

BY-LAW NO. 1

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

CANADIAN ASSOCIATION OF RAILWAY MODELLERS

(an Association hereafter described as "CARM")

CONTENTS

	<u>Page No.</u>
ARTICLE 1 INTERPRETATION.....	1
ARTICLE 2 OPERATION OF THE ASSOCIATION	2
ARTICLE 3 DIRECTORS	2
ARTICLE 4 SUB-COMMITTEES.....	2
ARTICLE 5 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	3
ARTICLE 6 NOTICE.....	3
ARTICLE 7 CHAPTERS AND OTHER SUB-GROUPS OF MEMBERS.....	3

**ARTICLE 1
INTERPRETATION**

1.1 Definitions-

- (a) In the by-laws of the Association:
 - (i) "Appoint" includes "elect" and vice-versa;
 - (ii) "Articles" mean the Constitution, this by-law and any additional by-laws that may be approved;
 - (iii) "Board" means the board of directors of the Association;
 - (iv) "By-laws" means this by-law and all other by-laws of the Association from time to time in force and effect;
 - (v) "Chair" means the Chairperson of the Board;
 - (vi) "Constitution" means the Constitution of CARM as approved by the Board and membership effective at the most recent date and to which these by-laws are supplementary and where they may be in conflict, the Constitution prevails;
 - (vii) "Meeting of members" includes an annual meeting of members and a special meeting of members;

- (viii) “Members” means persons who have complied with the requirements for membership in the Association as defined in the Constitution and by the Board and whose names and recorded addresses are listed in the membership records and are currently in good standing;

- 1.2 **Gender and Number.** In this by-law, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.
- 1.3 **Headings.** The division of this by-law into articles and sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

ARTICLE 2 OPERATION OF THE ASSOCIATION

- 2.1 Shall be as defined in the Constitution.

ARTICLE 3 DIRECTORS

- 3.1 **Vacancies** - A quorum of the directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the maximum number of directors which requires a meeting of the members for approval.
- 3.2 **Meetings** - Meetings of the Board shall be held from time to time and in such manner as the Board may determine, which may include telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting..

ARTICLE 4 SUB-COMMITTEES

- 4.1 **Sub-committees of the Board** - The Board may appoint sub-committees as defined in the Constitution and delegate to any such sub-committee such powers of the Board as it considers necessary.
- 4.2 **Procedure** - Unless otherwise determined by the Board, each sub-committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure including form of meetings and voting procedures.
- 4.3 **Approval** – Decisions of a Sub-committee are considered as recommendations to the Board and shall have no authority until approved by the Board.

ARTICLE 5 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Limitation of Liability - Every director and officer of the Association in exercising his or her powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office.

ARTICLE 6 NOTICE

- 6.1 **Method of Giving Notice** - Any notice to be given pursuant to the by-laws or otherwise to a member, director or officer may be sent by email, prepaid mail addressed to, or may be personally delivered to the latest recorded address as shown in the records of the Association.
- 6.2 **Undelivered Notices** - Where the Association sends a notice or document to a member in accordance with section 8.1 and the notice or document is returned because such member cannot be found, the Association shall not be required to send any further notices or documents to such member until such member informs the Association in writing or by email of such member's new address.
- 6.3 **Omissions and Errors** - The accidental omission to give any notice to any member, director, officer, auditor or member of a sub-committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 6.4 **Waiver of Notice** - Any member, director, officer, or member of a sub-committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under any provisions of the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be.

ARTICLE 7 CHAPTERS AND OTHER SUB-GROUPS OF MEMBERS

- 7.1 **Establishment of Chapters and other sub-groups of Members** – The Board may from time to time approve the formation of Chapters or other such sub-groups of members which shall be a grouping of members with similar geographic or other links to further the aims of

the Association and the particular sub-group. Hereafter the term “Chapter” shall be used to describe the activities of Chapters and other such sub-groups whether or not their name incorporates the word “chapter”.

- 7.2 **Chapters Operation** - Chapters will operate within the guidelines established by the Board with their own appointed officers and organizational structure to ensure good governance.
- 7.3 **Chapters Financial Authority** – Chapters may raise and spend funds in support of their stated objectives subject to the Board having overall approval of the funding policy and funds management established by the Chapter.
- 7.4 **Chapters Governance**– Subject to the Chapter Rules established by the Board, Chapters will establish policies and procedures for operations and definitions of their geographic areas and/or other determining criteria for membership and provide copies of same to the Board. Reports of activities will be provided to the Board at least once yearly and preferably once each calendar quarter.
- 7.5 **Chapters Membership** – Any member of CARM has the right to join or leave any Chapter or Chapters regardless of geographic or any other restrictions. In respect of geographically defined Chapters any member within that Chapter area is by default a member of that chapter, unless they request to be removed from its membership.
- 7.6 **Chapter Dissolution** – In the event of dissolution of a Chapter either by formal notice to the Board or by non-reporting of activities for a period 6 months beyond that defined in Section 7.4, the Board may take over the balance of any financial assets of the Chapter.

CONFIRMED by the Board of Directors of the Association.

DATED 8th October 2020

Chair

Secretary