



**SAUGEEN**  
MUNICIPAL AIRPORT

**Saugeen Municipal Airport Commission**

**By-law No. 2**

**Corporate By-Law**

**June 19, 2024**

**BY-LAW NO. 2**

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

**Saugeen Municipal Airport  
(the “Corporation”)**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

## **SECTION 1 – GENERAL**

### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the Ontario *Corporations Act*, R.S.O. 1990, c. C.38 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**articles**" means the letters patent, the supplementary letters patent, the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "**Board**" means the Board of commissioners of the Corporation;
- (d) "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "**chair**" means the chair of the Board;
- (f) "**commissioner**" means a director of the Board;
- (g) "**Corporation**" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (h) "**director**" means an individual occupying the position of the director of the Corporation by whatever name they are called;
- (i) "**ex-officio commissioner**" means an ex-officio director; an individual occupying the position of commissioner by virtue of their office;
- (j) "**member**" means a member of the Corporation;
- (k) "**members**" means the collective membership of the Corporation;
- (l) "**meeting of members**" includes an annual meeting of members or a special meeting of members; "**special meeting of members**" includes a special meeting of all members entitled to vote at an annual meeting of members;
- (m) "**Municipal Act**" means the Ontario *Municipal Act, 2001*, S.O. 2001, c.25, including the

Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(n) **“officer”** means an officer of the Corporation; and

(o) **"Regulations"** means the regulations made under the Act or the Municipal Act, as amended, restated or in effect from time to time.

## **1.02 Interpretation**

In the interpretation of the by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in the by-laws.

## **1.03 Severability**

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

## **1.04 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the chair or vice-chair and by the secretary. Contracts in the ordinary course of the Corporation's operations requiring execution may be signed by the chair, vice-chair, treasurer or by any person authorized by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any commissioner or officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

**1.06 Financial Year End**

In accordance with the Municipal Act, the financial year end of the Corporation shall be December 31st in each year.

**1.07 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by those officers or other persons as the Board may designate, appoint or authorize from time to time by resolution.

**1.08 Appointment of Auditors**

The members shall at each annual meeting of members appoint an auditor or auditors to hold office until the next annual meeting of members, provided that the commissioners may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of commissioners.

**1.09 Head Office**

The head office of the Corporation shall be in the Municipality of Brockton, in the Province of Ontario, or, at such other location as the Board may determine from time to time.

**SECTION 2 – MEMBERS****2.01 Membership Conditions**

Subject to the articles, there shall be one class of members in the Corporation. The Municipality of West Grey, Town of Hanover, and Municipality of Brockton shall each be admitted as a voting member of the Corporation without further action or formality. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

**2.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a. a member fails to maintain any qualifications for membership described in the articles or by-laws;
- b. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation and the member is still required to meet all other contractual obligations; or

- c. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. The member will not be entitled to any compensation upon termination.

### **SECTION 3 - MEETINGS OF MEMBERS**

#### **3.01 Notice of Meeting of Members**

Subject to the Act, not less than twenty-one (21) days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

The Corporation's procedural by-law shall provide for public notice of meetings.

#### **3.02 Persons Entitled to be Present**

The persons entitled to vote at the meeting of members, the commissioners and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation shall be present at the meeting.

In accordance with the *Municipal Act*, a meeting of members shall be open to the public, subject to certain exceptions as provided by the *Municipal Act*.

#### **3.03 Chair of the Meeting**

In the event that the chair and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of the members to chair the meeting.

#### **3.04 Quorum**

A quorum for the transaction of business at a meeting of members is a majority of the members entitled to vote at the meeting. A quorum must be present throughout the meeting in order for the members to proceed with the business of the meeting.

#### **3.05 Voting of Members**

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

- a. Each member shall be entitled to one vote at any meeting;
-



- b. Votes shall be taken by a show of hands among all members present and the chair of the meeting, if a member, shall have a vote;
- c. An abstention shall not be considered a vote cast;
- d. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **3.06 Participation by Electronic Means**

Participation at any meeting of members may be by telephonic, electronic or other communication facility.

