

BY-LAW NO. 1

YMCA NORTHUMBERLAND

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By-law No. 1

YMCA NORTHUMBERLAND

A by-law relating to the transaction of the activities and affairs of YMCA NORTHUMBERLAND (the "**Corporation**").

Be it enacted as a by-law of the Corporation as follows:

ARTICLE 1 Interpretation

1.1 Definitions

In this By-law, unless the context otherwise requires:

- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;
- (b) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (c) "**Board**" means the board of directors of the Corporation;
- (d) "**By-law**" means this by-law of the Corporation;
- (e) "**Chair**" means the chair of the Board;
- (f) "**Chief Executive Officer**" means the individual appointed as chief executive officer of the Corporation;
- (g) "**Corporation**" means YMCA NORTHUMBERLAND;
- (h) "**Director**" means an individual elected or appointed to the Board;
- (i) "**Ex-officio**" means membership "by virtue of office" and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (j) "**Members**" means members of the Corporation as described in Article 2;
- (k) "**Ordinary Resolution**" means a resolution that, is submitted to a Members' meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members' meeting or the Member's attorney;

- (l) **"Person"** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (m) **"Policies"** means a rule or a policy adopted by the Board in accordance with section 14.2;
- (n) **"Secretary"** means the secretary of the Board;
- (o) **"Special Business"** has the meaning given to such term in the *Act* and includes any business other than: consideration of the financial statements, consideration of the audit report, election of Directors, and reappointment of the incumbent auditor;
- (p) **"Special Resolution"** means a resolution that is submitted to a special Members' meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members' meeting or the Member's attorney;
- (q) **"Telephonic or Electronic Means"** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks; and
- (r) **"Vice Chair"** means one or more vice chair(s) of the Board.

1.2 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to the terms in the *Act*, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include the opposite, and headings are used for convenience of reference and do not affect the interpretation of this By-law.

ARTICLE 2 Membership in the Corporation

2.1 Members

Subject to the Articles, there shall be one (1) class of Members in the Corporation. The Members shall consist of the Directors from time to time who shall be *Ex-officio* Members for so long as they serve as Directors.

2.2 Fees, Compensation & Expenses

No fees or other compensation shall be payable to the Members provided that the Corporation shall reimburse each Member those reasonable expenses incurred by such Member in the performance of their duties as a Member of the Corporation that are approved by the Board and further provided

that the Corporation may pay on behalf of any Member such reasonable expenses approved by the Board to be incurred by any Member in the performance of their duties as a Member of the Corporation.

2.3 Voting

Each Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Member shall be entitled to one (1) vote at such meetings.

2.4 Transferability

Membership is not transferrable and ceases upon the Member ceasing to be a Director.

ARTICLE 3 Members' Meetings

3.1 Location

Members' meetings shall be held at the Corporation's registered office or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

The annual Members' meeting shall be held not later than fifteen (15) months after the last annual Members' meeting.

3.3 Calling Meetings

The Board or the Chair shall have power to call, at any time, a Members' meeting.

3.4 Quorum

A majority of the Members entitled to vote present in person or by proxy at a Members' meeting shall constitute a quorum. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

3.5 Notice and Proxies

(a) Notice of the time and place of a Members' meeting shall be given in accordance with section 15.1:

- (i) to each Director,
- (ii) to each Member entitled to receive notice, and
- (iii) to the Corporations Auditor

not less than ten (10) days and not more than fifty (50) days prior to the meeting.

- (b) Not less than 21 days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice.
- (d) Notice of a Members' meeting at which Special Business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any Special Resolution to be submitted to the meeting.
- (e) The Board may fix in advance a record date for determining Members entitled to receive notice of and to vote at a Members' meeting. The record date must be not more than fifty (50) days prior to the date of the Members' meeting. If no record date is fixed, the record date for determining Members entitled to receive notice of and to vote at Members' meetings shall be (i) the close of business on the day immediately preceding the day on which notice is given, or (ii) if no notice is given, the day on which the meeting is held.
- (f) The Corporation is not required to give notice of a Members' meeting to Members who were not registered on the Corporation's records on the record date determined under subsection 3.5(d).

3.6 Voting

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the *Act* or by this By-law.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the meeting chair shall not have a second vote to break the tie.
- (d) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.

