



BY-LAW NO. 3

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

SCOTTISH SOCIETY OF OTTAWA

Not for Profit Corporation Number 822524-9

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WHEREAS by Articles of Incorporation dated September 14, 2012, the Scottish Society of Ottawa was incorporated;

AND WHEREAS By-Law #1 was adopted on May 31, 2014;

AND WHEREAS By-Law #2 was adopted on June 13, 2020, and By-Law #1 was repealed;

THEREFORE BE IT ENACTED THAT By-Law #3 dated August 25, 2021, be adopted, and By-Law #2 be repealed.

1.0 INTERPRETATION

In this By-law, and in all other By-laws and resolutions of the Scottish Society of Ottawa, or also known as SSO, unless the context requires otherwise:

1.0.1 the singular includes the plural and vice versa;

1.0.2 words importing a specific gender shall include the other gender;

1.0.3 'serving' means delivery by person, mail, email, or fax, and anything delivered by mail shall be deemed to be served five (5) business days from the date of mailing;

1.0.4 'Board' means the Board of Directors of SSO

1.0.5 'Corporation' and 'Organization' mean SSO

1.0.6 'Letters Patent' means the Letters Patent and any supplementary Letters Patent;

1.0.7 'Documents' includes deeds, mortgages, hypothecate, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

1.0.8 The 'Act' means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

1.0.9 'By-law' means any By-law of the Organization from time to time in force

and effect; all terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and resolutions of the Corporation.

1.0.10 'Scrutineers' means the persons who collect and count ballots at the Annual General Meeting (AGM).

1.0.11 'Volunteer' means a paid or non-paid member of SSO who gives unpaid service to the Society on a regular or occasional basis. Members of the Society's Board or any Board Committee are deemed volunteers.

1.0.12 'Member-in-Good Standing' means a person as described in Section 6.0

2.0 CORPORATE SEAL

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

3.0 HEAD OFFICE

The Head Office of the Corporation shall be in the home of the Board Secretary, or at such place therein as the Board may from time to time determine by special resolution.

4.0 GEOGRAPHIC AREA SERVED

The Corporation shall serve, but is not limited to, the City of Ottawa and surrounding region in Eastern Ontario, and Canada.

5.0 PURPOSE AND OBJECTIVES

The Scottish Society of Ottawa (SSO) is a not-for-profit organisation that has been created to foster links between members of the Scottish diaspora in Ottawa and the wider community, and across Canada.

The objective of the SSO is to promote Scottish culture and heritage in Ottawa and Canada. In doing so, we better promote an awareness and appreciation of Scottish culture, it's significant contribution to the fabric of Canadian society and identity through widespread public engagement among as many Canadians of all backgrounds as possible.

6.0 MEMBERSHIP

6.1 Eligibility

Members will have certain basic rights, such as the right to elect a Board of Directors, the right to vote at meetings and the right to access the organization's records. There shall be two categories of membership:

6.1.1 Paid (Ordinary) Members: Voting Membership shall be available to any member of good standing (paid-up) in the Membership register of the Corporation. Membership is open to any individual who is not employed by the Organization, subscribes to the objectives of the Corporation, and who is eighteen (18) years of age or over.

6.1.2 Non-Paid (Associate) Members: Membership shall be available to any individual interested in the objectives of the Corporation and the communication of activity but does not wish to be a paid-up member with voting rights.

6.1.3 Applications for membership shall be made to the Membership Director in such form as shall be prescribed by the Board from time to time.

6.1.4 Paid Members shall be required to pay to the Corporation such dues or fees as fixed by the Board.

6.1.5 Applicants for Paid Membership shall be admitted to membership in the Corporation following receipt of their registration and the payment of any such dues or fees that may be fixed at that time, except to satisfy Section 286(2) of the Act. Applicants for Non-Paid Membership shall be admitted to the membership in the Corporation following receipt of their registration to be added to mailing list.

6.1.6 Paid Membership in the Corporation shall continue for a period of one (1) year and shall expire on the day of the Annual General Meeting.

6.2 Rights of Members

Except as otherwise provided in this By-law, members have the right to the following:

6.2.1 attend all duly constituted meetings of the membership; and

6.2.2 participate in the discussion of matters properly before the membership.

