

The by-laws relating to the conduct of the affairs of the BYTOWN RAILWAY SOCIETY INC., an organization whose objective is to promote an interest in Canadian railways and railway history and to preserve and maintain a collection of railway artifacts, hereafter known as “the Society”.

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BE IT ENACTED as the by-laws of the Society as follows:

SECTION 1 - GENERAL

1.1 Definitions

In this by-law, and in any other by-law of the Society unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 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 original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- c. "board" means the board of directors of the Society and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Society as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this by-law, 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 specified in 1.1 above, words and expressions defined in the Act shall have the same meanings when used in these by-laws.

1.3 Corporate Seal

The Society's corporate seal, which has the words "THE BYTOWN RAILWAY SOCIETY INC" endorsed thereon, shall be kept in the custody of the Society's Secretary.

1.4 Execution of Documents

All contracts, documents or any instruments in writing that require the signature of the Society shall be signed by any two of the following persons: President, Vice-president or Secretary, excepting those with a financial impact which shall be signed by either the President or Vice-president and the Treasurer.

Notwithstanding the above, the Board of Directors may from time to time by resolution, appoint an officer or officers to sign on behalf of the Society specific contracts, documents and instruments in writing.

1.5 Financial Year End

The financial year-end shall be 31 December, but may be revised by a vote of the Board of Directors (hereafter called "the Board") of the Society.

1.6 Banking Arrangements

The banking business of the Society shall be conducted at a Canadian bank, as designated by the Board. The banking business shall be conducted by an officer, or officers, of the Society as designated and authorised by the Board.

1.7 Annual Financial Statements

The Society may, in lieu of sending copies of the annual financial statements and other related documents to its members, publish a notice to its members, either in written form or electronic form, that the annual financial statements and other related documents will be available to Regular Members, on request, no later than 90 days following the annual general meeting defined in Para 2.2.2.

SECTION 2 - MEMBERSHIP

2.1 Membership conditions

Subject to the articles, there shall be three (3) classes of members in the Society, namely Regular Members, Subscribing Members and Life Members. The Board may, by resolution, approve the admission of members to the Society. The following conditions of membership shall apply.

2.1.1 Regular Members

A Regular Member of the Society is a person who has paid the annual membership dues as defined in Section 8 and who meets any one of the following criteria:

1. Attends 60% of the regular meetings of the Society; or
2. Participates in the activities of the Society, which include:
 - being a regular contributor to the Society's publications, including **Branchline** magazine;
 - working on the restoration, maintenance and operation of the Society's artifacts and equipment;
 - participating in the public relations activities of the Society, including but not limited to:
 - the maintenance and enhancement of the Society's internet site
 - assisting at the Society's booths at various shows; or
3. Has been a director of the Society at various times for a total of five (5) years.

Should there be any questions related to the eligibility of a potential Regular Member a decision will be made by the Board of Directors.

A Regular Member of the Society is eligible to vote whenever a vote is taken at a meeting of members and is entitled to receive the Society's publication, **Branchline**.

2.1.2 Subscribing Members

A Subscribing Member of the Society is a person who:

1. Has paid the annual membership dues as defined in Section 8 in order to receive the Society's publication, **Branchline**, but does not meet the criteria to be a Regular Member. A Subscribing Member does not have voting privileges.

A Subscribing Member who wishes to be a Regular Member, and has met the criteria for a Regular Member, as described in section 2.1.1, can send a written request to the Board of Directors. This request will be considered at the next meeting of the Board of Directors, and the Subscribing Member will be advised of the Board's decision within 30 days thereafter.

2.1.3 Life Members

Life Membership may be granted by the Board to a Regular Member of the Society who has made, over a period of time, outstanding contributions to support the aims and objectives of the Society. Life Members are exempt from the payment of dues, have full voting privileges and are entitled to receive the Society's publication, **Branchline**.

2.2 Meetings

2.2.1 Regular Meetings of members

Unless otherwise advised, the Society will hold regular meetings on the first Tuesdays of each month, excepting July and August. Informal meetings occur most third Tuesdays of the month, excepting July and August. Members will be advised of the time and place and the program of the meetings by notice in the Society's monthly publication and/or by electronic means.

2.2.2 Annual General Meeting

The Society shall hold its Annual General Meeting (AGM) in January of each year, at a time and place designated by the Board. A minimum of fourteen days notice shall be given to members, either by notice in the Society's monthly publication or by electronic means. At this meeting each Regular Member attending is eligible to elect, by secret ballot, Board members for the following term, if there are any members of the Board whose term ends on that date. The Treasurer will provide an interim financial statement reflecting as accurately as possible the Society's financial position for the previous fiscal year, with a full financial statement being presented to Regular Members within 90 days from the date of the AGM.

2.2.3 Special Meeting of Members

A special meeting of members may be called at any time by the Board or by a petition by one third of Regular Members, which sets forth the justification for such a meeting. Notice of such special meeting shall be given to Regular Members by the most expeditious means.

2.2.4 Quorum

Ten percent of Regular Members (minimum of 15) present at any meeting of members shall constitute a quorum.

SECTION 3 - BOARD OF DIRECTORS

3.1 Number and Qualification

The property and business of the Corporation shall be managed by the Board of Directors, which shall be composed of not less than seven (7), and not more than ten (10) Directors. The number of Directors shall be fixed by the Members from time to time. Directors shall be individuals, at least eighteen (18) years of age and have power under law to contract. A Director need not be a Member of the Corporation.

3.2 Term of Directors

The Board of Directors shall be elected at an annual meeting for a term of two (2) years by the Members.

