



BY-LAW NO. 1

**A BY-LAW FOR THE GOOD CORPORATE GOVERNANCE OF
THE CATARAQUI CEMETERY COMPANY**

The Cataraqui Cemetery Company

Incorporated August, 10, 1850

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November 8, 2016

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DEFINITIONS AND INTERPRETATIONS

For the purpose of these by-laws **FBCSA** means The Funeral, Burial and Cremation Services Act, 2002, and Regulations. In this by-law, unless the context otherwise requires:

“Board” means the duly appointed Board of Trustees, sometimes known as Directors, for The Cataraqui Cemetery Company;

“By-laws” means this by-law and all other by-laws of The Cataraqui Cemetery Company as amended and which are from time to time, in force;

“Chair” means the Chair of the Board:

“Cemetery” means the cemetery owned and operated by The Cataraqui Cemetery Company, Kingston, Ontario;

“Corporation” means The Cataraqui Cemetery Company, Kingston, Ontario;

“Crematorium” means the crematorium owned and operated by The Cataraqui Cemetery Company, Kingston, Ontario;

“Interment Rights Holder” means the person(s) who holds the interment rights with respect to a lot or plot, niche or crypt as purchased under contract and registered in the Cemetery’s records and conveyed on the Interment Rights Certificate;

“Member” means a member of the Corporation;

“Members” means the collective membership of the Corporation; and

“Officer” means officer of the Corporation.

SECTION 1 - MEMBERSHIP

1.1 Members of the Corporation shall be limited to the Cemetery’s Interment Rights Holders.

SECTION 2 - BOARD OF TRUSTEES

2.1 The property and business of the Corporation shall be managed by a Board of five Trustees, a majority of whom shall form a quorum. Trustees must be members, with power under law to contract.

2.2 Trustees shall be elected each year by the Members from their number at an Annual Meeting, in the manner described in Section 3 of this by-law. The newly installed Board of Trustees shall assume their responsibilities immediately after the Annual Meeting at which they were elected.

2.3 Candidates for Trustee must meet the following criteria:

- a. have consented to stand for election;
- b. have paid any fees for the current year and any debts owing to the Corporation, if applicable;
- c. are not currently and have not in the previous five years been in litigation with the Corporation or its Trustees; and
- d. meet the requirements of the Ontario *Corporations Act* and the Canada Revenue Agency for directors of corporations which are registered charities.

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- 2.4 It shall not be permitted to have more than one (1) Family Member to serve on the Board of Trustees at the same time. If two or more Family Members are elected, the one with the most votes shall become a Trustee and the other(s) shall be disqualified. "Family Member" shall be defined as including a spouse, child, parent, or sibling of the member. Spouses shall include two individuals who are cohabiting in a conjugal relationship and either (a) have so cohabited throughout the preceding 12 months; or (b) are the natural or adoptive parents of the same child. A child, parent, or sibling shall include any natural, adopted, or step child relationship.
- 2.5 It shall not be permitted to have more than one (1) joint owner of a Lot or Plot to serve on the Board of Trustees at the same time. If two or more joint owners are elected at the same annual meeting, the one with the most votes shall become a Trustee and the other(s) shall be disqualified.
- 2.6 Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from his/her position as such; provided that a Trustee may be reimbursed reasonable expenses incurred in the performance of his/her duties.
- 2.7 The office of Trustee shall be automatically vacated:
- a. if a Trustee resigns his/her office by submitting a written resignation to the Board of the Corporation;
 - b. if he/she is found by a court to be of unsound mind;
 - c. if he/she becomes bankrupt;
 - d. if he/she ceases to meet the criteria set out in Section 2.3; or
 - e. on death.
- 2.8 Vacancies on the Board, however caused, may be filled for the remainder of the term from amongst the Members by the remaining Trustees, if constituting a quorum, failing which such vacancy shall be filled at the next Annual Meeting.

SECTION 3 - ELECTION OF TRUSTEES AND NOMINATING COMMITTEE

- 3.1 The current Board of Trustees shall appoint a Nominating Committee consisting of the President, the Vice President, one (1) other member from the Board of Trustees and two (2) members from the membership at large selected by the Board of Trustees.
- 3.2 The Nominating Committee shall prepare and present a slate of candidates for Trustee from the list of members that meet the criteria as established in Section 2.3.
- 3.3 Any voting member of the Cemetery shall have the right to nominate a candidate for Trustee from among the members that meet the criteria as established in Section 2.3. In order to do so, a completed nomination form as approved by the Board must be delivered to the Cemetery office at least thirty (30) days prior to the Annual Meeting. The names of all individuals so nominated shall be added to the slate of candidates for Trustee and identified as nominated by a member and not by the Nominating Committee.
- 3.4 The Nominating Committee shall present the full slate of candidates at the Annual Meeting of the members.

