

THE BOOTMAKERS OF TORONTO

The Sherlock Holmes Society of Canada

LETTERS PATENT

BY-LAW NO. 1A OF THE BY-LAWS

Approved by the Board of Directors, Saturday, December 2, 2017



**BOOTMAKERS
OF TORONTO**

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LETTERS PATENT

Granted December 15, 1986, by the Ministry of Consumer and Commercial Relations of Ontario.

1. The name of the corporation to be incorporated is The Bootmakers of Toronto.
2. The address of the head office of the corporation is 47 Manor Road West, Toronto, Ontario.
3. The head office of the corporation is situated in the City of Toronto in the Municipality of Metropolitan Toronto.
4. The Society does not propose to have a club house or similar premises.
5. The applicants who are to be the first directors of the corporation are Thelma Beam, Mary Elizabeth Campbell, Robert Coghill, Clifford, Goldfarb, C. Maureen Green, Peter Grieve, Cameron Hollyer, Hartley Nathan, Christopher Redmond, Katherine Karlson Redmond, David Skene-Melvin, Edwin Van der Flaes.
6. The objects for which the corporation is to be incorporated are
 - (a) To promote the study and enjoyment of the stories of Sherlock Holmes written by the late Arthur Conan Doyle, and of kindred subjects, including detective fiction, the life of Arthur Conan Doyle, and the society of Victorian times;
 - (b) To assist libraries and other public institutions in the collection, display, study, publication and preservation of literary and historical objects and information relating to the aforesaid subjects;
 - (c) To collect monies by way of membership fees, donations or otherwise, to accept gifts, legacies, devises and bequests, and to hold, invest, expend or deal with the same, in furtherance of the objects of the corporation, in investments authorized by law for the investment of trust funds; provided that the corporation may retain any real or personal property in the form in which it may be when received by the corporation for such length of time as it deems necessary;
 - (d) For the further attainment of the above objects, to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary.
7. The special provisions are
 - (a) The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions of the corporation shall be used in promoting its objects;
 - (b) Upon the dissolution of the corporation and after the payment of all debts and liabilities, the remaining property of the corporation shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;
 - (c) The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

The names and residence addresses of the applicants are [same names as in paragraph 5—addresses in the original Letters Patent have been deleted for privacy purposes].

BY-LAW NO. 1A OF THE BY-LAWS

A by-law relating to the affairs of The Bootmakers of Toronto.
Updated and enacted on December 2, 2017.

Be it enacted as a by-law of The Bootmakers of Toronto:

ARTICLE I. INTERPRETATION

- 1.1 **Definitions.** In this by-law and in all other by-laws of the Society, unless the context otherwise specifies or requires,
- (a) “**Act**” means the Corporations Act, R.S.O. 1990, c.C.38 and any amending or successor legislation from time to time;
 - (b) “**Board**” means the Board of Directors of the Society;
 - (c) “**By-law**” means this by-law as enacted, amended and re-enacted and in force from time to time and by-laws shall mean all by-laws of the Society in force from time to time;
 - (d) “**Society**” means The Bootmakers of Toronto;
 - (e) “**Bootmakers**” means The Bootmakers of Toronto;
 - (f) “**Sherlockian**” means pertaining to the objects of the Society and to the study of Sherlock Holmes.
 - (g) “**Documents**” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.2 **Interpretation.** In all by-laws of the Society, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations. Wherever reference is made in the by-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The headings in this by-law are for solely for convenience and are not to be used as an aid in the interpretation of this by-law.

ARTICLE II. HEAD OFFICE AND SEAL

- 2.1 **Head Office.** The head office of the Society shall be in the City of Toronto, at such place therein as the Board may from time to time determine.
- 2.2 **Seal.** The seal, if its impression is stamped in the margin, shall be the corporate seal of the Society.

ARTICLE III. DIRECTORS

- 3.1 **Number and Quorum.** The affairs of the Society shall be managed by a board of seven (7) Directors. No person who is not a member of the Society shall be eligible to become or be a Director. A majority of the Directors shall form a quorum for the transaction of business.
- 3.2 **Composition.**
- (a) One Director shall be elected as the President of the Society.

(b) The immediate Past-President shall automatically be a Director. For the purposes of this by-law “immediate Past-President” means the person who held the position of the President immediately before the person who is the current President. The immediate Past-President will cease to be a member of the Board when the then current President retires, or is otherwise replaced. A vacancy in the position of immediate Past-President shall not be filled except by election or appointment of a new President.

