

BY-LAWS OF ESTONIAN SUMMER CAMP SOCIETY

By-Laws relating generally to the transactions of business and affairs of the Society

I OBJECTS AND MEMBERS

1. ESTONIAN SUMMER CAMP SOCIETY (hereinafter called the Society), is an association of Estonian cultural and social organizations in Hamilton, London, Kitchener and St. Catharines, Ontario, and of Estonians residing in or near these municipalities.
2. The objects of the Society are to establish and to operate summer camps for the children of members and members of member organizations, and generally to serve and promote the cultural and social interests of members.
3. There shall be honorary members, active members and supporting members.
4. Honorary Members
 - a) The honorary members shall be elected at the Annual General Meeting of the Society.
They shall be persons of meritorious service in the fields of the activities of the Society.
 - b) The honorary members shall not be required to pay any membership fees or dues, and they shall not participate in any distribution of the property of the Society in the event of dissolution.
 - c) The honorary member shall be entitled to vote at the meetings of the Society.
5. Active Members
 - a) The active membership shall be restricted to members of good standing of the following unincorporated associations: The Estonian Society of Hamilton, The Estonian Society of London, The Estonian Society of Kitchener, and The Estonian Society of St. Catharines.
 - b) The active membership shall be constituted of one member for each \$1,000.00 contribution made to the Society by the unincorporated associations named in clause a) of this article respectively.
 - c) Active members shall be admitted to membership by resolution of the Directors from among persons presented to them by the said unincorporated associations, which persons, in turn, shall be elected in accordance with the respective constitutions and by-laws of such associations. The presentation shall be accompanied by proof of the qualifying contribution as stipulated in clause b) of this article.
 - d) Nothing shall prevent the active members to be supporting members at the same time.
6. Supporting Members
 - a) The supporting members shall be persons over 18 years of age and unincorporated associations and Estonian religious bodies who are admitted to membership by the Directors in accordance with the by-laws of the Society.
 - b) The supporting members shall not be entitled to vote at the meetings of the Society, but they shall be entitled to notice of such meeting.
7. The supporting members shall pay to the Society, annual dues as determined at each Annual or special meeting upon recommendation by the Directors.
8. The Secretary or Treasurer shall notify the members of the dues at any time payable by them, and request payment of the same, and if the same are not paid within ten days after the third request, the member in default shall cease to be a member of the Society, provided that such member may be reinstated by the Directors upon payment of all unpaid dues.
9. A member may resign by resignation in writing which shall be effective upon acceptance by the Directors. In the event of such resignation by an active member, the unincorporated association to which he belongs, shall present a new candidate for

active membership in accordance with the provisions of Article 5.

10. A member may be expelled from the Society for cause by a two-thirds vote at the general meeting of the Society upon a motion by the Directors or by one-fourth of the active members of record of the Society. In the event an active member is thus expelled, the unincorporated association to which he belongs shall present a new candidate for active membership in accordance with the provision of Article 5.

II GENERAL MEETINGS

11. There shall be annual and special general meetings of the Society.
12. The Annual General Meeting of the Society shall be held in Hamilton, London, Kitchener, St. Catharines, or any other place in Ontario on a day in the last three calendar months of the year as determined by the Board of Directors.
13. The Directors of the Supervisory Committee may call a special general meeting of the Society to be held at a place in Ontario on a day appointed by the convener, but the Directors must call a special general meeting when demanded in writing by one-fourth of the active members, in which case the provision of the Ontario Corporation Act in that behalf shall apply.
14. Subject to Article 24: The quorum at general meetings shall be one-half of the active members, provided that if the quorum is not present at the hour appointed, the meeting shall be held one-half hour after the hour appointed and then no quorum shall be required to constitute the meeting.
15. At every Annual General Meeting the Report of the Directors, the Financial Statements, the Report of the Auditor and the Report of the Supervisory Committee shall be presented.
16. The Annual General Meeting shall elect the Directors and the Supervisory Committee, and appoint an Auditor for the ensuing year.
17. Subject to Article 24: Notice of the time and place and the business to be transacted a general meeting shall be given to each member 14 days (in case of Annual general Meeting) or 7 days (in case of Special General Meetings), before the day appointed for such meeting, and no public notice or advertisement shall be required. Members shall be notified by pre-paid post unless Members elect to be notified by email of general meetings. Those Members who elect to be notified by email shall send an email to the Secretary of the Seedrioru Board stating that they consent to be so notified. The address used by the Member to make the election shall be considered the Member's current email address.

The Member shall indicate their preference by email to the Secretary as early as at the beginning of a financial year. It is the responsibility of Members who elect to be notified by email to ensure that the email address on file with the Secretary remains current. The email address and consent as given by the member will be considered as current by the Secretary until advised otherwise by the Member.

The Secretary shall maintain a list of those who have elected to be notified by email and use that list to decide which Members need to be notified by prepaid post and which members can be notified by email.

