Held immediately following the meeting of Provisional Directors.

DATE: July 13, 1943

PLACE: Chateau Laurier

PRESENT: Mr. Norman Wilson; Mr. Walter B. Herbert;
Mr. Arthur L. Neal; Mr. James C. Brady;
Dr. McGregor Easson; Mr. E. J. Jenkins;
Dr. R. H. Goats; Mr. Lesslie Thompson;
Mrs. Norman Robertson; Mr. H. S. Southam;
Mr. W. M. Connor; Dr. H. M. Tory;
Dr. J. E. Robbins; Mr. F. E. Bronson;
Mr. W. R. Crichton.

1. ELECTION OF CHAIRMAN AND SECRETARY:
   On motion of Dr. Tory and Dr. Easson
   Mr. Southam and Dr. Robbins continued as Chairman and Secretary of the Meeting respectively.

2. LETTERS PATENT OF INCORPORATION:
   Letters Patent of Incorporation were presented and accepted.

3. BY-LAWS:
   The By-Laws previously read were accepted on motion of Mr. Thompson and Mr. Bronson.

4. APPOINTMENT OF BOARD OF GOVERNORS:
   On motion of Mr. Connor and Mr. Jenkins
   the following were appointed to retire in 1944:

   Mr. D. G. Cowan
   Dr. McGregor Easson
   Mr. G. C. Edwards
   Mr. C. C. Gibson
   Lt. Col. W. F. Hadley
   Mr. F. C. Jennings
   Mr. W. S. Kidd

   On motion of Mr. Crichton and Dr. Easson the following were appointed to retire in 1945:
Col. O. M. Biggar
Dr. W. C. Macartney
Mr. T. R. Montgomery
Mr. F. C. Patten
Mr. H. S. Southam
Mrs. Phyllis Turner
Mr. N. F. Wilson

On motion of Mr. Wilson and
Mr. Brady the following were appointed
to retire in 1946:

Mr. F. E. Bronson
Mr. W. M. Connor
Mr. E. J. Jenkins
Dr. H. L. Keenleyside
Dr. J. E. Robbins
Mrs. Norman Robertson
Dr. H. M. Tory

5. AUDITOR: On motion of Mr. Connor and Mr. Creighton
Mr. A. A. Crawley was appointed Auditor.

The Meeting was adjourned.
PROVISIONAL DIRECTORS MEETING

DATE: July 13, 1943
PLACE: Chateau Laurier
PRESENT: Dr. McGregor Easson; Mr. H. S. Southam; Mr. W. M. Connor; Dr. H. M. Tory; Dr. J. E. Robbins; Mr. F. E. Bronson; Mr. Norman Wilson.

1. ELECTION OF CHAIRMAN: Moved by Dr. Tory and seconded by Mr. Connor that Mr. Southam be Acting Chairman of the Meeting. Carried.

2. ELECTION OF SECRETARY: Moved by Mr. Connor and seconded by Dr. Easson that Dr. Robbins be Acting Secretary of the Meeting. Carried.

3. LETTERS PATENT OF INCORPORATION: The Letters Patent of Incorporation were read by Dr. Tory and ordered filed.

4. BY-LAWS: A set of by-laws which had been prepared by Mr. Gibson was submitted by Dr. Tory, and after some discussion, on motion of Mr. Jenkins and Mr. Wilson, were approved. These are as follows:

1. Any person of good moral character may become a member of the Association or otherwise admitted to interest or participation in the activities of the Association upon approval and election by the Board of Governors. The membership of the Association shall consist of those persons who shall have been so elected and who shall contribute to the support of the Association. Continuance of membership shall be subject to approval by the Board of Governors.

2. The interest of a member in the Association shall not be transferable, and shall lapse and cease to exist when such member shall cease to be a member of the Association, by death, by resignation, or by retirement as hereinafter provided.

3. The Directors of the Association shall constitute the Committee of Management of the Association, and shall be
known as Governors, and the Board of Governors shall consist of 21 members. In acknowledgment of its interest and assistance in the organization and establishment of the Association, The Ottawa Young Men's Christian Association shall have the right to name and to be represented by four members on the Board of Governors at all times.

4. The first Board of Governors shall be elected at the organization meeting of the Association in three groups of seven. The first group shall hold office until the first annual meeting after the organization meeting or until their successors are elected. The second group shall hold office until the second annual meeting after the organization meeting or until their successors are elected. The third group shall hold office until the third annual meeting after the organization meeting or until their successors are elected. At each annual meeting of the Association after the organization meeting the Association shall elect seven members to the Board of Governors who shall hold office for three years, or until their successors are elected. Retiring members of the Board of Governors shall be eligible for re-election. Seven members of the Board of Governors shall constitute a quorum.

