

**COMMUNITY LIVING BURLINGTON  
BY-LAWS**

**Effective Date: ●**

## COMMUNITY LIVING BURLINGTON

### BY-LAWS

A By-law relating generally to the conduct of the affairs of the Corporation.

#### ARTICLE 1: INTERPRETATION

##### 1.1 DEFINITIONS

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

- (a) “**Act**” means the *Corporations Act*, R.S.O.1990, chap.c.38 as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Annual Meeting**” means the annual meeting of the members of the Corporation;
- (c) “**Corporation**” means Community Living Burlington, a body corporate incorporated under the *Corporations Act*, R.S.O.1990, chap.c.38;
- (d) “**Charter Documents**” means any document or instrument that incorporated the Corporation or modified its incorporating document or instrument, including letters patent, supplementary letters patent, restated articles of incorporation, and articles of amendment, amalgamation, arrangement, continuance, reorganization and revival; “**children**” means the children of an individual, by birth or adoption, and the children of such individual’s spouse (as defined at subsection 1.1(y)), by birth or adoption, and “**child**” means any one of them;
- (e) “**Board of Directors**” means the board of directors of the Corporation from time to time;
- (f) “**By-law**” means any by-law of the Corporation from time to time in force and effect;
- (g) “**CAA**” means the *Charities Accounting Act* (Ontario), R.S.O. 1990, c. C.10, as from time to time amended and every statute that may be substituted for it, and includes any regulations as are made under such statute as from time to time amended and every regulation that may be substituted for them and, in the case of any such substitution, any references in the By-laws to provisions of the statute or the regulations shall be read as references to the substituted provisions in the new statute or regulations, as applicable;
- (h) “**commercial relationship**” means a relationship between the Corporation and an individual or corporation who has received compensation from the Corporation in the previous two (2) calendar years in return for the provision of goods and services, , provided that reimbursement of expenses provided to directors, officers, or committee

members of the Corporation as provided for in these By-laws shall not give rise to a commercial relationship;

- (i) **“contracts, documents and instruments in writing”** includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;
- (j) **“Directors”** means the directors of the Corporation from time to time and **“Director”** means any one of them;
- (k) **“Effective Date”** means the date on which this By-law becomes effective in accordance with subsection 13.1(c);
- (l) **“Executive Director”** means the executive director of the Corporation from time to time;
- (m) **“First Vice-President”** means the first vice-president of the Corporation from time to time;
- (n) **“good standing”** means a Member who has paid all fees then owing by the Member in accordance with section 4.2 and who has not been suspended in accordance with section 4.5;
- (o) **“Governance Committee”** means the governance committee of the Corporation;
- (p) **“Governing Documents”** means the Act, the Regulations, the Charter Documents and the By-laws;
- (q) **“Immediate Family Members”** means an individual’s parents, step parents, spouse (as defined in subsection 1.1(y)), and children (as defined in subsection 1.1(d)), as well as the parents of such individual’s spouse, and **“Immediate Family Member”** means any one of them;
- (r) **“individual”** means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or other legal representative;
- (s) **“Nominations Committee”** means the nominations committee of the Corporation as described at section 6.5;
- (t) **“Members”** means the members of the Corporation from time to time and **“Member”** means any one of them;
- (u) **“Officers”** means the individuals appointed as the officers of the Corporation from time to time and **“Officer”** means any one of them;

- (v) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (w) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;
- (x) “**President**” means the president of the Corporation from time to time;
- (y) “**spouse**” means a person to whom an individual is married or their common-law partner;
- (z) “**registered office**” means the registered or head office of the Corporation from time to time;
- (aa) “**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulations;
- (bb) “**Second Vice-President**” means the second vice-president of the Corporation from time to time;
- (cc) “**Secretary**” means the secretary of the Corporation from time to time;
- (dd) “**Special Meeting**” means a special meeting of the Members (referred to as a “general meeting” in the *Corporations Act*, R.S.O. 1990, chap.c.38);
- (ee) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a Special Meeting duly called for that purpose, or, in place of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting; and
- (ff) “**Treasurer**” means the treasurer of the Corporation from time to time.