Paid Voting members of the Corporation also have the right to the following:

6.2.3 vote on matters properly before the membership;

6.2.4 right to access organisation's records.

6.3 Dues

The Board of Directors may from time to time fix dues or fees payable by the members upon admission into or renewal of Paid Membership. No renewal of membership shall be effective until such amount has been paid to the Organization. The Board of Directors may at any time by resolution waive, in whole or in part, payment of any membership fee otherwise prescribed.

6.4 Resignation from Membership and Termination of Membership

Any member may resign from the membership of the Corporation upon notice in writing to the Membership Director of the Organisation. Any membership shall terminate upon failure to renew within the term prescribed in section 6.1 hereof.

7.0 ANNUAL GENERAL AND MEMBERSHIP MEETINGS

7.1 Place, Date and Time of Meetings

Annual General and Membership Meetings shall be held within the geographic area served at a place, date, and time set by the Board of Directors. Annual General Meetings shall be held within six (6) months of the date of the termination of its fiscal year in accordance with the Act.

7.2 Notice of a Meeting

A printed, written, typewritten or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting at least ten (10) days for Membership Meetings and fourteen (14) days for Annual General Meetings. The accidental omission to give notice of a Membership Meeting or an Annual General Meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by a member or members shall not invalidate any resolution passed or any proceedings taken at such meeting.

7.3 Calling Membership Meetings

The Board of Directors may call a Membership Meeting at any time.

7.4 Voting at Annual General and Membership Meetings

7.4.1 All voting members who are in good standing at the time of any Membership or Annual General Meeting shall be eligible to vote in person.

7.4.2 At all meetings of the members, every question shall be decided by a simple majority of the votes of the members who are present, unless otherwise required by the By-law of the Corporation. Every question shall be decided by a show of hands. Every member having voting rights shall have one (1) vote, and unless a poll is required, a declaration by the Chair that a resolution has been carried or not carried shall be admissible as *prima facie* proof of the fact that a vote was held.

7.5 Chair of Annual General or Membership Meetings

The Chair of the Scottish Society of Ottawa shall chair Annual General or Membership Meetings or designate the Vice-Chair to do so. If neither is present within fifteen (15) minutes of the start of such meeting, the Members shall elect, from among themselves, a Director in good standing to preside over that meeting as the Chair.

7.6 Quorum of Annual General or Membership Meetings

A quorum for the transaction of business at any meeting of Members shall consist of not fewer than ten percent (10 %) of voting members present in person.

7.7 Requisition of General Membership Meeting

Members totalling not less than five percent (5%) of the voting members of the Corporation entitled to vote may request the Directors to call a general membership meeting for any purpose in accordance with Section 295 of the Act. Should a majority of the members present at a meeting so requisitioned determine that the general nature of the business described in the requisition notice is frivolous and not connected with the affairs of the Corporation, then each of the requisitionists shall be jointly and severally liable to the Corporation for all costs incurred by the Corporation in the giving of notice and the calling of the meeting. Failure to pay this amount within thirty (30) days shall entitle the Directors to revoke the membership of the requisitionists.

7.8 Access

7.8.1 Every Annual General or Membership Meeting is open to the public unless a simple majority of voting members in good standing present otherwise decides.

7.8.2 The Corporation will make reasonable efforts to make meetings of the Board, Committees, and Members accessible to all individuals.

7.9 Conduct of Annual General and Membership Meetings

7.9.1 At such meetings of the Members, the Members may consider and transact any business except the removal of a Director or an amendment to the By-law without prior notice to the membership.

7.9.2 A majority of votes cast carry any motion. A two-thirds (2/3) vote is necessary to carry a special resolution such as dissolution of the organization, change of name, removal of a Director or to amend or repeal a By-law. Any special resolution must be served on each member in writing and distributed by mail or by electronic means at least thirty (30) days prior to such meeting.

7.9.3 At any meeting of the Members, the Voting Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at the meeting, remove any Director before the expiration of their term of office (provided that proper notice of the intention to pass such a resolution has been duly given). The Members may, by a simple majority of votes cast at that meeting, elect any person in place of the removed Director for the remainder of their term.