- (e) Unless a ballot is demanded, an entry in the meeting minutes to the effect that the meeting chair declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a ballot is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the meeting chair directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

3.7 Meeting Chair

The chair for Members' meetings shall be:

- (a) the Chair; or
- (b) a Vice Chair, if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent or unable to act. The Secretary, if one has been appointed and present at the meeting, shall preside at the election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.8 Adjourned Members' Meetings

If within one-half ($\frac{1}{2}$) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

3.9 Notice of Adjourned Meetings

If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required other than by announcement at the adjourned meeting. If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.10 Written Resolution in Lieu of Meeting

A resolution signed by all of the Members entitled to vote on that resolution at a Members' meeting is valid as if it had been passed at a Members' meeting, except for Members' meetings where a Director or auditor submits a statement giving reasons for their resignation or opposing their removal, or as otherwise provided in the *Act*. The Corporation shall keep a copy of every written Members' resolution with the Members' meeting minutes.

3.11 Telephonic or Electronic Members' Meetings

Any person entitled to attend a Members' meeting may participate in the meeting by Telephonic or Electronic Means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting. A Members' meeting may be held entirely by Telephonic or Electronic Means if the Members participating in the meeting consent to the holding of such meeting by such means and such means permit all participants to communicate adequately with each other during the meeting.

3.12 Voting by Mail or by Telephonic or Electronic Means

Members entitled to vote at a Members' meeting may vote by mail or by Telephonic or Electronic Means, but only if the votes may be verified as having been made by Members entitled to vote.

ARTICLE 4 Directors

4.1 Board Composition

- (a) Subject to the Articles, the Board shall consist of a minimum of 3 and a maximum of 15 Directors who satisfy the criteria set out in section 4.4 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10. Not more than one-third (1/3) of the Board at any time may be comprised of employees of the Corporation or its affiliates.
- (b) If the Articles provide for a minimum and maximum number of directors, the number of directors of the Corporation and the number of directors to be elected at the annual Members' meeting must be the number determined from time to time by Special Resolution or, if a Special Resolution empowers the directors to determine the number, by Board resolution. No decrease in the number of directors shall shorten the term of an incumbent director. All such Directors shall satisfy the criteria set out in section 4.4 and shall be elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10.

4.2 Duties and Responsibilities

The Board shall manage or supervise the management of the activities and affairs of the Corporation.

4.3 Standard of care

Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Director Qualifications

No individual shall be qualified for election or appointment as a Director if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under *the Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt;
- (e) are a person who is an "ineligible individual" under the *Income Tax Act (Canada)* or any regulations made under it; or
- (f) are a person who is not eligible to serve at common law or in accordance with any other applicable legislation.

A Board decision as to whether or not an individual is qualified to be a Director is final.

4.5 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

4.6 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) has been absent from three, (3), consecutive Director's meetings without reasonable excuse as determined by the Directors;
 - (iv) is removed by the Members in accordance with Subsection 4.6(c); or
 - (v) becomes disqualified under section 4.4.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.

- (c) The Members by Ordinary Resolution at a special Members' meeting, may remove from office any Director or Directors, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.
- (d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

4.7 Election and Term

The Directors shall be elected for a term of up to three (3) years provided that each such Director shall hold office until the earlier of:

- (a) the date on which their term expires;
- (b) the date on which their office is vacated pursuant to section 4.6;
- (c) the time and date of the end of the meeting at which their successor is elected or appointed.

It is not necessary that all Directors elected at a meeting be elected to hold office for the same term. An election of Directors is not required to take place at each annual Members' meeting.

4.8 Maximum Terms

A Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than six, (6) consecutive years unless the Board has extended such Director's term to succeed to the office of Chair or serving as Chair. Such Director may also be eligible for re-election for another term or terms (to a maximum of six, (6) consecutive years) if two (2) or more years have elapsed since the termination of their last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service. Despite the foregoing, a Director by Board resolution, may have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair.

4.9 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) in accordance with the process set out in the *Act*, by not less than five percent (5%) of the Members entitled to vote at the Members' meeting at which the election is to occur.

The Board decision as to whether a candidate is qualified to stand for election is final.

