

THE BELLEVILLE CEMETERY COMPANY
PROCEDURAL BY-LAW NUMBER 4

Whereas the present procedural By-Law number 3 of The Belleville Cemetery Company (the “Corporation”) requires amendments and consolidation, the Directors of the Corporation enact that the former procedural By-Law number 3 of the Corporation is hereby repealed (without affecting the validity of anything done pursuant to such by-law before its repeal) and that the following is the new procedural By-Law number 4 of the Corporation:

1. Head Office

The Head Office of The Belleville Cemetery Company (the “Corporation”) shall be in the City of Belleville, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

2. Corporate Seal

The corporate seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

3. Membership

The membership of the Corporation shall consist of those persons who are interment rights holders (“IRHs”) as named in the Certificate of Interment. “Interment rights holder”, “interment rights”, “niche” and “lot” all have the same meaning as given in the *Funeral, Burial and Cremation Services Act, 2002* of Ontario (the “Act”), If two or more persons are registered as joint IRHs with respect to a niche or lot; only one membership shall be recorded which may be recorded jointly.

4. Board of Directors

The Board shall be a rotating Board comprised of Six (6) Directors each of whom, in addition to the qualifications required by the Act, and the Not-for-Profit Corporations Act, 2010 of Ontario shall be an IRH or the spouse of an IRH. Two (2) directors shall be elected at each Annual General Meeting and each Director shall hold office for a term of three (3) years, or until the Director’s successor is elected or appointed. Each Director shall be eligible, if otherwise qualified, for re-election at the expiration of the Director’s term, provided that a Director shall not be eligible for re-election after completing a maximum of three (3) continuous three-year terms. Upon completion of three such continuous terms, a Director may be eligible for re-election after a minimum of one year out of office as a Director.

The following are not permitted to serve on the Board of Directors of the Corporation:

- (a) Any employee of the Corporation;
- (b) Any owner or shareholder of another death-care related business;
- (c) Any crematorium owner or the employee of a crematorium owner or any member of the immediate family of a crematorium owner;
- (d) Any person licensed under the Act or the employee of such person.

Nominations for the Board of Directors shall be submitted in writing together with the consent of the nominee to the President not later than 3 days prior to the Annual General Meeting.

The IRHs 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 a resolution has been given, remove any Director before the expiration of their term of office, and may, by the majority of votes cast at the meeting elect any qualified IRH or spouse of an IRH in their stead for the remainder of their term.

5. Vacancies, Board of Directors

Vacancies on the Board of Directors, howsoever caused, may, so long as a quorum of directors remain in office, be filled by the Directors from the qualified IRHs of the Corporation and their spouses; failing which such vacancy shall be filled at the next Annual General Meeting of the IRHs, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the IRHs to fill the vacancy.

The term of office of Directors elected or appointed to fill vacancies shall be for the balance of the term of the directorship vacated.

6. Quorum and Meetings, Board of Directors

A majority of the Board of Directors shall form a quorum for the transaction of business. Meetings of Directors shall be held at such place and time as the Board of Directors decides.

Minutes of a Directors' meeting shall be mailed to the Directors within seven working days after such meeting. Such minutes can be sent via email if the Director agrees and provides an active email address.

Directors' meetings may be formally called by the President or Vice-President or by the Corporate Secretary on direction in writing of two Directors. Notice and Agenda of such meetings shall be delivered, telephoned or emailed to each Director not less than five (5) working days before the meeting is to take place. The statutory declaration of the Corporate Secretary or President that notice has been given pursuant to this by-law shall be sufficient

and conclusive evidence of the giving of such notice. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. The Directors may consider or transact any business at any meeting of the Board of Directors.

7. Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

8. Voting, Board of Directors

Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting, in addition to their original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. 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 admissible in evidence as "prima facie" evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9. Powers

The Directors of the Corporation shall manage 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 law, or otherwise authorized to exercise and do.

Without in any way limiting the foregoing, the Directors are expressly empowered, to authorize the Corporation to carry out the powers given to it under law including to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

The Board of Directors may from time to time create and abolish committees to assist the Board of Directors and to set rules and regulations regarding the make-up and duties of such committees provided the committees are advisory only and all committee plans and actions remain subject to approval of the Board of Directors.