(c) The remaining persons to be elected shall be Directors-at-large.

(d) There shall be no limit on the number of terms a person may serve as Meyers.

3.3 **Election.** Each Director shall be elected to hold office for a period of one year beginning on the January 1 next succeeding the annual meeting at which he or she is elected. All Directors shall be eligible for re-election if otherwise qualified. Election may be by a show of hands, unless a ballot vote is demanded by any member.

3.4 **Qualifications of Directors.** The following persons are disqualified from being a Director:

(a) a person who is not a member of the Society or who does not become a member within 10 days of his or her election or appointment;

(b) a person who is less than 18 years of age;

(c) a person who has been found under the Substitute Decisions Act, 1992 (Ontario) or under the Mental Health Act (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere at the time of his or her election or appointment;

(d) a person who is not an individual;

(e) a person who has the status of bankrupt.

3.5 **Vacating of Office.** The office of Director shall be automatically vacated:

(a) if he or she should be disqualified pursuant to Section 3.4;

(b) if a Director shall resign his or her office by delivering a written resignation to the Secretary of the Society;

(c) by the Board, if a Director is absent from four consecutive duly constituted meetings of the Board; provided that the absence of any Director from any meeting of the Board may be excused by the Board and such Director shall not be subject to removal on account of any such excused absence;

(d) if at a special or general meeting of members a resolution is passed by 2/3 of the members present at the meeting that he or she be removed from office;

(e) on death;

provided that if a vacancy shall occur for any reason set out above, except in the position of immediate Past-President, a quorum of the Board may fill the vacancy for the remainder of the vacated term with a member of the Society. If there is no quorum of Directors, the remaining Directors shall forthwith call a meeting of members to fill the vacancies.

3.6 **Meetings of the Board.** Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. The Board may consider or transact any business, either special or general, at any meeting of the Board.

- 3.7 **Virtual Meetings.** Provided all of the Directors present at or participating in a meeting of the Board or a committee of the Board consent, a meeting of the Board or of a committee of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this by-law to be present at the meeting;
- 3.8 **Notice.** No formal notice of any meeting of the Board shall be necessary if every Director is present, or if all the Directors who are absent have signified their consent to the meeting being held in their absence. In other cases, Board meetings may be called by the President or the Vice- President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction of any two Directors. Notice of such meeting shall be mailed to each Director not less than 14 days before such meeting is to take place or given by other permitted means not less than 48 hours before the meeting. The Board may at any meeting appoint a day for a subsequent meeting, or a day or days in any month or months for regular meetings, together with the hour and place for such meeting or meetings, and for such meeting or meetings a copy of the resolution fixing such meetings shall be given to each Director and no other notice need be given. A Board meeting may also be held, without notice, immediately following any general meeting of the Society.
- 3.9 **Voting.** Questions arising at any meeting of the Board shall be decided by ballot if so demanded by any Director present, but if no such demand be made, the vote shall be taken by assent or dissent. A declaration by the chairman that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes given in favour of or against the resolution. Each Director shall have one vote. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the Board.
- 3.10 **Powers of the Board.** The Board may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society 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 Society is by its charter or otherwise authorized to exercise and do. Without derogating from the authority given by the foregoing, the Board is expressly empowered from time to time 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 Society, for such consideration and upon such terms and conditions as they may deem advisable.
- 3.11 **Remuneration of Directors.** The Directors shall receive no remuneration for acting as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties, and further provided that nothing in this by-law shall prevent the payment of a salary to a Director who may be appointed an employee of the Society to perform duties other than those of a Director.
- 3.12 **Indemnities to Directors and Others**
- (a) ***Indemnity of Directors and officers.*** Every Director and officer of the Society and his or her heirs, legal personal representatives, and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless, from and against:
- (i) all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her

own willful neglect or default.

- (b) **Indemnity of others.** Except as otherwise required by the Act and subject to Section 9.1, the Society may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was an employee or agent of the Society, or is or was serving at the request of the Society as a Director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interests of the Society, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Society, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable ground for believing that his or her conduct was lawful.
- (c) **Right of indemnity not exclusive.** The provisions for indemnification contained in the by-laws of the Society shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by law, agreement, vote of members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and legal personal representatives of such a person.
- (d) **Protection of Directors and officers.** Every Director and officer of the Society in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by law, no Director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society, or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and willful neglect or default.
- (e) **Responsibility for acts.** The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.