7.9.4 The Chair of any Annual General or Membership Meeting may not vote on any motion, except in the case of a tie when the Chair shall cast the deciding vote.

7.9.5 The Secretary shall keep or cause to be kept the minutes of each Annual General or Membership Meeting. An entry in the minutes that the Chair of the relevant Annual General or Membership Meeting declared a motion carried is admissible as *prima facie* proof that the motion was carried. A record of votes for and against motions considered at each Annual General or Membership Meeting shall be entered by the Secretary in the Minutes of the Meeting when a counted vote takes place. A counted vote shall be taken if any Member asks for a counted vote to take place.

7.9.6 Robert's Rules of Order shall apply to all Annual General, Special Membership and Membership Meetings of the Corporation.

7.10 Business at Annual General Meetings

At every Annual General Meeting, in addition to any other business, the following must be considered:

7.10.1 Chair's Report

7.10.2 Auditor's Report

7.10.3 Current Committee Reports

7.10.4 Appointment of Auditors

7.10.5 Elections to the Board of Directors

7.10.6 Adjournment

7.11 Nomination of Board Members

7.11.1 Eligibility: In order to be nominated to the Board, a proposed Director must comply with Section 286 of the Act in that s/he shall be or become a Voting Member of the corporation within ten days after appointment as a Director, s/he shall be eighteen or more years of age, and s/he shall not be an undischarged bankrupt; and a resident of the served area.

7.11.2 The Nomination Committee will be responsible for developing a proposed slate of new Directors for election at the Annual General Meeting.

7.12 Election of Board Members at Annual General Meeting

At each Annual General Meeting, the members present will vote on the slate presented by the Nomination Committee to elect new Directors to the vacant positions on the Board of Directors. Nominations from the floor will be considered.

8.0 BOARD OF DIRECTORS

8.1 Numbers and Powers

A Board of three (3) Directors shall be necessary. A Board with nine (9) to fourteen (14) Directors is optimal, each of whom shall be a Voting Member in good standing, shall govern the Corporation. The Directors shall be responsible to the membership for the management and conduct of the affairs of the Board and Committee members in accordance with the Corporation's objects. The terms of the Directors shall be established to provide for appropriate turnover and continuity. The Past Chair of the Corporation will be appointed to the Board as a non-voting ex-officio member.

8.2 Term of Office

The term of office for any Director shall be two (2) years, renewable for two (2) additional terms. Members who have served as Directors for three (3) complete terms shall not be eligible to stand for election or be appointed to the Board for a period of one year after their terms in office have expired. The exception for Board terms of office will be the Treasurer, who may serve for four (4) consecutive terms.

Each Director is required to sign and agree to comply with the Oath of Office, in the form attached as Schedule "A" to the "Directors' Conflict of Interest" policy. This is signed on an annual basis, at the first meeting of the Board, following the Annual General Meeting (AGM).

8.3 Transition

For the two (2) years following the approval of this set of By-laws No. 2, the Nomination Committee shall determine, in discussion with individual Board Members concerned, an appropriate schedule of resignations in order to ensure orderly turnover of Board Members.

8.4 Remuneration

The Directors shall serve without remuneration from the Corporation and no Director shall directly or indirectly receive any profit from his/her position, provided

that Directors may be paid reasonable expenses incurred in the performance of their duties.

8.5 Confidentiality

All members of the Board shall respect the confidentiality of such matters as determined by the Board.

8.6 Insurance

The Corporation shall purchase and maintain insurance for the protection of the Directors and the Corporation that shall include, but is not limited to, all staff (if any) and volunteers.

8.7 Directors' Accountability

The Board and individual Directors represent the membership of the Corporation and are directly accountable to that membership. They also have a fiduciary responsibility to those who provide funds to the corporation, to the employees (if any) and to the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and the general community.

Each Director shall exercise the powers and discharge the duties of his/her office in good faith and in the best interests of the Corporation, and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.