## 1.2 INTERPRETATION

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) in the case of any inconsistency between this By-law and the Charter Documents, the Act or the Regulations, the Charter Documents, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations, as the case may be; all terms which are contained in this By-law and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;

- (b) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) references to an Article, section or subsection refer to the applicable Article, section or subsection in this By-law unless otherwise provided;
- (e) the invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law; and
- (f) whenever used in the By-law, “**mail**” shall include prepaid postal delivery, telegram, cable, facsimile, electronic mail or other telephonic or electronic means and “**given**”, “**delivered**” and “**sent**” shall all mean sent, delivered, given or otherwise communicated.

## **ARTICLE 2: GENERAL**

### **2.1 REGISTERED OFFICE**

- (a) The registered office of the Corporation shall be in the Province of Ontario in the municipality, geographic township or other location set out in the Charter Documents.
- (b) The municipality, geographic township or other location in which the Corporation’s registered office is located may be changed to another place in Ontario by Special Resolution.
- (c) The Directors may, by Ordinary Resolution, change the address of the Corporation’s registered office within the location specified in the Charter Documents or Special Resolution passed in accordance with subsection 2.1(b).

## **ARTICLE 3:**

### **3.1 SEAL**

The seal of the Corporation, if any, shall be such as the Directors may from time to time approve.

### **3.2 BOOKS AND RECORDS**

The Corporation shall prepare and maintain, at its registered office address, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act and the Regulations.

### **3.3 EXECUTION OF DOCUMENTS**

- (a) All contracts, documents and instruments in writing requiring the signature of the Corporation may be signed by any one (1) of the President, the First Vice-President, or the Second Vice-President, together with any one (1) of either the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Directors shall have the power from time to time to appoint any individual or individuals on behalf of the Corporation either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents and instruments in writing, and such contracts, documents and instruments in writing shall be signed in accordance with any such directions as may be given by the Directors from time to time.
- (c) The corporate seal of the Corporation shall, when required, be affixed to the contracts, documents and instruments in writing executed in accordance with the foregoing.

### **3.4 ELECTRONIC SIGNATURES**

The signature of any individual authorized to sign on behalf of the Corporation may be written, printed, stamped, engraved or electronically or mechanically reproduced.

### **3.5 RULES OF ORDER**

Subject to any contrary provision in any of the Governing Documents or the policies of the Board of Directors, Robert's Rules of Order shall govern the deliberations of the Corporation, and all meetings of the Corporation shall be conducted with decorum.

## **ARTICLE 4: MEMBERS**

### **4.1 MEMBERSHIP**

- (a) Subject to the Charter Documents, there shall be one (1) class of Members.
- (b) Members shall consist of those individuals who satisfy the membership criteria set out in subsection 4.1(c) and who are admitted as Members by the Directors.
- (c) In order to be a Member, an individual must:
  - (i) be at least eighteen (18) years of age;
  - (ii) support the aims and objects of the Corporation;
  - (iii) not be in a commercial relationship with the Corporation or have an Immediate Family Member who is in a commercial relationship with the Corporation;

- (iv) apply to be a Member in such a manner as the Directors may from time to time determine; and
  - (v) pay any applicable membership fees, in accordance with section 4.2.
- (d) Except as otherwise provided under the By-laws or the Act, the Members are not, in that capacity, liable for any liability of the Corporation, or any act or default of the Corporation.

#### **4.2 MEMBERSHIP FEES**

- (a) All Members shall pay annual membership fees in such amounts as are fixed by the Directors from time to time, provided that the Directors may reduce the amount of fees payable or waive the requirement for one or more Members to pay membership fees in such circumstances as the Directors deem appropriate.
- (b) Subject to the Directors' authority to waive membership fees under subsection 4.2(a), an individual must pay the applicable annual membership fee to the Corporation in order to be admitted as a Member, and each Member must pay membership fees annually thereafter to the Corporation in order to remain as a Member.
- (c) If a Member does not pay his or her annual membership fees prior to the record date set out in subsection 5.4(a) in any year, the Member in default shall automatically cease to be a Member.

#### **4.3 RESIGNATION**

- (a) A Member may resign by resignation in writing which shall be effective at the time it is received by the Corporation or at the time specified in the resignation, whichever is later.
- (b) In the case of resignation, a Member shall remain liable for payment of any dues, fees or other sum levied or which became payable by the Member to the Corporation prior to the Member's resignation, provided that the Directors may waive the requirement for such payment as they deem appropriate.

#### **4.4 TERMINATION**

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist when the Member ceases to be a Member. A Member ceases to be a Member:

- (a) when the Member dies;
- (b) when the Member resigns;

- (c) in accordance with subsection 4.2(c) if the Member has not paid his or her annual membership fees to the Corporation;
- (d) when the Member is expelled pursuant to section 4.5 or when his or her membership is otherwise terminated in accordance with the Charter Documents or the By-laws; or
- (e) when the Corporation is liquidated and dissolved under the Act.