3.13 **Committees of the Board**

- (a) **Executive committee.** The Board may from time to time elect from among themselves an executive committee composed of three Directors. The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for

serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee. Any two members may call a meeting. All meetings shall be held at the municipality in which the head office of the Society is located, unless otherwise determined by the committee. Written notice of such meeting shall be given to each Director. If given by mail, notice shall be sent at least 14 days prior to the meeting. If given by other permitted means, notice shall be sent at least 48 hours prior to the meeting. Two members of such committee shall constitute a quorum.

(b) **Nominations committee.** A Nominations Committee shall be established as set out in Section 9.5.

(c) **Other committees.** The Board may from time to time appoint other committees, person or persons (whether or not Directors or members) as it deems necessary or appropriate for such purposes whose members will hold their offices at the will of the Board. The duties of such committees shall be established by the Board, but the functions of any such other committees shall be advisory only. Any such committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair and to formulate its own rules or procedures, subject to such regulations, directions or approvals as the Board may from time to time make.

ARTICLE IV. OFFICERS

4.1 **Enumerated.** The officers of the Society shall be the President, the Vice-President, the Secretary and the Treasurer. Other positions may be created by by-law. In default of the election of any officer at any time the then incumbent of the office shall continue to hold office until a successor is elected. The officers, other than the President and Vice-President may, but need not be Directors. Officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members in which the Directors are elected and shall hold office until their successors are appointed in their stead. Officers other than the President or Vice-President are subject to removal by the Board.

4.2 **Duties of President (“Mevers”).** The President shall preside at all meetings, when present. The President shall further be charged with the general management and supervision of the affairs and operations of the Society, and in particular, and without limiting the generality of the foregoing, shall be responsible for the arrangement of all gatherings of the Society and the programme thereat. The President, with the Secretary or other person appointed by the Board for the purpose, shall sign all by-laws and all membership certificates.

4.3 **Duties of Vice-President (“Shoehorn”).** The duties and powers of the President, when absent, shall be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be thereby presumed. The Vice-President shall work closely with the President and help with any presidential duties that need support. It is hoped that the Vice-President will consent to succeed the President, but this is not mandatory.

4.4 **Duties of Secretary (“Bootlace”).** The Secretary shall be the clerk of the Board and shall record all facts and minutes of all proceedings of the Board and of the Society in books kept for that purpose. The Secretary shall give all notices required to be given under this by-law provided that the duty and authority to do so may be delegated by the Secretary to any other member of the Society. The Secretary shall be the custodian of the Seal of the Society and of its, books, papers and contracts, which shall be delivered up only as authorized by a resolution of the Board. The Secretary shall also perform such other duties as may from time to time be determined by the Board.

4.5 **Duties of Treasurer (“Bootjack”).** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account, and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Society under the direction of the Board, taking proper vouchers therefor, and shall render to the Board at its regular

meetings or whenever it so requires an account of all his or her transactions as Treasurer, and of the financial position of the Society. The Treasurer shall report to the members, about the Society's finances at the annual meeting and at such other times as the members may require. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

- 4.6 **Other Officers.** Subject to Article IX of this by-law, the duties of all other officers of the Society shall be such as the terms of their engagements call for or the Board shall require of them.
- 4.7 **Books and Records.** The Board shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

ARTICLE V. MEMBERSHIP

- 5.1 **Qualification.** Membership in the Society shall be limited to the applicants for incorporation of the Society and other natural persons interested in furthering the objects of the Society and whose application for admission as members shall be approved by the Board or who shall otherwise qualify for membership according to requirements established from time to time by the Board. Membership in the Society is non-transferable and shall lapse and cease to exist on the death or resignation of the member. Any member may be required to resign by a vote of three-quarters of the members present and voting at a general meeting.
- 5.2 **Honorary Members and Patrons.** The Board may, from time to time in its discretion, confer an honorary membership on, or appoint as a patron of the Society, any person who, in its opinion, has or may in future, significantly further the objects of the Society. The Board shall determine in each case what privileges, if any, shall pertain to an honorary member or patron, provided that an honorary member or patron who is not otherwise a member pays no fees, is not entitled to vote at any meeting of the Society and is not eligible to hold office in the Society.
- 5.3 **Dues.** Dues and fees payable by members shall be such as are from time to time fixed by vote of the Board. The Treasurer shall notify the members of the dues or fees at any time payable by them, and if any are not paid within sixty days of the date of such notice the members in default shall thereupon automatically cease to be members of the Society, but any such members shall on payment of all unpaid dues or fees within twelve months of such notice be reinstated. The Treasurer shall have the authority to vary or waive, for good and sufficient reason, any fee payable to the Society by an individual member, and shall report to the President any instance of so doing.