8.8 Indemnification

Every Director or officer of the Corporation or other person who has undertaken any liability on behalf of the Corporation or any company controlled by it and their 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 Corporation, from and against:

8.8.1 All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and

8.8.2 All other costs, charges and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The Corporation shall also indemnify any Director in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to

indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

8.9 Vacation of Office

The office of a Director of the Organization shall be vacated:

8.9.1 If an order is made declaring the Director to be a mentally incompetent person or incapable of managing his/her own affairs;

8.9.2 If the Director is convicted of any criminal offence unless the board otherwise resolves;

8.9.3 If by notice in writing to the Secretary of the Organization the Director resigns his/her office, and such resignation, if not effective immediately, becomes effective in accordance with its terms;

8.9.4 The Director ceases to be a member;

8.9.5 The Director ceases to reside or perform paid or volunteer work in the geographic area served as defined in Section 4.0 of this By-law;

8.9.6 The Director fails to attend, without notice, three (3) consecutive board meetings or five (5) board meetings within a given year of office of the Board of Directors where the Board has not allowed such absence. Directors who wish the Board to allow absence will give notice to the Board through the Chair;

8.9.7 Upon removal by resolution passed by at least two-thirds (2/3) of the votes cast by the members at a general meeting of which notice specifying the intention to pass such a resolution has been given;

8.9.8 Upon removal by a decision of the Board of Directors that the Director has not complied with the conflict-of-interest provisions contained in paragraph 16 herein or any applicable section of this By-law;

8.9.9 Upon Death. Should this office be left vacant, the vacant Director position(s) shall not be included in the total when declaring a quorum under section 9.4. If the office of a director is vacated within six (6) months of the next Annual General Meeting, then the Board may choose to leave the office vacant until the AGM. If the office is vacated more than six (6) months before the next Annual General Meeting, then the Board shall fill the vacancy through Board appointment of a Member in good standing to the Corporation. The appointed member shall serve as a Director until the next AGM, at which time the position shall be filled through the election process.

8.10 Executive Committee

There shall be an executive committee consisting of four (4) Officers including the Chair, Vice- Chair, Treasurer, and Secretary. The Board of Directors may delegate any powers to the Executive Committee it may deem necessary from time to time.

9.0 MEETINGS OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

9.1 Frequency and Location

The Board shall meet at least six (6) times per year at such date, time, and location as the Board shall determine. At the first meeting of the Board of Directors, immediately following election of Board member(s), the Chair shall ensure all new member(s) receive an orientation aimed at introducing new Board member(s) to the basic roles and responsibilities of service as board member(s).

9.2 Notice of Regular and Special Meetings

Reasonable notice of the meetings shall be served. A Director's meeting may be held, without notice, immediately following the Annual General Meeting of the Corporation.

9.3 Chair of the Board of Directors

9.3.1 The Chair, or in the absence of the Chair, the Vice-Chair, shall normally chair the meeting of the Board of Directors.

9.3.2 If neither is present within fifteen (15) minutes of the start of such meeting, the Directors shall elect from amongst themselves, a Director to preside at that meeting provided that a quorum is present.

9.4 Quorum

One more than half of the number of members in occupied positions of the Board shall constitute a quorum for the purpose of the meetings of the Board.

9.5 Decision-Making

Acceptance of a motion will require a mover and a seconder. At all meetings of the Members, every question shall be decided by a simple majority of the votes of the members unless otherwise required by the By-law of the Corporation. Questions that arise at any meeting of the Board and Board Committees shall normally be decided by a written motion and by a show of hands. The Chair will vote only to break a tie or when a recorded vote has been requested. No participation by proxy shall be permitted.

9.6 Electronic Attendance at Meetings

The Corporation chooses to make available telephonic, electronic or other communication facilitation that permits all participants to communicate adequately with each other during a meeting of board members where adequate technology exists. Any person entitled to attend such a meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting and contributes to quorum. 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, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Notwithstanding the ability to participate electronically, the Scottish Society of Ottawa encourages Board Meetings in-person to allow for team building, social interaction and comradery.

10.0 COMMITTEES

The Board shall constitute such Committees as it deems necessary and shall prescribe their duties and responsibilities. Such Committees shall be responsible to the Board and shall report to the Board on whatever matter has been assigned to it.

10.1 Standing Committees

There shall be three (3) Standing (operating) Committees, that will meet as needed, but no fewer than twice per year; other operating committees may be struck as needed.