#### **4.5 DISCIPLINE OF MEMBERS**

- (a) Upon fifteen (15) days' written notice (for purposes of this section 4.5, the "Notice") to a Member, the Directors may pass a resolution authorizing disciplinary action or the termination of the Member's membership for violating the Charter Documents, the By-laws or any policy of the Corporation in place from time to time, including but not limited to the Corporation's code of conduct.
- (b) The Notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the Notice shall be entitled to give the Directors a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day Notice period. The Directors shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of the Member's membership.

### **ARTICLE 5: MEETINGS OF MEMBERS**

#### **5.1 ANNUAL MEETINGS**

Subject to the Act, the Annual Meeting shall be held no later than fifteen (15) months after the holding of the preceding Annual Meeting and not later than ninety (90) days after the end of the Corporation's preceding financial year, on such date, at such time and at such place as the Directors shall determine.

#### **5.2 SPECIAL MEETINGS**

A Special Meeting may be convened by the President or the Directors on such date, at such time and at such place as the President or the Directors shall determine.

#### **5.3 PLACE**

In the absence of the determination of the place of a Members' meeting, the meeting will be held at the place where the registered office of the Corporation is located.

#### **5.4 NOTICE**

- (a) The record date for the determination of Members entitled to receive notice of a meeting of Members and to vote at such meeting shall be 5:00 pm on the date that is thirty (30) days prior to the meeting (excluding the day of the meeting).

- (b) Subject to the Act, fourteen (14) days' notice of every meeting of the Members shall be given in the manner specified in section 12.1 to each Member in good standing.
- (c) Notice of any Members' meeting where special business will be transacted must contain sufficient information to permit a Member to form a reasoned judgment on the decision to be taken.
- (d) Notice of each meeting of Members may remind the Members that they have the right to vote by proxy.

## **5.5 QUORUM**

- (a) A quorum at any meeting of the Members (unless a greater number of Members is required to be present and/or represented by proxy by the Governing Documents) shall be twenty-five (25) Members entitled to vote at such meeting present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of Members unless the requisite quorum is present at the time of the transaction of such business.
- (c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 5.4 with regard to notice shall apply to such adjournment.

## **5.6 CHAIR OF MEETINGS**

- (a) The President shall act as chair of all meetings of the Members, and in his or her absence or inability to act, the First Vice-President shall act as chair, provided that if both the President and the First Vice-President are absent or unable to act, the Second Vice-President shall act as chair.
- (b) If all of the President, the First Vice-President and the Second Vice-President are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Members, or in the event that all such individuals are unwilling to act as chair of the meeting, the persons who are present and entitled to vote shall choose another Director as chair, and if no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one (1) of their number to be chair.

## **5.7 VOTING**

- (a) Each Member in good standing shall be entitled to one (1) vote on each question put to the Members at all meetings of Members.

- (b) Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands by a majority vote unless otherwise specifically provided by the Act or the By-laws, required by the chair of the meeting, or requested by any Member.
- (c) In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to the vote or votes to which the chair may be otherwise entitled.
- (d) Every question submitted to the Members at any meeting shall be decided by an Ordinary Resolution unless otherwise required by the Governing Documents.

## **5.8 VOTING BY PROXY**

- (a) Members not in attendance at a meeting of Members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who must be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
  - (i) the proxy must be signed by the Member or the Member's attorney;
  - (ii) A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting;
  - (iii) A Member may not hold more than five (5) proxies at any one meeting of the Members;
  - (iv) An individual who is appointed as proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given, and shall comply with the directions of the Member who appointed the person;
  - (v) A proxyholder or an alternate proxyholder has the same rights as the Member who appointed him or her to speak at a meeting of the Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands;
  - (vi) Despite subsections 5.8(a)(iv) and 5.8(a)(v), if the chair of a meeting of the Members declares to the meeting that, to the best of his or her belief, if a ballot is conducted, the total number of votes of Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five percent (5%) of all the votes that might be cast at

the meeting on such ballot, and if a Member, proxyholder or alternate proxyholder does not demand a ballot:

- (A) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and
  - (B) a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.
- (vii) The Directors may fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Secretary, and any period of time so fixed must be specified in the notice calling the meeting;
- (viii) A Member may revoke a proxy by depositing an instrument or act in writing executed or signed by the Member or by the Member's agent:
- (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting at which the proxy is to be used; or
  - (B) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- (ix) All proxies shall comply with these By-laws, the Act, the Regulations, and any policies of the Corporation in place from time to time.