ARTICLE VI. MEETINGS OF MEMBERS

- 6.1 **Annual and Other Meetings.** The annual or any other general meeting of the members shall be held at the head office of the Society or at such other place in Ontario as the Board shall determine, and on such day and at such time as the Board may appoint. Unless the Board otherwise directs, the annual meeting shall be held at the same time and place as the first gathering of members held after November 5 in each calendar year. At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement for the preceding fiscal year, and the report of the auditors shall be presented, a Board shall be elected, auditors shall be appointed for the ensuing year, and the Board shall be authorized to fix the remuneration of the auditors for the ensuing year. The members may consider and transact any business, either special or general, without any notice thereof at any duly constituted meeting of the members.
- 6.2 **Restriction on Dates.** No meeting of the members, whether for business or otherwise, shall be held on any legal holiday in Ontario; or on the Friday, Saturday, Sunday or Monday of a weekend during which such a legal holiday is celebrated; or during the period in which the Baker Street Irregulars holds its annual weekend event; or on Rosh Hashanah, Yom Kippur or a Friday which falls between those two days; or on Thursday to Sunday in November of the American Thanksgiving.

- 6.3 **Calling of Meetings.** The Board or the President or the Treasurer shall have power to call at any time a general meeting of the members of the Society. No public notice or advertisement of members' meetings shall be required, but notice of the time and place of every such meeting shall be given to each member at least 10 days before the holding of such meeting. Alternatively notice of any meeting of the members may be given by publication at least once a week for two consecutive weeks, next preceding the meeting in a newspaper of general circulation in the City of Toronto. Meetings of members may be held at any time and place without such notice if all the members of the Society are present thereat.
- 6.4 **Adjournment.** Any meeting of the members or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 6.5 **Quorum.** A quorum for the transaction of business at any meeting of members shall consist of the lesser of twenty or one-half of the members present in person or by proxy.
- 6.6 **Voting by Members.** Each member of the Society shall at all meetings of members be entitled to one vote, provided that no member shall be entitled to vote who has not paid all dues or fees, if any, then payable by that member. At all meetings of members every question shall be decided by a majority of the votes of the members present, unless otherwise required by the by-laws of the Society or by law. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chairman that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Society, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if such demand be made and not withdrawn, the question shall be decided by a majority of votes given by the members present, and such poll shall be taken in such manner as the chairman shall direct, and the result of such poll shall be deemed the decision of the Society in general meeting upon the matter in question. The chairman shall have the right to vote in the first instance but shall not be entitled to any second or casting vote.
- 6.7 **Proxy.** A member shall be entitled to be represented by proxy at any meeting of the members. The appointment of proxy shall be in writing in the form of proxy attached as Schedule A to this by-law or in such other form as may be accepted by the chairman of the meeting. The Board may fix a time, not more than 48 hours prior to the start of any meeting, for deposit of proxies which may be used at such meeting.

The form of Proxy attached as Schedule "A" to the by-law is deleted and replaced with the form attached as Schedule "A" to this resolution.

ARTICLE VII. ADMINISTRATION

- 7.1 **Fiscal Year.** Unless otherwise ordered by the Board, the fiscal year of the Society shall terminate on the 30th day of September in each year.
- 7.2 **Execution of Documents.** Contracts or other Documents requiring the signature of the Society, shall be signed by any two officers. All contracts or documents so signed shall be binding on the Society without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts or other documents. The Board may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society. The seal of the Society, if any, may be affixed to such contracts or documents, if required.