10.1.1 Governance and Nomination Committee. Minimum three (3) members, and members will decide on the Chair. The main responsibility of the Governance and Nomination Committee shall be to ensure timely update of the By-laws, and to recruit and interview new Board Members to ensure sustainability and positive turn-over in Board and Committee members.

10.1.2 Finance and Audit Committee. Minimum three (3) members, including the Treasurer, who will act as Chair. The main responsibility of the Finance and Audit Committee shall be to prepare an annual budget and to monitor the financial situation.

10.1.3 The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer. The Chair of the Board will act as Chair. The main responsibility of the Executive Committee shall be to make decisions on behalf of the Board when called upon to do so with delegated authority.

One more than half of the members of the Committee, where at least one member is a Board Member, shall constitute a quorum for the purpose of the meetings of

the Committee. Members of standing committees can be any voting member of the SSO, unless stated otherwise.

10.3 Removal

The Board of Directors may remove a Committee member if the member fails to attend three (3) consecutive committee meetings or five (5) committee meetings within a given year.

11.0 OFFICERS and DIRECTORS

11.01 Election and Appointment to Board of Directors

The Nomination Committee will prepare nominations for vacant positions of Executive Officers and Directors, including

- Chair (Executive Officer)
- Vice- Chair (Executive Officer)
- Treasurer (Executive Officer)
- Secretary (Executive Officer)
- Membership Director
- Communications Director
- Volunteer Director
- Development (funds) Director
- Hogman-eh! Director
- Burns Supper Director
- National Kilt Skate Director
- Special Events Director
- Youth Director
- Director-at-large

Persons elected to the office of Chair and Vice- Chair will normally have served on the Board of Directors for a period of one term prior to election to these positions. Each Executive Officer and Director shall continue in office until the earliest of:

11.1.1 his or her resignation, which resignation shall be effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;

11.1.2 the appointment of their successor;

11.1.3 them ceasing to be a Director;

11.1.4 the meeting at which the Board of Directors annually elect the officers of the Corporation;

11.1.5 their removal;

11.1.6 their death.

Executive Officers may hold the same office over and above the regular Directors term of office as long that Board member is in good standing. The Board may appoint such other officers as it considers necessary and all officers shall have, in addition to those powers set out in this By-law, the authority to perform the duties from time to time prescribed by the Board.

11.2 Removal

Any officer, in the absence of agreement to the contrary, shall be subject to removal by resolution of at least two-thirds (2/3) of the full Board of Directors as then constituted. The resolution shall not be effective unless a written notice of the motion to make this resolution is given to the Board of Directors at least ten days before the meeting of the Board. The officer or officers affected shall be entitled to address the meeting of the Board of Directors before the making of any such resolution.

11.3 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The Executive, in the exercise of any or all powers of the Board that have been delegated to it, shall conform to any regulation that may have been in the original resolution of delegation imposed upon it or may from time to time be imposed upon it by further resolution of the Board.

11.4 Duties May be Delegated

In the case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any Director for a period of time as determined by the Board.

11.5 Working Committees

Directors may recruit members (paid and non-paid) to serve on a working committee to assist with the work of the Director. The members of the working committee have no vote on the Board but serve a vital function in the work of the Society. The Director will chair these working committees.

12.0 DUTIES OF OFFICERS and DIRECTORS

All Officers and Directors are expected to take an active role in the affairs of the Society and accept that this is a "working" board and team. The Directors of the

Corporation include the Executive Officers as well as the Society Directors, with duties as assigned by the Board, including but not limited to:

12.1 Chair: The Chair shall, when present, preside at all meetings of the Corporation, and the Board and Executive, and enforce order and observance of By-laws and regulations, sign all necessary consents and documents; and the Chair shall have such other powers and duties as may from time to time be assigned to him/her by the Board. The Chair shall only vote in the event of a tie vote. The Chair shall be a member ex-officio of all committees. The official spokesperson for the Corporation is the Chair or delegate. The Chair will act as the Executive-Director, Strategic Planner, and Chief of Staff.

12.2 Vice- Chair: The Vice- Chair may be called upon to preside in the absence of the Chair, and while so acting shall have all the powers of the Chair. In the event of the Vice- Chair not being present at a meeting, the members present may elect one of their members to preside, and the member so elected shall have all of the powers of the Chair while so presiding. The Vice- Chair will take an active leadership role in Committees of the Scottish Society of Ottawa and the affairs of the Corporation.