## **5.9 RESOLUTIONS IN WRITING**

Any resolution signed by all the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.

## **ARTICLE 6: DIRECTORS**

### **6.1 STANDARD OF CARE**

- (a) Every Director in exercising his or her powers and discharging his or her duties to the Corporation shall:
  - (i) act honestly and in good faith with a view to the best interests of the Corporation; and

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

## **6.2 DUTIES**

- (a) Subject to the Governing Documents, the affairs of the Corporation shall be managed by the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the Governing Documents or by another statute expressly directed or required to be done in some other manner.
- (b) The Directors may prescribe such rules and adopt such policies not inconsistent with the Governing Documents relating to the management and operation of the Corporation and other matters provided for in the Governing Documents as may be deemed expedient.

## **6.3 NUMBER**

- (a) The number of Directors is fixed at 12.
- (b) Subject to subsection 6.3(c), the number of Directors may be changed from time to time by Special Resolution.
- (c) If the Charter Documents provide for a minimum and maximum number of Directors, the number of Directors must be set from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors. If such a Special Resolution or resolution (as applicable) has not been passed, the number of Directors shall be the number of Directors set out in subsection 6.3(a).
- (d) A decrease in the number of Directors will not shorten the term of an incumbent Director.
- (e) Unless otherwise permitted by the Act, subsections 6.3(a) and 6.3(b) can only be amended by Special Resolution.

## **6.4 QUALIFICATIONS**

- (a) A Director:
  - (i) must be an individual;
  - (ii) must be at least eighteen (18) years of age;
  - (iii) must be a Member in good standing, or must become a Member in good standing within thirty (30) days after his or her election or appointment as a Director;

- (iv) must not be an undischarged bankrupt;
- (v) must provide a criminal record check to the Corporation prior to their election or appointment;
- (vi) must not be in a commercial relationship with the Corporation or have an Immediate Family Member who is in a commercial relationship with the Corporation;
- (vii) must not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property;
- (viii) must not have been found to be incapable by any court in Canada or elsewhere; and
- (ix) must not be an ineligible individual as defined in the *Income Tax Act (Canada)*.

## **6.5 NOMINATIONS**

- (a) The Directors shall appoint a Nominations Committee consisting of at least three (3) members at least sixty (60) days before a meeting of the Members at which an election of Directors will take place.
- (b) Prior to such meeting, the Nominations Committee shall send to each Member in good standing a nomination form indicating the positions on the Board of Directors to be filled and requesting nominations from the Members.
- (c) Each nomination form must be signed by at least two (2) Members in good standing and be accompanied by the written consent of the candidate to serve as Director if elected.
- (d) The Nominations Committee will prepare a slate of candidates which it determines is appropriate for approval by the membership at its annual meeting, and may include candidates other than those who are nominated by the members, which shall be provided to the Members in good standing in advance of the Annual Meeting.
- (e) The authority and terms of reference of the Nominations Committee may be established by the Directors from time to time.

## **6.6 ELECTION AND TERM**

- (a) The Members in good standing shall elect the Directors at each Annual Meeting.
- (b) At each Annual Meeting, approximately four (4) Directors shall be elected to hold office for a three (3) year term.

- (c) A Director's term of office shall commence at the conclusion of the meeting at which he or she is elected and shall terminate on the later of the conclusion of the third Annual Meeting following his or her election and the date that his or her successor is elected.
- (d) Subject to subsection 6.6(e), Directors shall be eligible for re-election or re-appointment, as the case may be, provided that an individual who has held office as a Director for more than six (6) consecutive years shall be ineligible for re-election or re-appointment for a period of two (2) years after the last day of his or her sixth consecutive year serving as Director.
- (e) The partial term served by a Director who is elected for a partial term under subsection 6.6(b) or who is appointed to fill a vacancy pursuant to section 6.8 shall not be counted towards the six (6) consecutive year limitation.
- (f) Subject to the Act, an individual who is elected or appointed to hold office as a Director must consent in writing to be a Director prior to or within ten (10) days of his or her election or appointment.