- 7.3 **Deposit for Safekeeping.** The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions as selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such officer or officers, or agent or agents of the Society, and in such manner as shall from time to time be determined by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians shall be fully protected in acting in accordance with the instructions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 7.4 **Notice.** Notice to any member, Director, officer or auditor of the Society for any meeting of the Board or any committee or the members, or of any agenda for such meetings, or of any other matter permitted or required to be given to any of such persons, or for any other purpose set out in this by-law or required or permitted by the Act, (collectively a “notice”), shall be sufficiently given if sent to the last address of the member, Director, committee member, officer or auditor recorded on the books of the Society by delivery, or by prepaid ordinary mail, or, if prior written consent has been given by the intended recipient, by means of facsimile, electronic mail or other method of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Society directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch. A notice given by electronic means is sufficient if it contains the address of a website on which the information to be provided in the notice is accessible to the recipient. No error or omission in giving notice of a meeting of the Board or any committee or the annual or general meeting or any special meeting, or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any person entitled to receive such notice may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.
- 7.5 **Borrowing.** The Board may from time to time:
- (a) (i) borrow money upon the credit of the Society;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue, sell or pledge securities of the Society;
 - (iv) pledge or sell such securities for such sums and at such prices as may be deemed expedient; and
 - (v) secure any such securities, or any other present or future borrowing or any other obligation or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Society, including book debts and unpaid calls, rights, powers and franchises and the undertaking and rights of the Society.
- (b) Notwithstanding the generality of Section 7.5 (a), the borrowing power of the Society shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Society shall not be so limited if it borrows on the security of the real or personal property of the Society.
- (c) Any or all of the foregoing powers may from time to time be delegated by the Board to such officers or Directors of the Society.
- (d) Nothing herein limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

ARTICLE VIII. SHERLOCKIAN PRACTICE

- 8.1 **Motto.** The motto of the Society shall be “*Ne sutor ultra crepitam,*” which is, being rendered into English, “Shoemaker, stick to thy last.”
- 8.2 **Relationship with Other Societies.** The Bootmakers acknowledge a fraternal relationship with Sherlock Holmes societies in other countries, but a subordination to no other society.
- 8.3 **Relationship with Toronto Public Library.** The Bootmakers acknowledge a continuing benefit from a close informal relationship with the Toronto Public Library but are not an agent of the Library or under its authority or direction.
- 8.4 **Status in Sherlockian World.** The Bootmakers assumes the authority to act as the senior Sherlockian society in Canada.
- 8.5 **Journeyman Bootmakers.** Any member of the Society may be known as a “Journeyman Bootmaker,” except as hereinafter provided.
- 8.6 **Apprentice Bootmakers.** Any person who becomes a member of the Bootmakers as herein provided, and who by reason of being a student is, charged a lower fee than other members, may be known as an “Apprentice Bootmaker,” and shall have the same rights and privileges as a Journeyman Bootmaker.
- 8.7 **Master Bootmakers.**
- (a) The status of Master Bootmaker may be conferred upon a Journeyman or Apprentice Bootmaker who has made a significant and lasting contribution to the Society's life and objects. No remission of fees or similar privileges shall be accorded to Master Bootmakers on that account.
 - (b) Awards of Master Bootmaker status shall be made by a committee of Master Bootmakers appointed from time to time by the President with the advice and consent of the Board. Such a committee shall be created at least once in each year generally in or about December.
 - (c) Master Bootmakers shall be entitled to subscribe themselves “Master Bootmaker” or its abbreviation M.Bt. and to wear the insignia of their rank in the form of a shoehorn and bootlace. The rank of Master Bootmaker shall take precedence in Canada over all other Sherlockian honours.
- 8.8 **Meetings Not for Business.** The Society shall gather from time to time to engage in educational and social activities consonant with the purpose of the Society. Such gatherings shall be announced to the members. Any such gathering shall be deemed to be a general meeting of the Society if and only if notice designating it as such is given.
- 8.9 **Awards Meeting.** In every calendar year the Society shall hold an awards meeting at a suitable location in the City of Toronto, at which awards of Master Bootmaker status, Honorary Membership, and the like shall be presented if any are due.
- 8.10 **Number of Meetings.** The Society shall hold not fewer than four (4) nor more than eight (8) other meetings in each calendar year. Dates of such meetings shall be set by the Board, and shall be communicated to the members not less than three weeks in advance.
- 8.11 **Unofficial Gatherings.** Gatherings of members of the Society and other interested persons which are not announced in advance to the general membership shall not be considered meetings of the Society, nor shall the Society's funds be expended to defray their expenses, but such gatherings are much to be encouraged, and may, on the authority of the President, be styled activities under the auspices of the Bootmakers.

ARTICLE IX. BOOTMAKER TITLES AND NOMINATION

9.1 Titles.

- (a) The President of the Society may be known as the “Present Meyers” or “Meyers, Toronto” or “Meyers.”
- (b) The immediate Past-President may be known as the “Previous Meyers.” Persons who preceded that person in the presidency, whether or not they are now Directors, shall collectively be known as “Former Meyers.”
- (c) The Vice-President may be known as the “Shoehorn.”
- (d) The Treasurer may be known as the “Bootjack.”
- (e) The Secretary may be known as the “Bootlace.”