In addition, the Directors shall have the authority for making Rules and Regulations, not

inconsistent with this By-law, for proper care, control, maintenance and management for the cemetery and the interments therein, and the amounts to be charged for the purchase and maintenance of lots, for columbarium niches, for mausoleum crypts, for mausoleum niches, for urn garden graves and monuments, for scattering garden usage, for cremations and interments, the planting and the removal of trees, shrubs and plants on any lot, and generally for maintaining the cemetery in proper condition.

The Rules and Regulations adopted by the Directors may be amended or repealed and re-enacted at any regular meeting of the Directors, provided any amendment is not inconsistent with this By-law.

10. Remuneration of Directors

The Directors shall receive such remuneration for acting as Director as the Board of Directors from time to time may determine and shall be reimbursed or paid an allowance for costs incurred in the performance of their duties.

11. Indemnification of Directors and Officers

The Corporation shall indemnify and save harmless the Directors and Officers, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- 1) 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
- 2) all other costs, charges and expenses that they sustain or incur in or about or arising from or in relation to the affairs of the Corporation except costs, charges or expenses thereof as are occasioned by their own willful neglect or default.

Provided the Corporation does so in compliance with the *Charities Accounting Act* of Ontario or the regulations made thereunder, the Corporation may purchase and maintain insurance for the Directors and Officers of the Corporation against any liability incurred by any of the Directors and Officers, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interest of the Corporation.

12. Officers of Corporation

There shall be a President, a Vice-President, a Corporate Secretary and a Treasurer.

The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the Annual General Meeting of IRHs of the Corporation, provided that in default of such election the then incumbents, if they are members of the Board, shall hold office until their successors are elected.

The Board of Directors shall appoint a Corporate Secretary and a Treasurer, either of which may or may not be a member of the Board of Directors.

The Board of Directors may appoint other officers as it considers necessary. All officers, including the President, Vice President, Corporate Secretary and Treasurer shall, in addition to those provided herein, have the authority and perform the duties from time to time prescribed by the Board.

13. Duties of the President and Vice-President

The President shall supervise the affairs and operations of the Corporation and be the chief executive officer representing the Board of Directors of the Corporation. The President shall, when present, preside at all meetings of the IRHs of the Corporation and of the Board of Directors.

The President is an ex-officio member of all Board committees. Other responsibilities include cheque signing authority and signing with the Corporate Secretary all major contracts and Corporation By-Laws. The President is the main spokesman for the Corporation; however, this function may be delegated totally or in part.

The Vice-President of the Board assists the President when required and fulfils all the President's duties should they be unavailable. Other responsibilities include cheque signing authority, signing with the Corporate Secretary of all major contracts and all Corporation By-Laws should the President be unavailable.

14. Duties of the Corporate Secretary

The Corporate Secretary shall be Secretary of the Board of Directors. they shall attend all meetings of the Board of Directors and record the minutes of all proceedings in the books kept for that purpose; give all notices required to be given to IRHs and to Directors; be custodian of the seal of the Corporation and of all data records and information in any form belonging to the Corporation which the Corporate Secretary shall deliver up 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 the resolution.

15. Duties of the Treasurer

The Treasurer shall oversee the Corporation's finances and accounting and report to the Board of Directors with respect to same. The Treasurer is responsible for the presentation to the Board of Directors of an annual operating budget and an annual audited financial

statement. Other responsibilities include cheque signing authority, investment and banking recommendations and contacts with financial institutions.

16. Other Staff

The Board of Directors may engage a General Manager and such other staff as it deems necessary to carry out the management and operations of the cemetery on such terms and remuneration as the Board of Directors determines. These staff, in their capacity as employees, are not deemed officers of the corporation.

17. Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Corporate Secretary, or as otherwise authorized by the Board of Directors, and the Corporate Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts for the provision of licensed supplies or services and Interment Rights Certificates, may be entered into on behalf of the Corporation by any person authorized by the Board of Directors and, where necessary, licensed under the *Funeral, Burial and Cremation Services Act, 2010*.

Any two of the President, the Vice-President, the Corporate Secretary, the Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred or acceptances of transfers, and make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

18. Books and Records

The Corporate Secretary shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly updated and properly maintained.