18. No error or omission in the giving of notice of a general meeting of the Society shall invalidate such meeting or make void any proceedings thereat, and any member may at any time waive notice of any such meeting and may ratify, approve or confirm any

proceedings taken thereat.

19. Subject to the Corporation Act and to Articles 10, 24 and 33, every question at the General Meeting shall be decided by a majority of the votes of the members present.
20. Subject to Article 24: Every question at a general meeting shall be decided by a show of hands unless a ballot be demanded by any three members, provided that election of Directors and the supervisory Committee shall be carried out by ballot. If a ballot be demanded, the same shall be taken in such a manner as the Chairman shall direct, and the results of such ballot shall be deemed the decision of the Society on the question.
21. Upon voting by a show of hands, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes shall be conclusive evidence thereof without proof of the number of votes.
22. In the event of an equality of votes cast at a general meeting, whether by a show of hands or by ballot, the Chairman shall have a casting vote.
23. Each member having voting power shall have one vote at the general meetings of the Society.
24. Winding-up of the Society and amendment or repeal of this By-Law, except of Article 54, shall be determined only at a Special General Meeting called for these purposes. Notices of such meeting, together with the proposed amendments (if any) of this By-Law shall be given to the active members at least four weeks before the day appointed for the meeting.

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The Member shall indicate their preference by email to the Secretary as early as at the beginning of a financial year. It is the responsibility of Members who elect to be notified by email to ensure that the email address on file with the Secretary remains current. The email address and consent as given by the member will be considered as current by the Secretary until advised otherwise by the Member.

The Secretary shall maintain a list of those who have elected to be notified by email and use that list to decide which Members need to be notified by prepaid post and which members can be notified by email.

Quorum of such meeting shall be two-thirds of the active members. If no quorum is present at the hour appointed, the meeting shall be held at the same place one hour later, and then no quorum shall be required to constitute the meeting. Questions at such meeting shall be decided by the votes of three-fourths of the active members present.

25. Acquisition or sale or any dealing with real property shall be carried out only by authority of by-laws passed at a general meeting, provided that the Directors may manage, lease or rent real property without the authority of such special By-Law.

III DIRECTORS

26. The affairs of the Society shall be managed by a Board of eight Directors elected at the Annual General Meeting from among the active members, provided that four Directors shall each of them be a member of one of the four unincorporated associations named in clause a) Article 5, respectively.

27. The Directors shall at the first meeting after election, elect from among their number: a President, a Vice-President, a Secretary and a Treasurer, provided that the office of the President shall not be held by any member of the unincorporated associations named in clause a) Article 5, for more than two consecutive years during any four year period.
28. The President shall preside at the general meetings of the Society, and at the meetings of Directors. He shall have the general management and supervision of the affairs and operations of the Society.
29. The Vice-President shall perform the duties and have the powers of the President in the event of the latter's absence or inability, and such powers and duties as may be designated by the Directors.
30. The Secretary shall have the custody of The Seal of the Society, and of all books, records, contracts and other documents and papers of the Society, which he shall deliver up only when authorized by resolution of the Directors. He shall keep all books and records of the Society as required by law or designated by the Directors, give the required notices and make the required reports and perform all such duties as may be designated by the Directors.
31. The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Society and shall have custody of and keep all books of accounts and records as are required by law or designated by the Directors. He shall deposit all money or other effects of the Society to the credit of the Society as may be under the direction of the directors, taking proper vouchers thereof. He shall render an account of his transactions as Treasurer and of the financial position of the Society. He shall perform such other duties as may be designated by the Directors.
32. Each Director shall be elected to hold office until the first Annual General Meeting after his election or until his successor shall have been duly elected and qualified. Any Director missing three consecutive regular Board meetings without proper excuse (like sickness or being out of the country) will be retired from the Board. All Directors shall retire at such Annual General Meeting, but be eligible for re-election.
33. The members of the Society may, by 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 duly given, remove any Director before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect a person in his stead for the remainder of his term, provided that the provisions of Articles 26 and 27 shall then be observed.
34. Subject to Article 33: Vacancies on the Board of Directors, however caused, may be filled by the Directors from among active members nominated by the unincorporated association to which the Director causing the vacancy belonged and the association lost its representative.
35. Five Directors shall form a quorum for the transaction of business.
36. The power of the Directors shall be exercised at the meeting of the Board of Directors.
37. Meetings of the Board of Directors shall be held at such times and places in Ontario as the Directors may from time to time determine. The meetings may be called by the President, the vice-President or any three directors.
38. Notice of the meeting of the directors may be delivered by facsimile or electronic mail, or telephoned to each director not less than one day before such meeting, provided that no notice shall be required if all Directors are present. The statement of the President, the Vice-President or the Secretary that notice has been given pursuant to this by-law shall be conclusive evidence of such notice.
39. The Directors may appoint a day in the month for regular meetings at the hour and place to be named, of which meeting no notice shall be required to be given.
40. No error or omission in the giving of notice of a meeting of Directors shall invalidate the meeting or any proceedings taken thereat.