9.2 Functionaries.

- (a) The Board may appoint the following functionaries, who may, but need not be, Directors or officers:
 - (b) A “Sole,” who shall be responsible for the Society’s archives, consisting of all papers no longer required by the Secretary, and copies of all printed material issued or received by the Society, which archives shall, unless otherwise provided by the Board, be given into the custody of the Toronto Public Library. The Sole’s assistant, if any, shall be known as an “Arch Support.”
 - (c) A “Bootprint,” who shall be the editor of the Society’s publications.
 - (d) A “Mrs. Hudson,” or “Hudson,” who shall be the Society’s provider of refreshments.
 - (e) A “Buttonholer,” or Seeker of Papers.
 - (f) A “Heel,” who shall be the Society’s principal critic.
 - (g) A “Polish,” who shall greet newcomers and long-lost members at each meeting of the Society.
 - (h) A “Tongue,” who shall propound a quiz at meetings of the members.
 - (i) An “Insole,” who shall write reports of the Society’s activities and submit them regularly for publication.
 - (j) A “Reboot,” who shall manage the Society’s website.
 - (k) A “Bootstrap,” who shall manage the Society’s membership and subscriptions.
 - (l) An “Aglet,” who shall manage the Society’s social media, including Facebook, Twitter, etc.

9.3 **Other Functionaries.** The Board may appoint other functionaries from time to time, who shall perform such duties as the Board may direct. Such functionaries shall be given appropriate titles in the whimsy of the Board.

9.4 **Counsel.** The Board may appoint Honorary Counsel to the Society, who may be known as the “Stretcher.”

9.5 **Nominating Committee.**

- (a) In or about the month of October each year, the Present Meyers, the Previous Meyers and the Shoehorn, shall constitute a committee for the purpose of nominating a President and directors for election at the upcoming annual general meeting of the Society. The nominating committee, having solicited applications and advice from the Board and members of the Society and considered all such advice and applications, shall recommend to the Board the persons to be nominated for the coming year.
- (b) It should be stressed that it is the responsibility of the entire Board to recommend and fill all the Board positions, including the President, for the coming year.
- (c) The nominations shall be reported to the annual meeting of the Society, which shall elect Directors in accordance with this by-law.
- (d) The same process shall be used for the nomination and appointment of such officers, pursuant to this by-law, as the nominating committee may see fit to propose. The nominating committee shall, if possible, make its nominations so that a Bootjack (Treasurer) may serve in office for more than one year.

9.6 **Future Meyers.** The nominating committee shall, if possible, recommend a Future Meyers, who shall in that case be the same person nominated for Vice-President, but such person shall have no claim on the office of President unless subsequently elected thereto.

ARTICLE X. SCION SOCIETIES

10.1 **Recognition.** It is a Sherlockian custom for societies to consider themselves “scions” of a parent, which by seniority and usage in Canada is this Society. It is thus appropriate for a Sherlockian organization established in Canada to request the granting of an imprimatur from The Bootmakers.

10.2 **Status of Scion.** Granting of an imprimatur does not imply that the scion is a branch or agent of The Bootmakers, or under its authority, or direction, nor does it transfer to The Bootmakers any responsibility for the doings of the scion or even for its survival. It is a symbol of the scion's legitimacy in the Sherlockian world and its desire and right to enjoy friendly relations with other societies in Canada and elsewhere according to Sherlockian tradition.

10.3 **Eligibility.**

- (a) An organization eligible to apply for an imprimatur is one which exists primarily for people living in a city or geographical area wholly or partly within Canada, or for people, primarily Canadians, who share a profession or special interest or residence abroad, and exists entirely or substantially for purposes similar in whole or in part to those of the Bootmakers.
- (b) The Bootmakers will grant an imprimatur to any eligible organization which applies for it and which, in the opinion of Meyers in consultation with the Board exists in good faith, is stable, enough that it will probably continue to exist, and wishes in good faith to establish and maintain friendly relations with the rest of the Sherlockian world. (In ordinary circumstances a city-based organization must have held at least three meetings over a period of at least one year to demonstrate its viability.) The Bootmakers will ensure that a scion receiving an imprimatur has a clear name which will not produce confusion with any other Sherlockian organization known to exist in any country.
- (c) An imprimatur may be issued for a stated time period or without limit.