3.3 Vacation of Office of Director

The office of a Director shall be automatically vacated:

- (a) if the Director resigns his or her office by delivering a written resignation to the secretary of the Corporation;
- (b) if the Director is found by a court to be of unsound mind;
- (c) if the Director becomes bankrupt or is unable to pay his/her debts as they become due;
- (d) if, at a special general meeting of the Members, a resolution is passed by at least sixty-six and two thirds percent (66 2/3%) of the Members present at such meeting that the Director be removed from office; or
- (e) if the Director dies,

provided that if any vacancy shall occur for any reason contained in this paragraph, the Board of Directors by majority vote may fill the vacancy. If a meeting of the Members fails to elect the number or minimum number of the Directors required by the letters patent or by-laws of the Corporation, or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Board of Directors, the Directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of Directors is elected or remains in office, as the case may be.

3.4 Resignation

A retiring Director whose resignation stipulates that it is not to be effective until a certain meeting of the Board of Directors or the Members shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is to be effective.

3.5 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as a Director, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

3.6 Composition

The Directors may include the immediate Past President, one or more Officers, a senior Member, and a Member who was previously neither a Director nor an Officer.

SECTION 4 - POWERS OF BOARD OF DIRECTORS

4.1 Management

The Board of Directors of the Corporation shall 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, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do commensurate with the objectives of the Society. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time.

4.2 Finances

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may determine.

4.3 Employees

The Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. The Board of Directors may delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees.

4.4 Remuneration

The Board of Directors may fix a reasonable remuneration for all of the Officers, agents and employees and committee members of the Corporation.

4.5 Borrowing

The Board of Directors may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The Board of Directors may delegate such powers to the Officers or the Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

SECTION 5 - OFFICERS

5.1 Officers

The officers of the Corporation shall be a president (the “President”), a vice-president (the “Vice-President”), a secretary (the “Secretary”) and a treasurer (the “Treasurer”), and any such other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an “Officer” and, collectively, as the “Officers”). Any two or more offices may be held by the same person. The Officers may be appointed from among the Directors.

5.2 Appointment

The Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the Members at which the Board of Directors is elected.

5.3 Term

The Officers shall hold office for a term of two (2) years from the date of appointment or until their successors are appointed. Any Officer may be removed by resolution of the Board of Directors at any time.

SECTION 6 - DUTIES OF OFFICERS

6.1 President

The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.

6.2 Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.

6.3 Secretary

The Secretary shall carry on the affairs of the Corporation generally under the supervision of the Officers and shall attend all meetings of the Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors or President, under whose joint supervision he/she shall be. The Secretary shall be custodian of the seal of the Corporation, which the Secretary shall deliver only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in such resolution. The Secretary shall also perform such other duties as may be determined by the Board of Directors from time to time.

6.4 Treasurer

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

6.5 Other Officers

The duties of all other Officers shall be such as the terms of their appointment require, or as may be determined by the Board of Directors from time to time.

SECTION 7 - MEETINGS OF THE BOARD OF DIRECTORS

7.1 Meetings - Number and Notice

Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that, forty-eight (48) hours notice of such meeting shall be given by electronic means. No notice of a meeting of the Board of Directors shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The President may, and the Secretary shall, upon written requisition of not less than a majority of the Directors, call a meeting of the Board of Directors. Meetings of the Board of Directors shall be held at an interval of no more than three (3) months.

7.2 Quorum

A majority of the number of Directors fixed from time to time shall constitute a quorum at any meeting of the Board of Directors.

7.3 Consensus Procedures Governing Voting

Each Director shall be entitled to exercise one (1) vote at each meeting of the Board of Directors. Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.4 Participation by Telephone or other Electronic Means

If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all members have equal access, a Director may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

SECTION 8 - MEMBERSHIP DUES

The Board of Directors may, from time to time, initiate a revision to the annual membership dues of the Society. Adoption of any revised dues shall be subject to a simple majority vote of Regular Members present at any meeting of members, provided that a minimum of fourteen (14) days notice is given, either by electronic means or through the Society's regular publications.

Any member, Regular or Subscribing, who is in arrears with his/her dues following their renewal date shall be automatically suspended and shall not have any privileges in the Society, until such time as payment of annual dues is made in full.

SECTION 9 - NOTICES

9.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. 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 Society; or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act, and without limiting the generality of the foregoing, includes notice by e-mail or publication on the Society's website.

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, director, officer, public accountant or member of a committee of the board 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 director or officer of the

Society to any notice or other document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, type-written or printed.

9.2 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.3 Omissions and Errors

The accidental omission to give notice to any member, officer or member of any committee or public accountant, or the non-receipt of any such notice by any such person where the Society has provided notice in accordance with the by-laws or any error 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 10 - DISSOLUTION OF THE SOCIETY

10.1 Dissolution

In the event that it is agreed by the Board of Directors and confirmed by a vote of Regular Members to dissolve, all remaining financial assets and property shall be distributed to one or more qualified donees, within the meaning of the Income Tax Act, that are like-minded organizations."

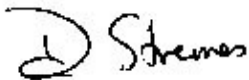
SECTION 11 - EFFECTIVE DATE

11.1 Effective Date

Subject to matters requiring special resolution, this by-law shall be effective when made by the Board of Directors.

CERTIFIED to be By-Law No. 1 of the Society, as enacted by the officers of the Society by resolution on the 28th day of December, 2012 and confirmed by the Regular Members of the Society by special resolution on the 15th day of January, 2013.

Dated as of the 29th day of January, 2013



David Stremes
President, Bytown Railway Society Inc.