5. The Board of Governors shall have power to fill any vacancy on the Board for any unexpired term. The Governors at their first meeting following the organization meeting and after each subsequent annual meeting shall elect from their number a Chairman and a Vice-Chairman and such other officers as shall be deemed necessary. The Chairman of the Board of Governors shall also be the Chairman of the Association.

6. The Board of Governors at their first meeting following the organization meeting after each subsequent annual meeting, shall appoint the Chairman and two other persons, any two of whom shall be the officers to sign all instruments and documents on behalf of the Association authorized by the Board of Governors.

7. The Board of Governors shall meet at least six times in each Association year as the Governors shall arrange, and may act notwithstanding any vacancy on the Board. Three Governors may at any time summon a meeting of the Governors.

8. All obligations and expenditures on behalf of the Association shall be entered into or undertaken only upon resolution by the Board of Governors.

9. An Annual Meeting of the Association shall be held in the month of June in each year, and of such Annual Meetings, and of all special meetings, written notice shall be mailed to each member five days in advance thereof.
Special meetings of the Association may be called by the Chairman, or shall be called by the Chairman upon written request of three members, or may be called by five members. In the case of special business, notice thereof shall be given in the notice calling the meeting. Fifteen members shall constitute a quorum at any Annual Meeting or special meeting of the Association. Non receipt of notice by any member of any Annual or special meeting shall not invalidate the proceedings of such meeting.

10. The business and order thereof at Annual Meetings of the Association shall be

(a) Minutes of previous Annual Meeting and any special meetings.
(b) Reports of Secretary and Treasurer.
(c) Reports of committees who are to report at annual meeting.
(d) Communications.
(e) Election of Governors.
(f) General business
(g) Adjournment.

11. If within one half hour from the time appointed for any meeting of the Association a quorum of members is not present, the meeting if convened by other than the Chairman, shall be dissolved. In any other case the Chairman may dissolve the meeting or may adjourn it as he may deem best, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Due notice of any adjourned meeting shall be mailed to each member and if within one half hour from the time appointed for any such adjourned meeting of the Association a quorum of members is not present, then the meeting may be proceeded with and the business for which it was called may be regularly transacted notwithstanding.

12. At any general meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. If a poll is demanded, the same shall be taken in such manner as the Chairman directs, and the result shall be deemed to be the resolution of the Association in general meeting.

14. Every member shall have one vote which must be exercised personally. All questions arising at any meetings of the Association or the Board of Governors shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.
15. A resolution signed by all the Governors shall be as valid and effectual as if it had been passed at a general meeting of the Governors duly called and constituted.

16. No Governor shall vacate his office by reason of his being a shareholder or member of any Corporation which has entered into any contract with or done any work for the Association of which he is a Governor, but he shall not vote in respect of such contract or work, and if he votes his vote shall not be counted.

17. The Association in general meeting, by a resolution, of which notice has been given in the notice calling the meeting, may retire any person from membership in the Association or may remove any Governor before the expiration of his period of office, and may, by resolution, appoint another person in his stead; the person so appointed shall hold office during such time as the Governor in whose place he was appointed would have held the same if he had not been removed.

18. The Governors, by resolution duly entered, may delegate any of their powers to committees consisting of such member or members of the Association as they may appoint, and any such committees shall have power to act within the terms of the appointment.

19. All acts of the Governors or of a committee of Governors, or by any person acting as a Governor, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Governor or person so acting, or that they, or any of them, were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Governor.

20. The interests and activities of the Association shall be open to men and women on equal terms.

21. The fiscal year of the Association shall begin on the 1st day of July in each calendar year.

22. Banking By Law in form approved by the Bank with which the Association banks. (Obtain form from Bank and incorporate as #22)

23. The Association shall at each annual meeting appoint an auditor or auditors to hold office until the next annual meeting.

24. These By Laws may be altered or amended by a vote of two-thirds of the Governors present at any regular meeting of the Board of Governors provided due notice of such proposed alteration or amendment shall have been given five days in advance of such meeting.
5. ADMISSION OF OLD MEMBERS: On motion of Dr. Tory and Dr. Easson all old members of the former unincorporated Association were elected to the new Incorporated Association.

The Meeting was adjourned.