10.4 **Duties.** It is the duty of a scion which has been granted an imprimatur:

- (a) to send copies of its meeting notices, newsletters and other documents to the Toronto Public Library without charge;
- (b) to provide Meyers regularly with the names and addresses of its president and corresponding Secretary, or similar officers;
- (c) to respond to requests for further information from Meyers and, within reason, from the rest of the Sherlockian world;
- (d) to refrain from unjustified discrimination on the basis of race, religion, sex or language;
- (e) to establish fixed procedures of self-government, whether democratic or dictatorial, and adhere to them.

10.5 **Withdrawal of Status.** The Board, on the initiative of Meyers, will withdraw an imprimatur from a scion which does not meet its obligations as described in the preceding paragraph, or which is not, in the opinion of Meyers, conducting itself in good faith in accordance with Sherlockian custom and tradition. Such a withdrawal implies the judgement of the Sherlock Holmes Society of Canada that the scion is not an appropriate unit of the Sherlockian world, but cannot and does not remove the scion's right to exist.

10.6 **Lapsed Scions.** The Board may withdraw the imprimatur of a scion which appears to have ceased to exist, and may return the imprimatur to the responsible officers of that scion, should it return to life, or an appropriate successor group.

ARTICLE XI. AWARDS

11.1 True Davidson Memorial Award.

- (a) There shall be a True Davidson Memorial Award for Excellence presented annually to keep green the memory of True Davidson, public servant and former president of this Society.
- (b) The Award shall be presented to the creator of the best formal paper delivered to a meeting of the Society by one of its members in each calendar year.
- (c) In the judging of the award regard shall be had to research and preparation, originality of thought, logic of reasoning and effectiveness of presentation.
- (d) In the month of December each year, Meyers shall appoint a committee of no fewer than three or more than five persons, all of whom shall have attended every meeting of the Society in the year then ending, and that committee shall choose the winner of the Award.
- (e) No paper shall be eligible for consideration unless a copy of its text, or a substitute in a form acceptable to the committee, shall have been deposited in the archives of the Society.
- (f) Neither any member of the committee nor the person who served as Meyers in the year for which the Award is being given shall be eligible to receive it.
- (g) There is hereby recognized the distinction of Official Keeper of the True Davidson Memorial Award, such distinction to be assigned from time to time by the Board. The duties of the said Keeper shall be to ensure that the provisions and spirit of this by-law are observed and kept.

11.2 **Derrick Murdoch Memorial Award.**

- (a) There shall be a Derrick Murdoch Memorial Award, presented annually to keep green the memory of Derrick Murdoch, author and first president of this Society.
- (b) The Award shall be presented to the creator of the best paper published in *Canadian Holmes* in each calendar year. The expression “paper” shall embrace any material capable of being published which has not previously been published in print.
- (c) In the month of December each year, Meyers shall appoint a committee of no fewer than three or more than five persons, and that committee shall choose the winner of the Award. The editor of *Canadian Holmes* shall be an ex officio member of the committee.
- (d) Neither any member of the committee nor any person who served as editor of *Canadian Holmes* during the year for which the Award is being given shall be eligible to receive it.

11.3 **Warren Carleton Memorial Award.**

- (a) There shall be a Warren Carleton Memorial Award, presented annually to keep green the memory of Warren (“Deacon”) Carleton, early and valued member of this society.
- (b) The Award shall be presented to the creator of the best presentation or contribution, other than a formal paper, to a meeting of the Society by one of its members in each calendar year.
- (c) This Award shall be presented in the same manner as the True Davidson Memorial Award, and the committee which determines the winner of the True Davidson Memorial Award shall also be the committee to determine the winner of this award.
- (d) Neither any member of the committee nor the person who served as Meyers in the year for which the Award is being given shall be eligible to receive it.

11.4 **Regulations Respecting Awards.**

- (a) Each of these Awards may be given jointly to two or more people, but only for the same paper or presentation.
- (b) The decision of the committee to choose the winner of each Award shall be final, and shall be announced at the next succeeding awards meeting.
- (c) The name of the recipient of each Award shall be recorded in the books and records of the Society.

ARTICLE XII. PUBLICATIONS

12.1 **Canadian Holmes.** The Society shall publish a magazine to be called “*Canadian Holmes.*”

12.2 **Purpose.** The purpose of *Canadian Holmes* shall be to do in print what the Society itself does in general, that is, to advance the study and enjoyment of Sherlock Holmes, Arthur Conan Doyle and kindred subjects.

