membership, as applicable.

- 6.3 Only Members whose membership fees are fully paid and up to date shall be considered in “good standing”.
- 6.4 If the Board of Management determines that the funds of the Association are not sufficient for the purposes of the Association, the Board of Management may levy a special assessment upon the Members.

SECTION 7 MEMBER MEETINGS

- 7.1 The Meetings of Members shall be held at any place in Eastern Ontario as the Board of Management may determine and on such day as the Board of Management shall appoint. The Members may resolve that a particular Meeting of Members be held outside of Ottawa.
- 7.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Management and the financial statements of the Association for the preceding fiscal year shall be presented. The Members may consider and transact any business either special or general at any Meetings of Members.
- 7.3 The Board of Management or the President shall have power to call, at any time, a general meeting of the Members.
- 7.4 The Board of Management shall call a special general meeting of Members on written requisition of Members carrying not less than ten (10%) of the voting rights.
- 7.5 Ten (10) days' written notice shall be given to each Member of any Meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- 7.6 A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific Meeting of Members, in the manner and to the extent authorized by the proxy. The proxy shall set out the number of votes to be exercised by such proxyholder.
- 7.7 Notwithstanding anything hereinbefore or hereinafter set out, no person may act as proxy for more than three (3) Members at any Meeting of Members.
- 7.8 A quorum for the transactions of business at any Meeting of Members shall consist of not less than thirty (30%) of the Members present in person or by proxy.
- 7.9 A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings. In case of an equality of votes either on a show of hand or on a ballot or on the results of electronic voting, the Past President in addition to an original vote shall have a second or casting vote.
- 7.10 If the Association chooses to make available a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communications

facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communications facility that the Association has made available for that purpose.

- 7.11 No error or omission in giving notice of any Meeting of Members or any adjourned Meeting of Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member for any meeting or otherwise, the address of the Member shall be the last address recorded on the books of the Association.

SECTION 8 TERMINATION OF MEMBERSHIP

- 8.1 Any Member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.
- 8.2 Upon fifteen (15) days' written notice to a Member, the Board of Management may pass a resolution authorizing disciplinary action or the termination of the membership of a Member for violating any provision of the Memorandum of Association or By-laws of the Association. The notice shall set out the reasons for the disciplinary action or termination of membership, as the case may be. The Member receiving the notice shall be entitled to give the Board of Management a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board of Management shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
- 8.3 Any Member may be required to resign by a vote of three-quarters (3/4) of the Members at a Meeting of Members.
- 8.4 A membership of the Association is not transferable.

SECTION 9 BOARD OF MANAGEMENT

- 9.1 The property and business of the Association shall be managed by a Board of Management, comprised of a minimum of four (4) executive members. The number of executive members shall be determined from time to time by a resolution of the Board of Management.
- 9.2 To become an executive member, the candidate must be at least eighteen (18) years of age, be an individual, not have been found by a court in Canada or elsewhere to be mentally incapable, not have the status of a bankrupt and be an Individual Member or an official representative of a Corporate Member.
- 9.3 Candidates for the Board of Management shall be determined by the executive members then in office. Executive members shall be elected for a term of four (4) years by the

Members at an annual Meeting of Members. No executive member, other than the President, shall be permitted to serve on the Board of Management for more than four (4) years. The President, upon ceasing to be President, shall serve as Past President for a period of up to one (1) year following the date upon which he or she ceased to serve as President of the Association.

9.4 The office of executive member shall be automatically vacated:

- (a) if the executive member resigns his or her position by delivering a written resignation to the Secretary,
- (b) if as a Member, he or she or the Member represented by him or her ceases to be a Member in good standing,
- (c) if as a Member, he or she or the Member represented by him or her is declared bankrupt,
- (d) if the executive member is found by a court to be incapable;
- (e) on the death of the executive member, or
- (f) by an ordinary resolution of the Members at a special Meeting of Members.

9.5 If any vacancy shall occur for any reason in the Board of Management, the Board of Management, by majority vote (if a quorum remains in office), may fill the vacancy if they shall see fit to do so. The executive member filling the vacancy shall serve as an executive member until:

- (a) the next annual Meeting of Members; or
- (b) if applicable, prior to the next annual Meeting of Members, where the Board of Management, by majority vote (if a quorum remains in office), votes to vacate the executive member.

If there is not a quorum of executive members, the remaining executive members shall forthwith call a Meeting of Members to fill the vacancy, and, in default or if there are no executive members then in office, the meeting may be called by any Member.

