

PUFF BY-LAWS ENACTED 18 JUNE 1988 INCLUDING AMENDMENT FROM 26 JUNE 1993
ANNUAL MEETING AND INCLUDING AMENDMENTS FROM 11 AUGUST 2012 ANNUAL
MEETING (***)

ORIGINAL SIGNED COPY ON FILE.

BY-LAWS

a by-law relating generally
to the conduct of the affairs of

PELLATT UNITED FIREFIGHTERS

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of

PELLATT UNITED FIREFIGHTERS

(hereinafter call the "Corporation") as follows:

A. MEMBERSHIP

1. MEMBERS

The members of the Corporation consist of any property owner or tenant, firm or corporation in the Townships of Pellatt, Umbach, Gidley and Pelican. Any member who has paid his/her donation as set at the previous annual meeting is a member of good standing.

B. DONATIONS

1. DONATIONS

The annual donation shall be determined by the members at the annual general meeting.

C. GENERAL MEETINGS

1. ANNUAL MEETINGS

An annual general meeting called for the purpose of electing directors and transacting such other business as may properly come before an annual general meeting shall be held within (3) months of fiscal year end in each year. At least (14) clear days notice of time and place of such meeting shall be given in a manner provided by these by-laws.

2. NOTICE OF MEETINGS

Notice of the time and place of every meeting shall be given in a manner to be determined by the Board of Directors. The members of the Corporation may approach the board to request a special meeting. At any such meeting any business may be transacted which the Corporation may lawfully transact. No accidental error or omission in giving notice of any meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat.

3. AGENDA

At every annual meeting, in addition to any other business that may be transacted, the report of the auditors shall be presented, a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business, either special or general

(other than an extraordinary resolution), without any notice thereof at any meeting of the members.

4. QUORUM

A quorum for the transaction of business at any meeting of the members consists of (10) members* present in person at any general meeting of the Corporation. If a quorum is not present within (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chairperson.

*(amendment - Annual Meeting 26 June 1993. * in good standing.

5. VOTING

Every member, in good standing, whether a person, firm or corporation, is entitled to one vote.

6. VOTING PROCEDURE

At all meetings of the Corporation every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolutions.

D. BOARD OF DIRECTORS

1. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Corporation in good standing. The Board of Directors shall consist of (12) elected members consisting of at least (2) members (if possible) from each of the following 4 areas; Trout Lake, Muriel Lake, LacLu and the south side of Locke Bay. The Fire Chief is an ex officio member of the Board of Directors and upon ceasing to hold the office of Fire Chief as the case may be, such person shall cease to be a member of the Board of Directors.

2. ELECTION

The directors shall be elected at the annual general meeting of the Corporation and shall hold office until their successors have been duly elected or appointed unless removed in the meantime. The election may be by a show of hands unless a ballot is demanded. Directors shall be elected as follows:

Initially, 6 Directors for a two year term; and 6 Directors for a one year term. Subsequently, each term thereafter shall be two years, with (6) Directors being elected each year for a two year term.

*** Nominations for Directors are to be brought forward in writing to the Board of Directors no later than 4 weeks before the scheduled date of the Annual General Meeting.

3. REMOVAL

The members of the Corporation 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 given, remove any Director before the expiration of his/her term of office, and may, by a majority of votes cast at the meeting, elect any member in good standing in his/her stead for the remainder of his/her term.

4. VACANCIES

If any member of the Board of Directors resigns his/her office, or without reasonable excuse absents himself/herself from four or more Board meetings, the Board shall declare his/her office vacated and may appoint a successor in his/her place to hold office until the next general meeting. Should the incumbent resign or the office be declared vacant during the first year term, a successor shall be elected for a (1) year term at the next general meeting.

5. INDEMNIFICATION

Every director of the Corporation is deemed to have assumed office on the express agreement and condition that he/she and his/her heirs, executors, 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 all costs, charges and expenses which such Director sustains or incurs in or about any action, against him/her for or in respect of any act, deed, matter or thing made, done or permitted by him/her or any other Director or their office, and also from and against 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 willful neglect or default.

*** (amendment - Annual Meeting 11 August 2012) *** New Paragraph

E. BOARD MEETINGS

1. TIME AND PLACE OF MEETING

Board meeting may be held at such times and at such places as the Board of Directors from time to time determines. A meeting of the Board may be convened at any time by the Chairperson or any two Directors.

2. NOTICE

Notice of meeting shall be given to each Director not less than two clear days before the date of the meeting. Meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. A board meeting may also be held, without notice, immediately following the annual general meeting of the Corporation.

3. QUORUM

Five directors constitutes a quorum for the transaction of business.

4. VOTING

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson is to cast the deciding vote.

5. RESOLUTIONS

A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A resolution in writing signed by all directors is as valid and effectual as if it had been passed at a meeting of the board duly called and constituted.

F. OFFICERS

1. APPOINTMENT

The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such persons as is deemed necessary to carry out the objectives of the Corporation and such officers, agents and employees shall have the authority and shall perform the duties from time to time prescribed to them by the Board.