12.3 **Editor and Content.** The content of *Canadian Holmes* shall be the responsibility of the Bootprint, and no other officer of the Society, shall have authority over the content of *Canadian Holmes*, except as ordered by the Board.

- 12.4 **Co-editors.** The Board may provide for one or more co-editors in association with the Bootprint.
- 12.5 **Society Information.** The Bootprint shall provide space in *Canadian Holmes* for periodic listings of the Society's Directors and officers, for other information which Meyers or the Bootjack desire to have published, and for substantive reports of the Society's activities.
- 12.6 **Advisory Committee.** The Board may create a committee to advise the Bootprint about the content of *Canadian Holmes* and to advise the Board about the performance of the Bootprint.
- 12.7 **Finances.** No expenditure shall be made for *Canadian Holmes* save on the authority of the Board, either on a specific basis, or by establishing a budget which will constitute authority for expenditures provided for therein. The Board may delegate power to authorize specific expenditures or categories of expenditures to a committee or to the Bootjack.
- 12.8 **Distribution.** *Canadian Holmes* shall be made available to every Bootmaker in consideration of membership fees paid, and shall be offered for sale to other persons.

ARTICLE XIII. MISCELLANEOUS

- 13.1 **Computation of Time.** In computing the date when notice must be given under any provisions of the Letters Patent of the Society or its by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.
- 13.2 **Rules and Regulations.** The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed and, failing such confirmation at such annual meeting of members, shall at and from time to time cease to have any force and effect.

ARTICLE XIV. AMENDMENT OF BY-LAWS

- 14.1 The by-laws of the Society not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least 2/3 of the members at a meeting duly called for the purpose of considering such action.

ARTICLE XV. REPEAL AND DESIGNATION

- 15.1 By-Law No. 1, a by-law of the Society passed on the 31st day of January, 1987, as amended to date, is repealed, without prejudice to any actions taken thereunder. This by-law is designated as By-Law No. 1A of the by-laws of the Society.

Passed by the Board of the Society at a meeting duly called and held on the 25th day of October, 2008 and confirmed without variation at a meeting of the members of the Society held on the __ day of __, 2008.

President

Secretary

SCHEDULE A

THE BOOTMAKERS OF TORONTO PROXY FORM

PROXY

Annual/Special Meeting of the Society (Date, Time, Place).

The undersigned member of The Bootmakers of Toronto (“**The Bootmakers**”) hereby appoints the President of the Bootmakers, or failing that person, the Secretary of the Bootmakers, or instead of either of them, as the Proxy of the undersigned to attend and act for and on behalf of the undersigned at the annual/special meeting of the Bootmakers to be held on _____ day, the day of _____, 20 __, and at any adjournment or adjournments thereof to the same extent and with the same power as if the undersigned were personally present at the same meeting or at such adjournment or adjournments thereof and without limiting the generality of the power hereby given to such Proxy, the persons named as Proxy above are directed to vote as specified below:

1. Vote or withhold from voting _____ in the election of President, Vice-President, Secretary and Treasurer, or instead of any of the above, vote for the following persons in such election:

President: _____

Vice-President: _____

Secretary: _____

2. Vote or withhold from voting _____ in the election of additional members of the Board, or instead of any of those nominated, vote for the following persons in such election:
3. Vote for _____ or against _____ the appointment of _____ as auditor of the Bootmakers.
4. Vote for _____ or against _____ a resolution confirming and approving all acts taking by the Directors of the Bootmakers since the last annual meeting.
5. Vote for _____ or against _____ (any other matter to be dealt with at the meeting).

If any amendments or variations to the matters above referred to are proposed at the meeting or any adjournment thereof, this Proxy confers discretionary authority on the person voting the Proxy to vote on such amendments or variations in accordance with the best judgment of such person.

If any other matters which are not now known to the Board should properly come before the meeting or any adjournment thereof, this Proxy confers _____ does not confer _____ discretionary authority on the person voting the Proxy to vote on such matters in accordance with the best judgment of such person.

This Proxy will be automatically revoked by granting of a new Proxy dated after this Proxy and may also be revoked by notice in writing or by the undersigned in person at the meeting in respect of which this Proxy is given.

Dated the _____ day of _____, 20 ____

Signature of Bootmaker

Print Name of Bootmaker