SECTION 4 - OFFICERS OF THE CORPORATION

- 4.1 The Trustees shall elect, from themselves, a President of the Corporation, a Vice-President, a Secretary and a Treasurer; such Officers shall serve at the pleasure of the Board.

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- 4.2 The Trustees shall appoint a General Manager who shall have the responsibility for operating the Cemetery in accordance with Provincial requirements, applicable federal and provincial laws, municipal laws and good business principles, and who shall be accountable to the Trustees.

SECTION 5 - POWERS OF TRUSTEES

- 5.1 The Trustees shall be responsible for all aspects of the operation of the Corporation as set out in applicable legislation.
- 5.2 The Trustees may pass By-Laws for the good governance, management and operation of the Corporation's business in all its particulars and details which, unless the FBCSA specifies otherwise in which case its provisions will apply, shall be effective only until the next Annual Meeting of the members unless confirmed thereat.
- 5.4 The Trustees of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its articles or otherwise authorized to exercise and do.
- 5.5 The Trustees shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to the General Manager the right to employ and pay salaries to employees. The Trustees shall have the power to enter into a trust arrangement with a company for the purpose of creating a trust fund or funds in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe.
- 5.6 The Trustees shall take such steps as they may deem requisite to enable the Cemetery 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 Corporation.
- 5.7 The Trustees may appoint committees whose members shall hold their offices at the will of the Board.

SECTION 6 - DUTIES OF OFFICERS

- 6.1 The President shall preside at all Meetings of the Board and at all Meetings of the Members.
- 6.2 The Vice-President shall act for the President if, for any reason, the President is unable to or incapable of performing his/her duties.
- 6.3 The Secretary shall see that all documents and records pertaining to the Corporation operations required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept. He/she shall see that a list of members is maintained and that the appropriate notices of meetings are sent.
- 6.4 The Treasurer shall see that all books of account and accounting records pertaining to the Corporation operations required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept. He/she shall ensure that all funds due or belonging to the Corporation are received and deposited in a bank account in the name of the Corporation, that all invoices are paid promptly, that a report on the Corporation's financial condition is available at meetings of the Board and at the Annual Meeting.
- 6.5 The General Manager shall have custody of the Cemetery and Crematorium under the direction of the Board of Trustees.

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SECTION 7 - EXECUTION OF DOCUMENTS

- 7.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Trustees shall have the power from time to time by resolution to appoint a Trustee or officer on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Trustees may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.

SECTION 8 - MEETINGS OF MEMBERS

- 8.1 Annual Meetings of the members shall be held at a time and place determined by the Board on the first Monday of each January.
- 8.2 At every Annual Meeting, in addition to any other business that may be transacted, the reports of the management, condition and fiscal concerns of the Corporation shall be presented.
- 8.3 The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which will be specified in the notice calling the meeting.
- 8.4 At a meeting of the members, each member shall have the right to exercise one (1) vote for each lot held, and such vote may be given in person or by proxy. Voting rights cannot be divided; if lots are held jointly by more than one member, a single member must cast all votes to which they are jointly entitled. At all meetings of members of the Cemetery every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-Law. In the event of a tie vote, the Chair shall have an additional or casting vote.
- 8.5 Notice of meetings of members of the Corporation shall be provided to members by publication at least once a week for two consecutive weeks next preceding the meeting in three newspapers published in Kingston.
- 8.6 A quorum for the transaction of business at any meeting of members shall be met if proper notice of the meeting has been given and a majority of Trustees of the Corporation are present in person.

SECTION 9 - MEETINGS OF THE BOARD OF TRUSTEES

- 9.1 Meetings of the Board of Trustees may be held at any time and place to be determined by the Trustees. There shall be at least six (6) meetings per year of the Board. Unless a majority of the Trustees agree to meet on shorter notice, notice shall be sent at least fourteen (14) days prior to the meeting. No error or omission in giving notice of any meeting of the Board of Trustees or any adjourned meeting of the Board of Trustees of the Cemetery shall invalidate such meeting or make void any proceedings taken thereat and any Trustee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Trustee present at a meeting is authorized to exercise one (1) vote. In the event of a tie vote, the Chair shall have a second or casting vote.
- 9.2 If all the Trustees of the Corporation consent thereto generally or in respect of a particular meeting, a Trustee may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Trustee participating in such a meeting by such means is deemed to be present at the meeting.

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- 9.3 A resolution in writing, signed by all the Trustees entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

SECTION 10 - INDEMNITIES TO TRUSTEES AND OTHERS

- 10.1 Every Trustee or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any organization 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:
- a. all costs, charges and expenses which such Trustee, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - b. all other costs, charges and expenses which he/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/her own wilful neglect or default.

SECTION 11 - FINANCIAL YEAR

- 11.1 Unless otherwise ordered by the Board of Trustees, the financial year-end of the Corporation shall be December 31st.