

BY-LAW NO. 2

SCOUTS CANADA (NEWFOUNDLAND & LABRADOR) PROPERTIES INC.

CAMP NOR WES FUND BY-LAW

A by-law to regulate the management and control of a fund of Scouts Canada (Newfoundland & Labrador) Properties Inc. (hereinafter, the "**Corporation**") and establish the administrative structure of the Corporation which manages a fund to support Camp Nor Wes and program delivery there and at other campsites.

WHEREAS:

- A. The Corporation manages a fund toward the advancement of the objects of its Articles of Incorporation;
- B. The Corporation wishes to create a fund which would permit it to receive funds to support development and enhancement of program delivery at these campsites and to support the Newfoundland and Labrador Council of Scouts Canada to further the goals of Scouts Canada's National Camping Strategy;
- C. The members of the Corporation wish to ensure that the funds held in the Camp Nor Wes Fund are maintained solely to attain the objects set out in this by-law; and
- D. The Corporation has determined that it is desirable and necessary to enact this by-law to establish the Camp Nor Wes Fund and the administrative structure of the Corporation which manages the Camp Nor Wes Fund.

NOW THEREFORE the Corporation, by its Members and Directors, hereby enacts the following by-law:

PART 1: TITLE

- 1. This by-law may be called the "Camp Nor Wes Fund By-law".

PART 2: DEFINITIONS

- 2. In this Camp Nor Wes Fund By-Law, the following terms shall have the respective meanings set out below:

- (a) "**Camp Nor Wes Fund**" means the current fund of the Corporation, consisting of the amount of \$100.00 donated by an anonymous donor on December 14, 2018 and shall further include:
 - (i) any additional funds that the Corporation may add to the fund from time to time;
 - (ii) any property in which the fund may be invested by the Corporation from time to time, as well as any additions or accretions thereto; and
 - (iii) any income derived from any of the foregoing,

but shall exclude all amounts which have been paid or disbursed from the fund in accordance with this Camp Nor Wes Fund By-Law;

- (b) **"Chair"** has the meaning set out in section 14;
- (c) **"Committee"** means the Committee established pursuant to section 8;
- (d) **"Council"** means the Newfoundland and Labrador Council of Scouts Canada;
- (e) **"Directors"** means the board of directors of the Corporation;
- (f) **"Members"** means individuals who have been admitted to membership in the Corporation in accordance with its By-law No. 1;
- (g) **"Objects"** has the meaning set out in section 4;
- (h) **"Secretary"** means the secretary of the Corporation and,
- (i) **"Youth"** means a youth member as defined in By-law No. 2 of Scouts Canada who is a registered member of the Newfoundland and Labrador Council of Scouts Canada.

PART 3: ESTABLISHMENT OF THE CAMP NOR WES FUND

- 3. The Camp Nor Wes Fund is hereby established. The Corporation may at any time add to, and invest all or any portion of, the Camp Nor Wes Fund.
- 4. The use of the Camp Nor Wes Fund is restricted to the following objects:
 - (a) providing support to maintain the existing infrastructure support at Camp Nor Wes;
 - (b) providing support to develop new existing infrastructure support at Camp Nor Wes;
 - (c) providing support to acquire reusable assets required to directly deliver program to youth at campsites in the province; to
 - (d) providing support to enable the Council to to further the goals of Scouts Canada's National Camping Strategy in Newfoundland and Labrador (collectively, the **"Objects"**).
- 5. Under no circumstances shall any portion of the Camp Nor Wes Fund be deviated for use for any purpose other than the Objects.
- 6. This Camp Nor Wes Fund By-Law governs the management and control of the Camp Nor Wes Fund and the administrative organization of the Corporation to manage and control the Camp Nor Wes Fund.

PART 4: ROLE OF DIRECTORS

- 7. Unless the Directors appoint a Committee pursuant to Part 5, the Directors shall be responsible for overseeing the management and administration of the Camp Nor Wes Fund in accordance with the provisions of this Camp Nor Wes Fund By-Law and all of the responsibilities of the Committee set out under this Camp Nor Wes Fund By-Law shall be the responsibilities of the Directors with the necessary changes.