12.3 Treasurer: The Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation, all monies or other available effects in the same name and to the credit of the Corporation in such banks as may from time to time be designated by the Board and shall disburse, or cause to be disbursed, the funds of the Corporation under the direction of the Board, taking, or causing to be taken, proper vouchers account of all transactions as Treasurer and the financial position of the Corporation. The Treasurer shall also perform, or cause to be performed, such other duties as the Board may determine from time to time. The Treasurer shall present written financial records to the meetings of the Corporation, the Board, and the Executive unless otherwise directed by the Board. The Treasurer will take an active leadership role in Committees of the Scottish Society of Ottawa and the affairs of the Corporation. The Treasurer will chair the Finance Committee.

12.4 Secretary: The Secretary shall ensure that all facts and minutes of all proceedings are properly recorded in the books kept for that purpose. The Secretary shall ensure that all notices required to be given to members and to Directors have been delivered. The Secretary shall ensure the safekeeping of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which s/he shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board. The Secretary will take an active leadership role in Committees of the Scottish Society of Ottawa and the affairs of the Corporation. The Secretary will act as recording secretary at meetings of the Board of Directors.

12.5 Membership Director: Maintains membership database, ensures appropriate and timely notice of renewal notices to Voting Members, liaises with the Treasurer regarding payment of Voting Members; other duties as assigned.

12.6 Communication Director: Communications, Marketing and Public Relations Director; chair of Communications Committee; communications include social media, membership newsletter, website, media outreach, promotion; chair of the Communication Committee; other duties as assigned.

12.7 Volunteer Director: Recruits, trains, manages volunteers for SSO events, and ensures volunteers are informed on and agree to the terms set out in the "Volunteers' Code of Conduct" policy; other duties as assigned.

12.8 Development (funds) Director: Management of sponsorship and fundraising efforts; other duties as assigned.

12.9 Hogman-eh Director: Planning and coordination of Hogman-eh; chair of the Hogman-eh Committee; other duties as assigned.

12.10 Burns Supper Director: Planning and coordination of the annual Burns Supper; chair of the Burns Supper Committee; other duties as assigned

12.11 National Kilt Skate Director: Planning, growth and coordination of National Kilt Skate, including distribution of funds; member of the National Kilt Skate Committee; other duties as assigned.

12.12 Special Events Director: Planning and coordination of Special Events of the Society, including but not limited to any activities held during the OttScot Festival (excepting Hogman-eh, Burns Supper, and Kilt Skate); other duties as assigned.

12.13 Youth Director: Chair and management of Youth Committee and activities, as approved and supported by Board of Directors; other duties as assigned.

12.14 Director-at-large: Ambassador of the SSO; other duties as assigned.

13.0 SPECIFIC BUSINESS OPERATIONS

13.1 Banking

The Corporation's bank accounts shall be kept in such banks, trust companies or other firms or corporations as the Board may determine. Cheques on the Corporation's bank accounts, drafts accepted by the Corporation, promissory notes given by it, and letters of hypothecation to banks and others shall be signed, drawn or accepted as the case may be, by any two persons specified by the Board with at least one of such persons being a Treasurer, Chair, Vice- Chair, or Secretary

of the Corporation.

Bills of exchange, promissory notes, cheques or orders for money will normally be endorsed for deposit to the credit of the Corporation by the Treasurer, Chair, Vice-Chair, or Secretary of the Corporation.

13.2 Financial Campaign

The Board may authorize a voluntary campaign to solicit funds to enhance the operations of the Corporation.

13.3 Borrowing

13.3.1 Subject to the limitations set out in the By-laws or the Letters Patent of the Corporation, the Board may:

13.3.2 borrow money on the credit of the Corporation;

13.3.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

13.3.4 From time to time the Board may authorize any Officer, or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

13.4 Contractual Agreements

Documents requiring execution by the Corporation shall be signed by any person or persons authorized by the board to enter into contracts on behalf of the Corporation and all documents so signed are binding upon the Corporation without further authorization or formality. Contracts required in the ordinary day-to-day operations of the Corporation will not require prior approval. The Board may from time-to-time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The Corporate Seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

13.5 Securities

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies, or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from

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

13.6 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the applicable statute of laws of the Corporation or by an applicable statute or law are regularly and properly kept.