4.10 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office without delay, shall call a Members' meeting to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

4.11 Directors Remuneration

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

ARTICLE 5 Board Meetings

5.1 Board Meetings

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice Chair or the Chief Executive Officer. Board meetings shall be called by the Chief Executive Officer or their designate, upon receipt of the written request of two (2) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the *Act*, no other notice shall be required for any such regular meeting.

5.3 Telephonic or Electronic Meetings

If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such Telephonic or Electronic Means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty eight (48), hours prior to the meeting. The Chair, a Vice Chair or the Chief Executive Officer may call

a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Members.

5.5 Quorum

A majority of the Directors shall constitute a quorum.

5.6 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board without notice, may hold a meeting immediately following the annual Members' meeting.

5.7 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at Board meetings.

5.8 Voting

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at a Board meeting or a committee meeting shall be determined by a majority of votes.

5.9 Casting Vote

In the case of an equality of votes, the meeting chair shall not have a second vote.

5.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise, a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

5.11 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution with the meeting minutes of the Board or of a committee of Directors.

5.12 Consent of Director

A Director is deemed to have consented to a resolution passed or action taken at a Board meeting or of a committee of Directors if:

- (a) the Director was present at the meeting, unless,
 - (i) the Director's dissent is entered in the meeting minutes;
 - (ii) the Director requests that their dissent be entered in the meeting minutes;
 - (iii) the Director gives their dissent to the meeting secretary before the meeting is terminated;
 - (iv) the Director submits their written dissent immediately after the meeting is terminated to the Corporation; or
- (b) the Director was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Director has not,
 - (i) caused their written dissent to be placed with the meeting minutes; or
 - (ii) submitted their written dissent to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

5.13 Meeting Adjournment

If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the meeting chair.

5.14 Notice of Adjourned Meeting

At least twenty-four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Director.

ARTICLE 6 Interest of Directors or Officers in Contracts or Transactions

6.1 Declaration of Conflict

(a) Any Director or officer who:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.

(b) The disclosure required to be made pursuant to subsection 6.1(a), by a Director shall be made:

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
- (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
- (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.

(c) The disclosure required to be made, pursuant to subsection 6.1(a), by an officer who is not a Director shall be made:

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;

- (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after they become so interested; or
 - (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 6.1(a) is one that, in the ordinary course of the Corporation's business, would not require Directors' or Members' approval, then the Director or officer shall disclose to the Corporation or request to have entered in the Board meeting minutes the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the *Act*, a Director referred to in subsection 6.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 6.1(e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the *Act*, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Members.
- (h) A contract or transaction for which disclosure is required under section 6.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (i) In addition to the corporate disclosure requirements set out in this Article 6, the Board shall meet all applicable requirements set out in the *Charities Accounting Act* and its regulations regarding payments to a Director of the Corporation or a "person connected to a Director" (as defined in the *Charities Accounting Act* and its regulations).

6.2 General and Continuing Disclosure of Interest

For the purposes of section 6.1, a general notice to the Directors by a Director or officer declaring that the Director or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

6.3 Conflict of Interest Policy

The provisions of this Article 6 are in addition to any conflict-of-interest policy adopted by the Board from time to time.

ARTICLE 7

Protection of Officers and Directors

7.1 Liability

Any Director or officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer, committee member or employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's or committee member's respective office unless such occurrence is as a result of such Director's or officer's own gross, wilful neglect, or gross, wilful default in breach of their fiduciary duties owed to the Corporation or in the case of their fraud.

7.2 Indemnities to Directors and Others

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in subsection 7.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(c).
- (c) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:

- (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

7.3 Insurance

Subject to the *Act* and applicable laws, including the *Charities Accounting Act* and the regulations made thereunder, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 7.2, against any liability incurred by that individual in the individual's capacity as a director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 8 Committees

8.1 Committees

The Board may from time to time establish:

- (a) standing committees, being those committees whose duties are normally continuous ("**Standing Committees**"); and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned ("**Special Committees**").

8.2 Committee Functions, Duties, Responsibilities, and Powers

The functions, duties, responsibilities and powers of committees shall be provided in the Board resolution by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice chair thereof.