### **3.07 Virtual Meetings**

Any meeting of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **3.08 Annual Meeting of Members**

The annual meeting of members shall be held on a day and at a place within Ontario fixed by the Board. An annual meeting of members must be called no later than fifteen (15) months after the preceding annual meeting of members.

An annual meeting of members shall be held for the transaction of the following business:

- a. Approval of the Minutes of the previous annual meeting of members;
- b. Receiving reports of the activities of the Corporation during the previous year, the Annual Financial Statement and the Audit Report;
- c. The appointment of auditors for the current year;
- d. The election of commissioners;
- e. Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the annual meeting of members with at least ten (10) days notice before the meeting.

The commissioners shall make available a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or articles to the members at least twenty-one (21) days before the annual meeting.

### **3.09 Special Meetings**

The Board, chair or vice-chair may call a special meeting of the members. The Board shall call a special meeting on written requisition of members, of not less than one-tenth (1/10) of the members entitled to vote at a meeting of members, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

### **3.10 Adjournments**

The chair may, with the majority consent of any members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **SECTION 4 – COMMISSIONERS**

### **4.01 Board of Commissioners**

The Board shall consist of five (5) commissioners. The representatives of the members shall be appointed as ex-officio commissioners.

### **4.02 Nomination to the Board**

Nominations made for the election of commissioners must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received at the head office of the Corporation at least twenty-one (21) days prior to the annual meeting of members.

### **4.03 Election and Term**

Subject to the articles, the members will elect the commissioners at the first meeting of members and at each succeeding meeting at which an election of commissioners is required. The term of office of each commissioner is four (4) years. Each commissioner shall be eligible to serve for a maximum of two (2) consecutive terms. After a period of one (1) year's absence, a commissioner may be eligible for re-election.

#### **4.04 Vacancies**

The office of a commissioner shall be vacated immediately:

- a. if the commissioner resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the commissioner dies;
- c. if the commissioner becomes bankrupt; or
- d. if, at a meeting of the members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members removing the commissioner before the expiration of the commissioner's term of office.

If a commissioner misses three (3) consecutive meetings of commissioners, the Board shall request that the commissioner resign, or recommend to the members that the commissioner be removed from the Board at a meeting of members.

#### **4.05 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. a quorum of commissioners may fill a vacancy among the commissioners, for the remainder of the term by the commissioners then in office;
- b. if there is not a quorum of commissioners, the commissioners in office shall, without delay, call a special meeting of members to fill the vacancy and, if there are no commissioners in office, the meeting may be called by any member.

#### **4.06 Remuneration of Commissioners**

The commissioners shall serve as such without remuneration and no commissioner shall directly or indirectly receive any profit from occupying the position of commissioner, provided that commissioners may be reimbursed for reasonable expenses they incur in the performance of their commissioners' duties.

### **SECTION 5 – MEETING OF COMMISSIONERS**

#### **5.01 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at any time and any place on notice as required by this by-law. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each commissioner forthwith after being passed.

In accordance with the *Municipal Act*, a regular meeting of the Board shall be open to the public, subject to certain exceptions as provided by the *Municipal Act*.

### **5.02 Special Meetings**

The chair, vice-chair or if two (2) commissioners so request in writing, may call a special meeting of the Board, at any time and any place on notice as required by this by-law.

In accordance with the *Municipal Act*, a special meeting of the Board shall be open to the public, subject to certain exceptions as provided by the *Municipal Act*.

### **5.03 Notice of Meeting**

Notice of the time and place for the holding of a regular meeting of the Board shall be given to every commissioner of the Corporation not less than five (5) five days before the time when the meeting is to be held.

Notice of the time and place for the holding of a special meeting of the Board shall be given to every commissioner of the Corporation not less than two (2) two days before the time when the meeting is to be held.