9.6 The executive members shall serve as such without remuneration and no executive member shall directly or indirectly receive any profit from his or her position as such; provided that an executive member may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any executive member from serving the Association as an officer or in any other capacity and receiving compensation therefor.

9.7 A retiring executive member shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

9.8 All executive members shall maintain the strictest confidence regarding the activities and deliberations of the Board of Management and shall not disclose to anyone other than

another executive member any information regarding activities or deliberations of the Board of Management or any information obtained in the course of duty as an executive member which is not set out in the approved minutes of a Board of Management meeting, except with the prior written consent or direction of the Board of Management.

SECTION 10

POWERS OF EXECUTIVE MEMBERS

- 10.1 The executive members of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Memorandum of Association or otherwise authorized to exercise and do.
- 10.2 The Board of Management shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The executive members shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Management may prescribe.
- 10.3 The Board of Management is hereby authorized, from time to time
- (a) to borrow money upon the credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Management in its discretion may deem expedient;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Management;
 - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.
- 10.4 The Board of Management shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

- 10.5 The Board of Management may appoint standing or special committees and delegate to such committees, such of their own powers as they may deem appropriate, and such committees may regulate their own proceedings and transact such business as may be delegated to them by the Board of Management, but otherwise shall not have authority to bind the Board of Management or the Association.
- 10.6 The Board of Management may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Management at the time of such appointment.
- 10.7 Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Management by resolution. Such resolution shall have force and effect only until the next Meeting of Members when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such Meeting of Members.

SECTION 11

MEETINGS OF THE BOARD OF MANAGEMENT

- 11.1 The Board of Management shall hold meetings when called by the President or upon the written notice of any three (3) executive members. At least three (3) meetings shall be held each year. Written notice of any meeting of the Board of Management shall be given to each executive member, by the Secretary, at least ten (10) days before the meeting is to take place. Notice of any meeting may be waived if two-thirds (2/3rds) of the executive members are present.
- 11.2 Meetings of the Board of Management may be held at any place and at any time without formal notice if all the executive members are present or those absent have signified their consent in writing to the meeting being held in their absence.
- 11.3 No error or omission in giving notice of any meeting of the Board of Management or any adjourned meeting of the Board of Management shall invalidate such meeting or make void any proceedings taken thereat and any executive member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 11.4 A majority of executive members in office, from time to time, but no less than three (3) executive members, shall constitute a quorum for meetings of the Board of Management. Any meeting of the Board of Management at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Association.
- 11.5 If the Association chooses to make available a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during a meeting of the Board of Management, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communications facility in the manner set out in the notice. A person participating in a

meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of the Board of Management pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communications facility that the Association has made available for that purpose.

- 11.6 Any executive member missing more than three (3) consecutive Board of Management meetings, without just cause, shall be deemed to have stepped down from the Board of Management and may be replaced by a majority vote of the Board of Management.
- 11.7 Questions arising at any meeting of the Board of Management shall be decided by a majority of votes. All executive members have the right to vote and each vote is of equal weight. In the case of a tied vote, the Past President shall have a second or casting vote.
- 11.8 At any meeting of the Board of Management, a declaration of the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact.
- 11.9 A resolution signed by all the executive members shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly called and constituted.
- 11.10 The resolutions and proceedings of the Board of Management shall not be invalidated solely because of any defect in the appointment or standing of any executive member.

SECTION 12

INDEMNITIES TO EXECUTIVE MEMBERS

- 12.1 Every executive member of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
 - (a) all costs, charges and expenses which such executive member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

SECTION 13

OFFICERS

- 13.1 The officers of the Association shall be a Past-President, President, Vice-President, Secretary and Treasurer and any such other officers as the Board of Management may by by-law determine. Any two (2) offices may be held by the same person. The officers are to hold office at the pleasure of the Board of Management. The Board of Management may

appoint such other officers and agents as it deems necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Management. The officers must also be an Individual Member or an official representative of a Corporate Member.