The members of any committee (other than a committee referred to in section 8.5, if any) need not be Directors. The members and the chair and vice chair of a committee will hold their office at the Board's pleasure. Each chair of a Standing Committee shall be a Board member. Unless otherwise provided, the Chair shall be an *Ex-officio* member of all committees and the Chief Executive Officer shall be an *Ex-officio* non-voting member of all committees, except for an executive committee, if any.

8.4 Committee Meeting Procedures

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

8.5 Delegation to a Committee

The Directors may delegate to any committee comprised entirely of Directors any of the Board's powers other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Members.

ARTICLE 9 Officers

9.1 Officers

- (a) The Corporation's officers shall include:
 - (i) the Chair; and
 - (ii) the Chief Executive Officer,and may include one or more Vice Chairs, a Secretary, and any such other officers as the Board may by resolution determine.
- (b) The officers shall be appointed by Board resolution at the first Board meeting following the annual Members' meeting at which the Directors are elected or at such other times when a vacancy shall occur.
- (c) Subject to the *Act*, the Board may specify the duties of officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 8.5.
- (d) A person may hold more than one office.

- (e) Other than the Chair, who must be a Director, the Corporation's officers may be but need not be Directors.

9.2 Terms of Office

- (a) Unless otherwise provided in this By-law, the officers appointed by the Board shall hold office for two (2) year with the exception of the Past Chair who will hold office for one year from the date of appointment or until their successors are appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by Board resolution at any time.

ARTICLE 10 Duties of Officers

10.1 Chair

- (a) The Chair shall be appointed by the Board from among the elected Directors.
- (b) The Chair, when present, shall preside at all Members' meetings and Board meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.
- (c) The Chair shall be an *Ex-officio* member of all committees.
- (d) The Chair shall be appointed for a two, (2), year term and shall be eligible for re-appointment provided that the Chair shall serve no longer than two (2) consecutive terms. Notwithstanding the foregoing, where a Director has served two (2) consecutive terms as Chair, the Board, by resolution approved by two-thirds (2/3) of the Board, may re-appoint the then-current Chair for one (1) additional one (1) year term.

10.2 Vice Chairs

- (a) A Vice Chair, in the Chair's absence or disability, shall perform the Chair's duties and exercise the Chair's powers and shall perform such other duties as from time to time, shall be assigned to the Vice Chair by the Board.
- (b) Where two (2) or more Vice Chairs are appointed, they shall be designated First Vice Chair, Second Vice Chair, and so on. Each Vice Chair shall be appointed by the Board from among the elected Directors.
- (c) The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the Chair's duties in the Chair's absence.

10.3 Chief Executive Officer

- (a) The Corporation's chief executive shall be known as the Chief Executive Officer and shall be appointed and hired by the Board on behalf of the Corporation as employer subject to such terms and conditions of employment including the term of employment which may

be for a term of indefinite hiring, as to be contained in an employment agreement between the Corporation as employer and the Chief Executive Officer as employee that is approved by resolution of the Board. Among other matters, such employment agreement shall provide that:

- i. the Chief Executive Officer shall have charge and control over the Corporation's activities and property;
- ii. the Chief Executive Officer shall direct the work of all of its employees, and shall attend all meetings of the Board, the Members, and any committee of the Corporation at the request of the Board or the Chair;
- iii. the Chief Executive Officer shall make periodic and regular reports to the Board and in these reports shall make recommendations concerning all questions calling for action or direction;
- iv. the Chief Executive Officer shall be responsible for all employee matters, including hiring, and termination (if necessary);
- v. there shall be an annual performance review by a Committee made up of the Chair and at least two, (2), other Directors to be conducted with the Chief Executive Officer each year within thirty, (30), days of the Corporation's year end

10.4 Secretary

The Secretary, if appointed, shall carry out the duties of the Corporation's secretary generally and shall attend, or cause a recording secretary to attend, all meetings of the Board, the Members, and Committees, to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Corporation's by-laws or the Board.

10.5 Other Officers

The powers and duties of all other officers shall be such as the Board from time to time, may determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 11 Organization and Financial

11.1 Seal

The Corporation's seal, if any, shall be in the form determined by the Board.

11.2 Execution of Documents

- (a) Subject to section 11.2(b), deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Corporation's signature (each a "**Document**"), shall be signed by the Chair or a Vice Chair together with any one of the Chief Executive Officer or a Director, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Board, from time to time, by resolution, may direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or by-law of the Corporation to be a true copy.