The Corporation's procedural by-law shall provide for public notice of meetings.

### **5.04 Waiver of Notice**

No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings of the meeting and any commissioner may at any time waive notice of a meeting of the Board and may ratify and approve of any or all proceedings of the meeting. Attendance of a commissioner at a Board meeting is a waiver of notice of the meeting, except if the commissioner attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

### **5.05 Quorum**

A quorum for transaction of business at any meeting of commissioners shall be a majority of the commissioners, at least two of whom must be representatives of the municipalities.

### **5.06 Chair**

The chair shall preside at Board meetings. In the absence of the chair, the vice-chair shall preside at Board meetings. In the absence of the chair or vice-chair, the commissioners present shall choose one of their number to act as the chair.

### **5.07 Voting**

At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each commissioner shall be entitled to one vote. In the event of an equality of votes, the chair shall not have a second or casting vote and the motion is lost.

### **5.08 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

### **5.09 Participation by Electronic Means**

A commissioner may participate in a meeting of the Board by telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a commissioner participating in such a meeting by such means is deemed to be present at the meeting.

## **SECTION 6– OFFICERS**

### **6.01 Officers**

The Board shall appoint from amongst the commissioners a chair and appoint any other person to be vice-chair, secretary and treasurer at its first meeting following the annual meeting of members of the Corporation. The office of secretary and treasurer may be held by the same person. The Board may appoint such other officers and agents as it deems necessary, and who shall have the authority and shall perform such duties as the Board may prescribe from time to time.

### **6.02 Duties of the Airport Manager**

The Airport Manager of the Corporation shall be appointed by the Board. The Airport Manager shall be responsible to the Board for the direction and management of the affairs and undertakings of the Corporation within the limitations of the mission statement and policies of the Corporation. All staff members shall be under the direction of and be responsible to the Airport Manager.

### **6.03 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board of commissioners may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a commissioner (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the commissioners may, by ordinary resolution, appoint a person to fill such vacancy.

## **SECTION 7 – INDEMNITIES TO COMMISSIONERS AND OTHERS**

### **7.01 Indemnification of Commissioners and Officers**

Every commissioner and officer of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the company, from and against:

- a. all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that 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; and
- b. all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

### **7.02 Insurance**

The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure that commissioners and officers will be indemnified and saved harmless in accordance with this by-law, except where any liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

## **SECTION 8 - NOTICES**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, commissioner, officer or to the auditor or person who has been appointed to conduct a review engagement shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such

person's address as shown in the records of the Corporation or in the case of notice to a commissioner to the latest address as shown in the last notice that was sent by the Corporation; or

- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, commissioner, officer, or auditor or person who has been appointed to conduct a review engagement in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any commissioner or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.02 Omissions and Errors**

The accidental omission to give any notice to any member, commissioner, officer, auditor or person who has been appointed to conduct a review engagement, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 9 – CONFLICT OF INTEREST**

### **9.01 Conflict of Interest**

A commissioner or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act and the *Municipal Conflict of Interest Act, R.S.O. 1990, c. M. 50*. Except as provided by the Act or the *Municipal Conflict of Interest Act, R.S.O. 1990, c. M. 50*, no such commissioner shall attend any part of a meeting of commissioners or vote on any resolution to approve any such contract or transaction.

## SECTION 10 - DISPUTE RESOLUTION

### 10.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, commissioners, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, commissioners, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. the dispute or controversy shall be settled by mediation, and in the event that the dispute or controversy is not resolved, then:
- b. the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## SECTION 11 - EFFECTIVE DATE

### 11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the commissioners of the Corporation by resolution on the 19th day of June, 2024.

Original signed by

\_\_\_\_\_  
 David Hocking  
 Board Chair  
 Saugeen Municipal Airport

Original signed by

\_\_\_\_\_  
 Tom Hutchinson  
 Commissioner, Board Vice Chair  
 Saugeen Municipal Airport