14.0 DISSOLUTION

14.1 Distribution of Property on Dissolution

Upon the dissolution of the Corporation and after the payment of debts and liabilities the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or organizations, the objects of which are beneficial to the community, such organizations being those carrying on their activities in the Province of Ontario.

15.0 DIRECTORS' CONFLICT OF INTEREST

Every Director is in a fiduciary relationship with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in dealings with it or on its behalf. Directors shall not place themselves in a position where there is a conflict between their duty as a Director and their other interests.

Where a director, either on his/her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a director he/she:

15.1 Shall disclose his/her interest fully at a meeting of the directors in the manner prescribed by the Canada Corporations Act (or other legislation under which the corporation is incorporated);

15.2 Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in the meeting;

15.3 Shall not take part in the discussion of or vote on any question in respect of the matter; and,

15.4 Shall not in any way whether before, after or during the meeting to influence the voting on any such question. The pecuniary or personal interest, direct or indirect, of any immediate family member shall, if known to the director, be deemed to be also the pecuniary interest of the director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting. If necessary, an option shall be available to any director to seek a legal opinion paid for by the Corporation.

16.0 AUDITORS

16.1 Appointment

At each AGM of the SSO, the members shall appoint an Auditor who shall hold office until the next AGM. The remuneration shall be fixed by the Directors of the Corporation.

After conducting an audit engagement or a review engagement, the Public Accountant shall report in the prescribed manner on the financial statements required by the Act to be placed before the members, except any financial statements or part of those statements that relate to the period referred to in subparagraph 172 (1)(a) (ii) of the Act.

The Board may appoint an Auditor to fill any vacancy in the office of the Auditor and the Auditor so appointed shall hold office for the remainder of the term of the Auditor originally appointed.

The Auditor shall have the right to bring before any meeting of the Board any matter affecting the Auditor's report and shall have the right to appear at such meeting to present the matter the Auditor wishes to discuss.

In the event that the SSO becomes a non-soliciting corporation, members may waive the appointment of a public accountant by annual unanimous resolution at the AGM.

16.2 Reporting

The auditor, if called upon, shall report to the members on the financial statement to be made before the Corporation at the annual meeting and on those matters required by the Corporations Act.

16.3 Qualifications

No person shall be appointed as auditor of the Corporation who is a Director, Officer or employee of the Corporation or is a partner-employee or employee of any such Director, Officer or employee, or in any other circumstance in which a conflict of interest could be perceived.

17.0 FINANCIAL YEAR

The financial year of the Corporation shall begin on the first day of April and shall terminate on the thirty-first day of March in each year.

18.0 REPEAL OF BY-LAWS

All prior By-laws, resolutions or other enactments of the Corporation inconsistent with this By-law are hereby repealed.

19.0 AMENDMENTS

A By-law which has been confirmed at a general meeting of the members may be amended or repealed at a general meeting or special meeting by vote of not less than two-thirds (2/3) of the members present, provided that a notice in writing of such proposed amendment, or repeal shall have been served to each member at least thirty (30) days prior to such meeting.

This is a true copy of By-law #3 of the Scottish Society of Ottawa passed by the Board of Directors on April 23, 2020, and confirmed in accordance with the By-laws, by two-thirds of the members attending at a General Meeting on June 13, 2020, and amended at a Special Members Meeting by two-thirds of the members attending on August 25, 2021.



Jane Torrance, Chair

09/01/2021



Fiona Morrison, Secretary

08/31/2021

Annex A: Amendment Table

Number	Date	Key Changes
1	May 2014	Initial
2	June 13, 2020	Structural changes - complete overhaul and update; change from 3 to 5 Directors plus Grand Committee to 3 to 13 Directors; change in membership classed to paid (Ordinary) and unpaid (Associate);
3	August 25, 2021	Structural - change number of Directors from 3 to 13 to 3 to 14, to include a Youth Director; confirmation of fiscal year