## **6.7 VACANCIES**

- (a) A Director ceases to hold office and a vacancy is created if the Director:
  - (i) ceases to meet any of the qualifications in subsection 6.4(a);
  - (ii) resigns (such resignation to be effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later);
  - (iii) if it is determined that a Director has violated the code of conduct or other similar policy of the Corporation in effect from time to time, which determination shall be made in accordance with the terms of such code of conduct or other similar policy;
  - (iv) dies;
  - (v) is removed from office in accordance with subsection 6.7(b); or
  - (vi) fails to attend fifty percent (50%) of the meetings of the Directors held in any one (1) fiscal year or three (3) consecutive meetings of the Directors.
- (b) The Members may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Director's term of office and may, by a majority of the votes cast at that meeting, elect any person in the Director's stead for the remainder of the Director's term, provided that prior to approving such resolution the Corporation shall provide the affected Director with an opportunity to place any

objection to such removal before the Members including by way of a written statement submitted to the Corporation prior to such meeting.

## **6.8 FILLING VACANCIES**

- (a) A vacancy among the Directors shall be filled as follows:
  - (i) if the vacancy occurs as a result of the removal of any Director by the Members, the Members may fill such vacancy at the meeting at which the Director was removed, but if they fail to do so, then the vacancy may otherwise be filled in accordance this section 6.8;
  - (ii) if there is not a quorum of Directors in office or if the vacancy occurs as a result of:
    - (A) an increase in the number of Directors, or the minimum or maximum number, of Directors provided for in the Charter Documents; or
    - (B) a failure to elect the number, or minimum number, of Directors provided for in the Charter Documents;

the Directors shall without delay call a Special Meeting to fill the vacancy, and if they fail to call such a meeting, the meeting may be called by any Member; or
  - (iii) if there is a quorum of Directors in office, any other vacancy among the Directors may be filled by the Directors then in office.
- (b) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 6.8 shall hold office for the remainder of his or her predecessor's term or until his successor is elected or appointed, whichever is sooner.

## **6.9 NO REMUNERATION OF DIRECTORS OR CONNECTED PERSONS**

- (a) No Director shall receive remuneration for services provided in their capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties.
- (b) No Director or any person connected to a Director (as such connected persons are defined under the CAA), shall receive remuneration for any goods, services, or facilities provided to the Corporation.

## **6.10 EXECUTIVE COMMITTEE**

- (a) In the event that there are more than six (6) Directors, the Directors may elect from among their number an Executive Committee consisting of the President, the First Vice-President, the Second Vice-President, and the Treasurer, and such other Directors who may be appointed to the Executive Committee by the Board.
- (b) The Directors may delegate to the Executive Committee any of the powers of the Directors, except that the Directors may not delegate any of the following powers:
  - (i) the submission to the Members of any question or matter requiring the approval of the Members;
  - (ii) the filling of a vacancy among the Directors or in the position of auditor of the Corporation;
  - (iii) the appointment of additional Directors if permitted by the Charter Documents;
  - (iv) the issuance of debt obligations except as authorized by the Directors;
  - (v) the approval of financial statements;
  - (vi) the adoption, amendment or repeal of any By-laws;
  - (vii) the establishment or fixing of membership fees; and
  - (viii) any such other restrictions as are imposed from time to time by the Directors.
- (c) Quorum for meetings of the Executive Committee shall be three (3) members of such committee, provided that quorum shall in no case be less than a majority of the members of the Executive Committee.
- (d) A Meeting of the Executive Committee may be convened by the President, the First Vice-President or by any two (2) other members of the Executive Committee.
- (e) Subject to the By-laws and any resolution of the Directors, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (f) Except as otherwise indicated in this section 0 or determined by the Directors or the Executive Committee from time to time, the provisions of paragraphs 7.1, 7.4, 7.7, 7.8, 7.9 shall apply with necessary modifications to all meetings of the Executive Committee.

- (g) No member of the Executive Committee shall receive any compensation for services provided as a member of the Executive Committee, provided that such members may be reimbursed reasonable expenses incurred by them in the performance of their duties.
- (h) Unless otherwise permitted by the Act, this section 0 may only be amended by Special Resolution.