11.3 Banking and Borrowing Arrangements

The Corporation's banking business or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board, by resolution, may determine from time to time. Without limiting the Corporation's borrowing powers as provided by the *Act*, but subject to the Articles, the Board, from time to time on the Corporation's behalf, without the Members' authorization, may:

- (a) borrow money on the Corporation's credit;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on the Corporation's behalf to secure the performance of any obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any of the Corporation's property, owned or subsequently acquired, to secure any of the Corporation's obligations.

11.4 Financial Year

Unless otherwise determined by the Board, the Corporation's fiscal year end shall be the last day of December in each year.

11.5 Appointment of Auditor

At each annual Members' meeting, the Members entitled to vote shall appoint a person as auditor who meets the independence and qualifications criteria set forth in the *Act*, to audit the Corporation's accounts and to report to the Members at the next annual Members' meeting. The auditor shall hold office until the next annual Members' meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the *Act*. Unless the Members' determine otherwise, following the Members' appointing the auditor, the Board shall fix the auditor's remuneration at its next meeting.

11.6 Investments

Subject to the Articles and applicable laws, and to any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

ARTICLE 12 Books and Records

12.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the *Act*, the Corporation's by-laws, or by any applicable statute or law are regularly and properly kept.

ARTICLE 13 Confidentiality

13.1 Confidentiality

Every Director, officer, committee member, employee, and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee; or
- (c) dealt with in the course of the employee's employment or agent's activities.

13.2 Board Spokesperson

The Board may give authority to one or more officers, Directors, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

ARTICLE 14 Rules, Policies and Procedures

14.1 Rules of Order

Any questions of procedure at or for any meetings of Members, or the Board, or of any committee, which have not been provided for by the *Act*, this By-law or the Policies adopted from time to time by the Board, shall be determined by the meeting chair in accordance with the rules of procedure adopted by Board resolution, or failing such resolution, adopted by the meeting chair.

14.2 Policies

The Board, from time to time, may make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, officers, and Members, provided however that any such Policy shall be consistent with the provision of the *Act* and the Corporation's by-laws.

ARTICLE 15

Notices

15.1 Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail to: (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or (iii) to the Corporation's auditor at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the *Act*; and a notice so sent by any means of facsimile transmission or electronic mail shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The Chief Executive Officer may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.
- (b) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5th) business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

15.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall expire at midnight of the last day of the notice period except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

15.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

15.4 Waiver of Notice

Any Member, Director, officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under

any provision of the *Act*, the Articles or the Corporation's by-laws, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 16

Amendment of By-laws

16.1 Amendment

Subject to the *Act*, a by-law or an amendment to a by-law passed by the Board shall have full force and effect from the time of the Board resolution, or from such future time as may be specified in said Board resolution.

16.2 Member Approval

- (a) The Board shall submit all new by-laws, amendments to by-laws, or repeals of by-laws, to the Members at the next Members' meeting, and the Members may confirm, reject or amend the by-law, amendment, or repeal by Ordinary Resolution.
- (b) Subject to section 16.2(c), new by-laws, amendments to by-laws, or repeals of by-laws shall be effective from the date of the Board resolution.
- (c) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (d) If the by-law, amendment, or repeal is not submitted to the Members at the next Members' meeting, it automatically ceases to have effect and any subsequent by-law amendment or repeal that has substantially the same purpose or effect shall not be effective until confirmed by the Members.
- (e) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (f) The Members entitled to vote at the meeting may confirm the by-law as presented, reject it or amend it. If rejected, it thereupon ceases to have effect and the Corporation shall revert to the by-law in force immediately prior thereto, provided that no act done or right acquired under any such by-law is prejudicially affected by any such rejection or refusal to approve. If approved, or approved as amended, the by-law remains effective in the form in which it was confirmed.

16.3 Repeal

All previous by-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All

officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

17.1 Effective Date

This by-law is effective upon the issuance of a Certificate of Amendment and Articles of Amendment of the Corporation by the Government of Ontario under the Act.

[Signature page follows]

ENACTED by the Board this _____ day of _____, 20__.

Chair

Secretary

CONFIRMED by the Members on this _____ day of _____, 20__.

Secretary