2. REMOVAL

All officers, managers, agents and employees are subject to removal from office or employment by the Board of Directors at any time with legal cause and with legal notice.

3. CHAIRPERSON

The Chairperson shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The Chairperson shall also be charged with the general management and supervision of the operations of the Corporation. The Chairperson with the secretary or other officer appointed by the Board for the purpose shall sign all resolutions and all other documents requiring their signatures.

4. VICE-CHAIRPERSON

The vice-chairperson shall perform all the duties of, and shall be subject to the same obligations as the Chairperson, whenever the Chairperson ceases to hold office for any reason or is prevented from attending to his/her duties, and shall preside at all meetings of the Corporation or the Board of Directors in the absence of or upon the request of the Chairperson.

5. TREASURER

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. *** ~~and shall deposit all money or other valuables in the name and to the credit of the Corporation (within 2 weeks of receipt) in such banks as may from time to time be designated by the Board of Directors.~~ He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof, and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her an account of all his/her transactions as treasurer, and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

6. SECRETARY

The secretary shall attend all meetings of the Board of Directors and record all acts and minutes of all proceedings in the books kept for that purpose. (He/she shall give all notices required to be given to the members and to the directors.) He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such a person and persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

*** (amendment - Annual Meeting 11 August 2012) *** Delete the part of the paragraph which reads “and shall deposit all money or other valuables in the name and to the credit of the Corporation (within 2 weeks of receipt) in such banks as may from time to time be designated by the Board of Directors.”

G. DOCUMENTS

1. EXECUTION

All documents (including banking papers) on behalf of the Corporation shall be signed (and sealed if necessary) by either the Chairperson or Vice-Chairperson and by the Secretary or such other members as are designated by the Board.

2. SEAL

The seal, an impression of which is stamped to this by-law shall be the corporate seal of the Corporation.

3. BOOKS

The Board of Directors shall cause all necessary books and records of the Corporation required by law and the by-laws of the Corporation.

4. CONTENTS

The minute books of the Corporation shall contain a copy of the Letters Patent of the Corporation, all extraordinary and ordinary resolutions passed, a copy of the by-laws of the Corporation and copies of all originals of all documents, registers and resolutions as required by law. The books of the Corporation shall record all money received and expended by the Corporation and the matters in respect of which the receipt and expenditure takes place, all revenues and purchases and all assets and liabilities of the Corporation as well as all other transactions affecting the financial position of the Corporation.

5. INSPECTION

All minute books and books of account shall at all times be open to inspection by the directors and the auditors. No member (not being a director) shall have the right to inspect any account or book or document of the Corporation except as conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not.

6. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the last day of May in each year.

7. AUDIT

The auditors, *** when requested by the Board or by 2/3 majority at an AGM shall make a report to the members and to the Board on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the members at any annual meeting during their tenure of office. The report shall state: (1) whether or not they have obtained all the information and explanations they have required, and (2) whether, in their opinion, the balance sheet is properly drawn up so as to exhibit a true correct view of the state of the Corporations' affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and of the explanations given to them, and as shown by the books of the Corporation.

The auditors shall consist of (3) members in good standing, who are not members of the Board of Directors.

**Alternatively, the Board, at their discretion, may engage the services of a public accountant, for the annual audit.

**Amendment - Annual Meeting 25 June 1993.

*** (amendment - Annual Meeting 11 August 2012) *** New wording "The auditors, when requested by the Board or by a 2/3 majority at an AGM shall make a report to the members and to the Board on the accounts examined by them ..."

H. BORROWING

1. BORROWING

In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation *** may up to the limit of \$50,000.00, provided that the minimum of eight of twelve directors concur ~~may up to the limit of \$20,000.00, provided that the minimum of eight of twelve directors concur~~, without authorization of the membership:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The words "debt obligation" as used in this paragraph shall mean a bond, debenture, note or other similar obligation or guarantee of such an obligation of the Corporation, whether secured or unsecured.

The powers hereby conferred shall be deemed to be in supplement of not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.

*** (amendment - Annual Meeting 11 August 2012) *** New wording “may up to the limit of \$50,000.00, provided that the minimum of eight of twelve directors concur”

I. AMENDMENTS

1. AMENDMENTS

The by-laws of the Corporation shall not be altered, deleted or added to except by an extraordinary resolution of the Corporation. An "extraordinary resolution" means a resolution passed by a majority of two-thirds of such members entitled to vote as are at present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

*** Proposed amendments to the Bylaws are to be presented to the Board of Directors no less than 14 calendar days prior to the next scheduled general meeting

*** (amendment - Annual Meeting 11 August 2012) *** New Paragraph

ENACTED by the Board of Directors and sealed with the seal of the Corporation the 26th day of June 1993 as amended

ORIGINAL BY-LAWS SIGNED AND SEALED BY

VAL METAL - CHAIRPERSON

BILL WATSON - SECRETARY TREASURER

*** (amendment - Annual Meeting 11 August 2012)
REVISED BY-LAWS SIGNED BY:

NICK VANDER ZANDE – CHAIRMAN

ROB HRBEC - TREASURER