## **6.11 OTHER COMMITTEES**

- (a) The Directors may from time to time appoint any other committee or committees as they deem necessary or appropriate, and the authority and terms of reference of such committees may be established by the Directors from time to time, provided that such committees shall not be delegated any of the powers in subsection 6.10(b).
- (b) Subject to the Governing Documents or any policies or directions that the Directors may make from time to time:
  - (i) Each committee shall appoint from among its members a Director to act as chair.
  - (ii) Any such committee may formulate its own rules of procedure.
  - (iii) Except as otherwise indicated in this section 0 or determined by the Directors or by the committees, sections 7.1, 7.3, 7.5, 7.7, 7.8, and 7.9 shall apply to all meetings of such committees.
  - (iv) The Directors may remove a committee member at any time, and at any Regular Board Meetings, may dissolve any committees.
  - (v) The Directors may, from time to time, require members of any committees to enter into confidentiality agreements with the Corporation.

## **ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS**

### **7.1 TIME AND PLACE OF MEETINGS**

Meetings of the Board of Directors may be held at such time and place as the Directors determine.

### **7.2 NOTICE**

In addition to any other requirements for notice in this Article 7, where a meeting of the Board of Directors is called to deal with any of the matters set out in subsections 6.10(b)(i), (ii),(iii),(iv),(v),(vi), or (vii), the notice for such meeting must specify which matter(s) are to be dealt with at such meeting.

### **7.3 REGULAR BOARD MEETINGS**

- (a) Regular meetings of the Board of Directors (defined for the purposes of this Article 6as “**Regular Board Meetings**”) shall be held throughout the year, and a minimum of six (6) Regular Board Meetings shall be held in each calendar year.
- (b) Regular Board Meetings may be convened by the President or by any two (2) Directors.
- (c) Subject to subsection 7.3(d), or to notice being waived under section 12.6, notice of any Regular Board Meeting shall be sent to each Director not less than five (5) days before the meeting is to take place, and shall specify the purpose of or the business to be transacted at the meeting and include an agenda and a copy of any materials to be distributed at the meeting.
- (d) If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board of Directors, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

#### **7.4 SPECIAL BOARD MEETINGS**

- (a) Special meetings of the Board of Directors that are held in addition to the Regular Board Meetings (defined for the purposes of this section 7.4 as “**Special Board Meetings**”) may be convened by the President or by any three (3) Directors.
- (b) Subject to notice being waived under section 12.6, notice of any Special Board Meeting shall be sent to each Director not less twenty-four (24) hours before the meeting is to take place and need not specify the purpose of or the business to be transacted at the meeting.

#### **7.5 QUORUM**

- (a) Quorum for any meeting of the Board of Directors shall be six (6) Directors.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

#### **7.6 CHAIR OF MEETINGS**

- (a) The President shall act as chair of all meetings of the Directors, and in his or her absence or inability to act, the First Vice-President shall act as chair, provided that if both the President and the First Vice-President are absent or unable to act, the Second Vice-President shall act as chair.
- (b) If all of the President, the First Vice-President and the Second Vice-President are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, or in the event that all such individuals are unwilling to act as chair of the

meeting, the persons who are present and entitled to vote shall choose another Director as chair.

## **7.7 VOTING**

- (a) Each Director is authorized to exercise one (1) vote.
- (b) Questions arising at any meeting of Directors shall be decided by Ordinary Resolution unless otherwise specified in the Governing Documents or the Act.
- (c) In case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to an original vote, and the question shall be decided in the negative.
- (d) Questions arising at any meeting of the Directors shall be decided by a show of hands, or by way of secret ballot if demanded by at least one-third (1/3) of the Directors present.

## **7.8 PARTICIPATION BY ELECTRONIC MEANS**

If all the Directors present at or participating in the meeting consent, a meeting of Directors may be held by means of 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 such meeting by such means is deemed for the purpose of the Act to be present at that meeting.

## **7.9 RESOLUTIONS IN WRITING**

Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

# **ARTICLE 8: OFFICERS**

## **8.1 APPOINTMENT**

- (a) Subject to the Charter Documents and the By-laws:
  - (i) the Directors may annually, or more often as may be required, appoint a President, a First Vice-President, a Second Vice-President, an Executive Director, a Secretary, and a Treasurer;
  - (ii) the Executive Director may not be a Director;
  - (iii) subject to 8.1(a)(ii), a Director may be appointed to any office of the Corporation but none of the Officers need be Directors except the President, the First Vice-President and the Second Vice-President;