41. Questions arising at the meetings of Directors shall be decided by a majority of votes, and in the event of an equality of the votes, the Chairman shall have a casting vote.
42. Every question at the meeting of Directors shall be decided by a show of hands unless a ballot be demanded by any Director. A declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes shall be conclusive evidence thereof without proof of the number of votes.
43. The Directors shall receive no remuneration for acting as Directors.
44. Subject to this By-Law, the Directors may administer the affairs of the Society and shall have power and authority to do, in the name and for and on behalf of the Society, all things which the Society may lawfully do.
- 45a. The Directors may appoint special committees to carry out the activities or affairs of the society in accordance with directions given by the Directors.
- 45b. The Board of Directors of Seedriuru may meet by teleconference provided either that a majority of the Directors consent to meeting by teleconference or that meetings by teleconference in general have been previously approved by a resolution passed by the Board. The Board may meet by other electronic means that permit each Director to adequately communicate with each other, provided that:
 - a) The Board of Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum and recording votes;
 - b) Each Director has equal access to the specific means of communication to be used;
 - c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 45c. A resolution shall be deemed to have passed if a majority of Directors so indicate, whether by email, by other electronic means, or manually in writing. A resolution so passed is as valid and effective as if passed at a meeting of the Directors duly called, constituted, and held for that purpose.

IV SUPERVISORY COMMITTEE

46. There shall be a Supervisory Committee of three active members elected at each Annual General Meeting to hold office until the next Annual General Meeting.
47. The Chairman of the Committee shall be the member who was elected with the largest number of votes.
48. No director shall be qualified to be a member of the Committee as long as such Director remains in office.
49. Vacancies on the Committee, however caused, may be filled by appointment by the remaining members of the committee, and such appointment shall be effective only until the next annual General Meeting of the Society.
50. A majority of the members of the Committee shall constitute a quorum for the transaction of business.
51. The provisions of this By-Law respecting meetings, voting and notices applicable to the Board of Directors shall be applicable, mutatis mutandis, to meetings, voting and notices in respect of the Supervisory Committee.
52. It shall be the duty of the Supervisory Committee to audit the books and records of account and the financial transactions of the Society, and to report its findings to the members at each Annual General Meeting, and for such purposes it shall have access to all books and records of account of the Society.
53. The Supervisory Committee shall report to the President forthwith upon discovery of any irregularity in the books or records of account of the Society.

V GENERAL PROVISIONS

54. The Head Office of the Society shall be in the Township of Pilkington, in the County of Wellington, in the Province of Ontario.
55. The Seal, and impression thereof as stamped in the margin hereof, shall be the Corporate Seal of the Society.
56. The Fiscal Year of the Society shall terminate on the 30th day of September in each year.
57. All instruments or other documents of the Society which are required to be under Seal, shall be signed by the President or Vice-President and the Secretary or the Treasurer, and all other documents, not required to be under Seal, shall be signed by each Director or Directors as the Directors may by resolution authorize.
58. Whenever notice is required to be given under the By-Law of the Society, such notice may be given by depositing the same in post office or letter box in a post-paid envelope addressed to the Director or member at an address as it appears on the books of the Society. A notice so sent by post shall be deemed to be given at the time when the same was deposited in the post office or letter box as aforesaid.

VI BORROWING

1. The Directors may from time to time borrow money from the members of the Society for the purpose of acquiring or paying for, improving or managing real property in accordance with the powers and purposes set forth in the Letters Patent, or generally for the purposes of the Society.
2. For the purposes of securing the loans made under the section next preceding, the Directors shall issue to the members lending money thereunder debentures of the Society.
3. The Directors may issue debentures to the unincorporated associations named in clause (a) of Article 5, Section I of the By-Law as consideration for the contribution referred to in clause (b) of the said article.
4. If an accreditation of the assets of the Society warrants, the Directors may from time to time issue further debentures to the debenture holders by way of bonus, provided that in that case, such debentures shall be issued to all debenture holders of record and in proportion to the debentures held and paid up.
5. The debentures of the Society shall bear no interest, and shall mature upon dissolution of the Society, but otherwise shall be issued upon such terms and conditions, and in such denominations, and generally in such manner as the Directors may from time to time by resolution determine.
6. The debentures of the Society shall be issued on the condition that the same shall be transferrable or assignable only to members of good standing and of record of the Society.
7. The debentures of the Society shall be a lien and charge on the property of the Society.
8. The Directors shall have power to redeem the debentures held by persons who have ceased to be members of the Society for non-payment of dues, but in such event, all the dues in arrears shall be set off against the redemption price.
9. The Directors may from time to time borrow money on the credit of the Society.