- 13.2 Officers other than the Past President shall be appointed by resolution of the Board of Management.
- 13.3 The officers of the Association shall hold office at the pleasure of the Board of Management. Officers shall be subject to removal at any time by a resolution of the Board of Management.
- 13.4 Any office shall be automatically vacated:
- (a) if the officer resigns his or her position by delivering a written resignation to the Secretary, which resignation will be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
 - (b) if as a Member, he or she or the Member represented by him or her ceases to be a Member in good standing,
 - (c) if as a Member, he or she or the Member represented by him or her is declared bankrupt,
 - (d) if the officer is found by a court to be incapable; or
 - (e) on the death of the officer.
- 13.5 If an office becomes vacant, a successor may be appointed by the Board of Management to hold office for the balance of the term.
- 13.6 The remuneration of all officers shall be determined from time to time by resolution of the Board of Management. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

SECTION 14 DUTIES OF OFFICERS

- 14.1 The President shall, when present, preside at all Meetings of Members and meetings of the Board of Management as chair. The President shall also be charged with the general management and supervision of the affairs and operations of the Association and shall submit a report to the Members of the Association at the annual Meeting of Members concerning the activities of the Association during his or her year of office. The President shall call or direct the Secretary to call all Meetings of Members and meetings of the Board of Management and shall perform all duties incidental to the President's office.
- 14.2 The Vice-President, and failing him or her, the Treasurer, shall in the absence of the President, preside at all Meetings of Members and meetings of the Board of Management as chair and shall also, in the absence or inability of the President, exercise such other

authority as is vested in the President. If the President and the Vice President are not present at a Meeting of Members or a meeting of the Board of Management, the Members, or Board of Management, as the case may be, present at the meeting shall choose one (1) of their number to be chair.

- 14.3 The Secretary shall attend all Meetings of Members and meetings of the Board of Management and shall be responsible to record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to Members and to the Board of Management. The Secretary shall perform such duties as may from time to time be determined by the Board of Management. In the absence of the Secretary at any meeting, a Secretary pro tem shall be appointed for that meeting. The Secretary shall keep a register of Members and such other books as are required to be kept.
- 14.4 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account. The Treasurer shall supervise the collection of all fees and cause all monies of the Association to be deposited in a chartered bank or trust company in the name of the Association. The Treasurer shall disburse the funds of the Association under the direction of the Board of Management and shall provide to the Board of Management at regular meetings thereof or whenever required of the Treasurer, an account of his or her transactions as Treasurer, and of the financial position of the Association. The Treasurer shall present to the annual Meeting of Members a statement of the financial affairs of the Association.
- 14.5 The duties of all other officers of the Association shall be such as the term of their engagement call for or the Board of Management requires of them.

SECTION 15

CONFLICT OF INTEREST

- 15.1 Every executive member of the Association who is a party to or who is related to a party to a material contract or transaction or proposed material contract or transaction with the Association, or is a director or officer of, or has a material interest in or a relationship to, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall disclose in writing to the Association or request to have entered in the minutes of the meeting of the Board of Management the nature and extent of such interest as required by the Act
- 15.2 Such executive member shall not attend the portion of the meeting of the Board of Management during which such contract or transaction is discussed and shall not vote on any resolution to approve the same. If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because an executive member is not permitted to be present at the meeting by a reason of the preceding sentence, the remaining executive members shall be deemed to constitute a quorum for the purposes of voting on the resolution. Where all the executive members have made disclosure of, or are required by this section to disclose, a conflict, the contract or transaction may be approved only by the Members.

SECTION 16
EXECUTION OF DOCUMENTS

- 16.1 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) executive members and all contracts, documents and instruments so signed shall be binding upon the Association without any further authorization or formality. The Board of Management shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- 16.2 All cheques, drafts or orders for payment of money and all notes and acceptances of bills of exchange shall be signed by any two (2) executive members, or such executive members of the Association as designated by the Board of Management.

SECTION 17
BOOKS AND RECORDS

- 17.1 The Board of Management shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

SECTION 18
FISCAL YEAR

- 18.1 Unless otherwise ordered by the Board of Management, the fiscal year of the Association shall terminate on the 31st day of October of each year.

SECTION 19
AUDITORS

- 19.1 The Members shall, at each annual Meeting of Members, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the Members at the next annual Meeting of Members. The auditor shall hold office until the next annual meeting provided that the executive members may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Management.

SECTION 20
BOOKS AND RECORDS

- 20.1 The Board of Management shall see that all necessary books and records of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

SECTION 21
RULES AND REGULATIONS

- 21.1 The Board of Management may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until

the next annual Meeting of Members when they shall be confirmed, and failing such confirmation at such annual Meeting of Members, shall at and from that time cease to have any force and effect.

SECTION 22

AMENDMENT OF BY-LAWS

- 22.1 Subject to the Memorandum of Association, the Board of Management may, by ordinary resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board of Management until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the Meeting of Members or if it is rejected by the Members at the meeting.

APPROVED by the Board of Management of the Association this _____ day of _____, 20_____, and confirmed, without variation, by the Members on the _____ day of _____, 20_____.

Secretary