PART 5: INVESTMENT COMMITTEE

8. The Directors may appoint a Committee by resolution, consisting of five individuals (the "**Committee**"), to oversee the management and administration of the Camp Nor Wes Fund.
9. The Directors shall appoint no more than three individuals who are Directors or Members to serve as members of the Committee.
10. The Directors shall appoint at least two individuals who are not Directors or Members of the Corporation.
11. The term of office for Committee members shall be one year and a person may serve as a Committee member for one or more consecutive terms.
12. The Directors may remove a member of the Committee from office by their majority vote.
13. Within 30 days of the vacancy on the Committee occurring, the Directors shall appointment a person to fill the vacant position by resolution..
14. The Committee must elect from its members one person to serve as chair of the Committee (the "**Chair**").
15. If the Chair resigns, the Committee must elect from its members one other person to serve as Chair for the balance of the term remaining.
16. The Chair must:
 - (a) supervise and direct the work of the Committee;
 - (b) undertake administrative duties as necessary to oversee and implement the work of the Committee; and
 - (c) preside at meetings of the Committee.
17. The Committee must ensure the control and management of the Camp Nor Wes Fund in a manner that is consistent with prudent financial management practices by, among other things, carrying out the following duties and responsibilities:
 - (a) manage and control all transactions of the Camp Nor Wes Fund, including the receipt, revenue, donation, investment, expenditure and disbursement of the Camp Nor Wes Fund;
 - (b) establish selection criteria for recipients of the Camp Nor Wes Fund and policies for the investment, expenditure and disbursement of the Camp Nor Wes Fund;
 - (c) administer and supervise the financial records and reporting systems of the Camp Nor Wes Fund;
 - (d) administer and maintain adequate and timely financial records and reporting systems that record all financial transactions of the Camp Nor Wes Fund;

- (e) ensure the safekeeping of all funds and income received to the Camp Nor Wes Fund and maintain a proper record for the financial transactions of the Camp Nor Wes Fund to ensure at that the full extent of the value and property of the Camp Nor Wes Fund, together with the location or locations in which the Camp Nor Wes Fund is being held, can be identified at all times;
 - (f) prepare and present to the Directors by the 15th day of September, January, and June, a financial statement current to the of the previous month that includes a balance sheet and a statement of operations showing receipt, revenue, donation, investment, expenditure and disbursement of the Camp Nor Wes Fund;
 - (g) ensure the creation and maintenance of adequate records of Committee minutes, resolutions, decisions and other proceedings;
 - (h) report to the Directors on financial matters relating to the Camp Nor Wes Fund; and
 - (i) oversee all other matters relating to the financial affairs of the Camp Nor Wes Fund.
18. The Committee may meet for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
19. A quorum for the transaction of business at any meeting of the Committee shall be three members, provided that one of the members present is a Committee member appointed under paragraph 10.
20. In the event of a vacancy or vacancies in the Committee, the continuing Committee members may act, but if the number of Committee members falls below three, the Committee shall not act except to call a meeting to request the Directors to fill the vacancy or vacancies.
21. Any Committee member may requisition a meeting of the Committee at any time by giving notice to all Committee members as provided herein.
22. Unless otherwise provided:
- (a) notice of every meeting of the Committee shall be delivered, mailed, telephoned, emailed or communicated orally to each Committee member at least 48 hours before the time fixed for the meeting; and
 - (b) the Committee may meet without the notice specified above if all the Committee members are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.
23. Each Committee member shall have one vote on all business transacted at any meeting of the Committee. In the event of a tie vote, the Chair shall cast the deciding vote.
24. A majority of Committee members present and voting is sufficient to decide any matter before the Committee.
25. The Committee may hold meetings in person or by telephone or other telecommunication facility provided that all Committee members participating in the meeting can hear each other.

26. A resolution in writing signed by all Committee members entitled to vote on that resolution at a meeting of Committee members shall be as valid and effectual as if it had been passed at a meeting of Committee members.

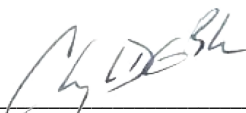
PART 6: AMENDMENTS AND REPEAL

27. Only Members of the Corporation may propose amendments to this Camp Nor Wes Fund By-Law.
28. The Members of the Corporation may consider amendments to this Camp Nor Wes Fund By-Law only at the annual meeting of the Members.
29. A person proposing an amendment to this Camp Nor Wes Fund By-Law shall give the Secretary notice of an amendment to the Camp Nor Wes Fund By-Law no less than three weeks before the date fixed for the annual meeting. The Secretary shall forward a copy of all proposed amendments to each Member of the Corporation within five days of receipt of same.
30. The Members may amend this Camp Nor Wes Fund By-Law only by their unanimous resolution.
31. Amendments to this Camp Nor Wes Fund By-Law shall come into force upon receiving the approval of the Board of Governors of Scouts Canada.

PART 7: GENERAL

32. In this Camp Nor Wes Fund By-Law, where the context requires or permits, words importing the singular number shall include the plural and vice versa and words importing the use of any gender shall include all genders.
33. The division of this Camp Nor Wes Fund 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 of this Camp Nor Wes Fund By-Law.
34. If any provision of this Camp Nor Wes Fund By-Law is held to be invalid, void, voidable or unenforceable for any reason, then the particular provision will be deemed severed from the remainder of this Camp Nor Wes Fund By-Law and all remaining provisions of this Camp Nor Wes Fund By-Law must remain in full force and effect.

This Camp Nor Wes Fund By-Law is hereby enacted by the Members and the Board of the Corporation effective December 15, 2018.



Secretary
Council Team Lead, Corporate Governance