- (iv) an individual must have served as Director for at least two (2) years before being eligible to be appointed as President;
- (v) no two (2) or more offices of the Corporation may be held by the same person except that:
  - (A) the offices of President, First Vice-President and Second Vice-President may not be held by the same person; and
  - (B) the Executive Director may not hold any of the offices of President, First Vice-President or Second Vice-President.
- (b) The Directors may remove an individual as Officer by vote of at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a Directors' meeting;
- (c) no Director shall hold office as President for more than three (3) consecutive years, provided that a Director may be appointed as President for more than three (3) consecutive years if he or she is re-appointed by acclamation by all directors present at the vote.
- (d) Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:
  - (i) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
  - (ii) the appointment of a successor;
  - (iii) that Officer ceasing to be a Director if such is a necessary qualification of appointment;
  - (iv) the meeting at which the Directors annually appoint the Officers;
  - (v) that Officer's removal;
  - (vi) that Officer's death.
- (e) The Directors may from time to time appoint such other Officers as they may deem necessary or desirable who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.

## **8.2 VACANCIES**

If the office of any Officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by Ordinary Resolution

may appoint a person to fill such vacancy and the person so appointed shall hold office for the remainder of his or her predecessor's term.

### **8.3 REMOVAL**

All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Directors at any time, with or without cause in accordance with subsection 8.1(b).

### **8.4 REMUNERATION**

The remuneration of all Officers appointed by the Directors shall be determined from time to time by resolution of the Directors provided however that all Officers who are Directors shall serve without remuneration and shall not directly or indirectly receive any profit from their positions as such, provided that they may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

### **8.5 DUTIES MAY BE DELEGATED**

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

### **8.6 STANDARD OF CARE**

- (a) Every Officer in exercising his or her powers and discharging his or her duties to the Corporation shall:
  - (i) act honestly and in good faith with a view to the best interests of the Corporation; and
  - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **8.7 POWERS AND DUTIES**

- (a) All Officers shall sign such contracts, documents and instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Directors.
- (b) Subject to the Governing Documents and any duties as may be prescribed by the Directors from time to time, the duties of the Officers shall include the following:
  - (i) **President.** The President shall act as chair of all meetings of the Members, the Directors, and the Executive Committee, and shall sign the minutes of all such meetings along with the Secretary. The President shall be a member of the

Executive Committee and shall also be an ex-officio member of all other committees of the Directors, meaning that he or she shall have a right to attend and participate in discussion at all meetings of such committees, but shall not be entitled to vote at such meetings. The President shall be expected to represent the Corporation at public or official functions.

- (ii) **First Vice-President.** The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The First Vice-President shall be a member of the Executive Committee and the Governance Committee and shall act as chair of the Governance Committee.
- (iii) **Second Vice-President.** The Second Vice-President shall be vested with all the powers and shall perform all the duties of the First Vice-President in the absence or inability or refusal to act of the First Vice-President and shall be a member of the Executive Committee.
- (iv) **Executive Director.** The Executive Director shall be the Chief Executive Officer of the Corporation and shall be accountable to the Board of Directors for the general administration, organization and management of the Corporation and its various programs in accordance with any policies established by the Directors from time to time, and shall fulfil such other duties as may be assigned to him or her by the Board of Directors from time to time.
- (v) **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the Members, Directors, the Executive Committee, and any other committees, shall attend all such meetings and keep record of the minutes of such meetings, and shall sign the minutes of all such meetings along with the President, provided that the Directors may appoint another Officer to act as Secretary in respect of certain meetings. The Secretary shall have charge of the corporate seal of the Corporation (if there is any), the minute books of the Corporation, and the documents and registers referred to in the Act. The Secretary shall keep certified copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation. The Secretary shall prepare all reports and attend to all filings required by the Act or any other provincial or federal legislation.
- (vi) **Treasurer.** Subject to the provisions of any resolution of the Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer duties as the Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss

by reason of the failure of the Corporation to receive any indemnity thereby provided. The Treasurer shall also be required to submit a financial statement at each Regular Board Meeting, indicating the financial position of the Corporation at the close of the month end that is at least four (4) but no more than eight (8) weeks prior to such meeting. The Treasurer shall ensure that all books of account are audited and shall present the audited financial statements at the Annual Meeting. The Treasurer shall be a member of the Executive Committee.

## **8.8 AGENTS AND EMPLOYEES**

- (a) The Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.
- (b) The remuneration of all agents and employees shall be fixed by the Directors.