19. Annual General Meeting

The Annual General Meeting of the Corporation shall be held on the third Thursday of the

month of April at the head office of the Corporation in the City of Belleville or at such other time or place in the City of Belleville that may be chosen by the Directors at any previous meeting of Directors, or that the President may designate.

Notice of the time and place of holding the Annual General meeting shall be given by publication at least once a week for two consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of IRHs reside as shown by their addresses on the books of the Corporation.

At the Annual General Meeting, an auditor shall be appointed by the IRHs present in person or by proxy to hold office until the next Annual General Meeting, provided if no appointment is so made, the auditor in office shall continue until a successor is appointed.

20. Special Meetings

The Board of Directors shall have the power to call a Special Meeting of the IRHs for a specific purpose or purposes; the notice of the time and place for which shall be the same as required for the Annual General Meeting. Such notice shall also include the purpose(s) of the Special Meeting.

21. Error or Omission in Notice

No error or omission in giving notice of any Annual General Meeting or Special Meeting or any adjourned meeting, whether annual or special, of the IRHs of the Corporation shall invalidate such meeting or make void any proceedings taken or had thereat. For the sending of notice to any IRH, Director or Officer for any meeting or otherwise, the address of any IRH, Director or Officer shall be their last address recorded on the books of the Corporation.

22. Adjournments

Any meetings of the Corporation or of the Directors may be adjourned by the Chairperson presiding at the meeting from time to time and from place to place with the consent of the meeting and subject to such conditions as the meeting decides. All such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place.

23. Quorum of Interment Rights Holders

A quorum for the transaction of business at any meeting of IRHs shall consist of not less than five (5) IRHs present in person or represented by proxy, provided that in no case can any meeting be held unless there are two (2) IRHs present in person.

24. Voting of Interment Rights Holders

Each IRH of the Corporation shall at all meetings of the IRHs be entitled to one vote and may vote by proxy. Joint IRHs shall only be permitted one vote. At all meetings of IRHs,

every question shall be decided by a majority of the votes of the IRHs present in person or represented by proxy. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any IRH. Upon a show of hands, every IRH having voting rights shall have one vote. In the case of an equality of votes at any meeting whether upon a show of hands or a poll, the President shall have a second or casting vote.

Proxies must be in writing, dated, contain the name of the IRH and the name of the proxy and any restrictions as to how the proxy is to be voted and signed by the IRH. Proxies must be deposited with the Corporate Secretary at least 48 hours, excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned meeting of IRHs. In addition to any manner permitted by law, a proxy may be revoked by instrument in writing executed by the IRH or the attorney or personal representative of the IRH and deposited either at the Head Office at any time up to and including the last business day preceding the day of the meeting or the adjournment thereof, or with the Chair of such meeting on the day of the meeting or the adjournment thereof.

25. Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

26. Cheques, etc.

All cheques, negotiable instruments, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of the Directors and Officers may alone endorse same for deposit to the account of the Corporation.

27. Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. All securities so deposited may be withdrawn, from time to time, as determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

28. Notice

Any notice, other than notices of meetings of IRHs, to be given pursuant to the Act, *the Not-for-Profit Corporations Act, 2010 of Ontario*, the by-laws or otherwise shall be sufficiently given if delivered personally to the person to whom it is to be given or mailed to the person at their recorded address by ordinary mail, registered mail or courier. A notice shall be deemed to have been given when it is delivered personally or on the fifth (5th) day after it has been deposited in a post office or public letter box or on the third (3rd) day after it has been

delivered to Canada Post for registered mail or to the courier company for couriers.

The Corporate Secretary may change or cause to be changed the recorded address of any IRH, Director, Officer, or auditor in accordance with any information believed by them, acting in good faith, to be reliable.

29. Borrowing

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation, or
- (b) issue, sell or pledge securities of the Corporation, or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally manage, transact and settle the borrowing of money by then Corporation.

30. Interpretation

In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words, importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders, and references to persons shall include corporations.

Enacted by the Board of Directors and sealed with the Corporation seal the 24th day of March, 2022.

President

Corporate Secretary

Confirmed at the Annual General Meeting of IRHs held on **April 2, 2022**

Corporate Secretary