## **ARTICLE 9: PROTECTION OF DIRECTORS AND OFFICERS**

### **9.1 LEGAL REQUIREMENTS FOR INDEMNIFICATION AND INSURANCE**

- (a) The Corporation's ability to provide indemnification under section 9.2 and purchase insurance under section 9.3 shall be subject to any restrictions and requirements under any applicable laws and regulations, including but not limited to any requirements under the Act and the CAA.
- (b) Without limiting the foregoing, the Board of Directors shall ensure that the requirements under the CAA are met at the time indemnification is being sought and/or consideration is being given as to whether insurance should be purchased.

### **9.2 INDEMNIFICATION**

- (a) Subject to section 9.1:
  - (i) the Corporation may indemnify every Director, Officer, and former director or officer of the Corporation or any other individual to the fullest extent that it is permitted or required to do so by law, provided that any such individuals cannot be indemnified for liability that relates to their failure to act honestly and in good faith in performing their duties; and
  - (b) nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

### **9.3 INSURANCE**

- (a) Subject to section 9.1:
  - (i) the Corporation may purchase and maintain insurance for the Directors and Officers against any liability incurred by any Director or Officer, in the capacity as a Director or Officer, except where the liability relates to the individual's failure to act honestly and in good faith with a view to the best interests of the Corporation; and
  - (ii) the cost of such insurance shall be paid for out of the funds of the Corporation.

#### **ARTICLE 10: CONFLICTS OF INTEREST**

The Directors and Officers shall comply with the conflict of interest requirements of the Act and any conflict of interest policy of the Corporation in effect from time to time.

#### **ARTICLE 11: FINANCIAL MATTERS**

##### **11.1 FINANCIAL YEAR**

The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of March in each year or on such other date as the Directors may from time to time by resolution determine, provided that any change to the financial year of the Corporation will be approved by the Canada Revenue Agency prior to being approved by the Directors.

##### **11.2 AUDITORS**

- (a) The Members shall at each Annual Meeting appoint an auditor to audit the accounts of the Corporation for reporting to the Members who shall hold office until the next following Annual Meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor.
- (b) If an appointment is not so made, the auditor in office must continue until a successor is appointed.
- (c) The remuneration of the auditor shall be fixed by the Members or by the Directors if they are authorized to do so by the Members and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.
- (d) The Members may, by resolution passed by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a Special Meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

##### **11.3 BANKING**

- (a) The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- (b) Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- (c) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Directors may from time to time designate by resolution.

#### **11.4 BORROWING POWER**

- (a) The Directors may from time to time:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations (including debentures, notes or other like liabilities whether secured or unsecured) of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
  - (iv) delegate the powers conferred on the Directors under this By-law to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine.
- (b) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing By-law.

#### **11.5 FUNDRAISING**

The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## **ARTICLE 12: NOTICES AND ADJOURNMENTS**

### **12.1 SERVICE**

Any notice or other document required by the Governing Documents to be sent to any Member or Director or to the auditor shall be delivered or mailed to any such Member or Director at his, her or its latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

### **12.2 SIGNATURE TO NOTICES**

The signature of any Director or Officer to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### **12.3 COMPUTATION OF TIME**

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **12.4 PROOF OF SERVICE**

- (a) With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 12.1 and put into a Post Office or into a letter box.
- (b) A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

### **12.5 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS**

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

## **12.6 WAIVER OF NOTICE**

- (a) Any person may waive any notice, or waive or abridge the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, 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.
- (b) In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice before or after the date of such meeting.
- (c) Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **12.7 ADJOURNMENT**

- (a) Any meeting of the Directors or Members may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place.
- (b) Notice of any adjourned meeting of Directors or Members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Directors or Members, as applicable, who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

## **ARTICLE 13: BY-LAWS**

### **13.1 AMENDMENTS TO BY-LAWS**

- (a) Subject to the Act or if the By-laws otherwise provide, the Directors may from time to time, by Ordinary Resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation.

- (b) Subject to the Act, the Directors shall submit any new, amended or repealed By-law that they approve to the Members at the next meeting of Members, for confirmation by the Members by Ordinary Resolution.
- (c) Subject to subsection 13.1(d), any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next meeting of the Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the Act or if it is rejected by the Members.
- (d) Any amendment to or repeal of subsections 6.3(a), 6.3(b) and 8.7(b)(i) is only effective when approved by Special Resolution.

### 13.2 REPEAL OF BY-LAWS

- (a) All previous By-laws are hereby repealed.
- (b) The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.

**APPROVED** by the Directors by Special Resolution as of the ● day of ●, 201●.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members as of the ● day of ●, 201●.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary