



Alzheimer Society
P E E L

BY LAWS

June 19, 2018

**ALZHEIMER SOCIETY PEEL
BY-LAW
2018**

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Being a by-law relating generally to the transaction of the affairs of the **ALZHEIMER SOCIETY PEEL**

BE IT ENACTED as a by-law of the **ALZHEIMER SOCIETY PEEL**

(Hereinafter called the "Corporation") as follows:

BY-LAW NO. 1

ARTICLE 1. **DEFINITIONS AND INTERPRETATION**

1.01 **Definitions**

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) **"Act"** means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) **"Associates"** includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- (c) **"Board"** means the Board of Directors of the Corporation;
- (d) **"Board Committee Terms of Reference"** means the Terms of Reference established by the Board under Section 6.05 from time to time, setting out the committees of the Board that are not fully described in these By-Laws;
- (e) **"By-Laws"** means any by-laws of the Corporation from time to time in effect, including these By-Laws;
- (f) **"Chief Executive Officer"** means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
- (g) **"Conflict of Interest"** includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors, namely:
 - (i) *Pecuniary or Financial Interest* – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations; in addition, a Director shall be in a conflict of interest where he/she makes or attempts to make any profit or financial gain as a result of exploiting his/her relationship with the Corporation;
 - (ii) *Undue influence* – interests that impede a Director in his/her duty to promote the best interest of the Corporation – participation or influence in Board decisions that selectively and disproportionately benefit them individually or any particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the Corporation;
 - iii) *Adverse Interest* – a Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation;

- (h) **“Corporation”** means the **Alzheimer Society Peel** or its successor in name;
- (i) **“Director”** means a member of the Board;
- (j) **“ex officio”** means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;
- (k) **“Excluded Person”** means:
 - (i) any employee or staff member of the Corporation; and
 - (ii) any spouse (including common law or same sex spouse), dependent child, parent, brother or sister of a person listed in (i) above;
- (l) **“in good standing”** when applied to a member of the Corporation and shall mean a member who has paid fees and levies which have been duly imposed by the Corporation or is qualified through another process deemed reasonable by the organization;
- (m) **“Head Office”**, shall be located in the Region of Peel, in the Province of Ontario, at such place therein as the Board may from time to time determine;
- (n) **“Letters Patent”** means the letters patent of the Corporation dated December 17, 1984, and any supplementary letters patent of the Corporation;
- (o) **“Member”** means a member of the Corporation;
- (p) **“Officer”** means those officers of the Corporation set out in Section 6;
- (q) **“Special Resolution”** means a resolution passed by the Directors and confirmed by at least two thirds (2/3) of the votes cast at a general meeting of the Members duly called for that purpose.

1.02 **Interpretation**

This By-Law shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this By-Law 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.
- (c) Any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.03 **Meeting Procedures**

- (a) Any Director, Officer, or employee, as the context requires, and unless expressly prohibited by the By-Laws, rules or policies of the Corporation, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities as permit all persons

participating in the meeting to communicate with each other and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-Law, to be present at the meeting.

- (b) A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote on that resolution at a meeting of the Corporation, is as valid as if it had been passed at a meeting of the Board or a meeting of the Corporation, respectively.
- (c) Subject to paragraph (b) above, business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-Law shall be decided by a count of 2/3rds for unless, otherwise required by statute, by this By-Law or by the rules of procedure selected by the Corporation for such meetings.
- (d) Voting shall take place as follows:
 - (i) Except as provided in this By-Law, each Director shall be entitled to one (1) vote at any meeting of the Corporation or Board respectively. Members will only be permitted to vote at the Annual General Meeting (AGM).
 - (ii) Members may, by means of a proxy, appoint a person, who need not be a Member, to attend and act at the meeting as the Member's nominee, in the manner, to the extent and with the power conferred by the proxy, in accordance with the Act.
 - (iii) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and committee members present and entitled to vote.
 - (iv) The Chair of any meeting of the Members of the Corporation shall have no initial vote. In case of an equality of votes, either upon a show of hands or upon a poll, the Chair of a meeting of the Board will cast their vote.
 - (v) After a show of hands has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.
 - (vi) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
 - (vii) With respect to committees, it is noted that the committee make recommendations to the Board of Directors as a whole so by definition no official vote is required at a committee meeting.

- (e) Minutes shall be kept for all meetings of the Corporation, the Board or any committee, and shall be approved at the next meeting of the Corporation, the Board or the committee, as the case may be.
- (f) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving of such notice.
- (g) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in this By-Law or by the Act shall be determined by the Chair of the meeting in accordance with, or such other rules of procedure adopted by resolution of the Board from time to time.

1.04 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-Law.

ARTICLE 2. OBJECTS OF THE CORPORATION

2.01 Mission Statement

The Alzheimer Society Peel exists to alleviate the personal and social consequences of Alzheimer disease and related dementias; to help find the cause, prevention and cure.

ARTICLE 3. MEMBERSHIP OF THE CORPORATION

3.01 Admission

- (a) Membership in the Corporation shall comprise of voting members and patrons of the ASP, shall be limited to persons interested in furthering the Corporation's objects, mission, vision and values and shall consist of any person whose application for admission as a Member has been approved by the Head Office of Alzheimer Society Peel.
- (b) Only Directors of the Corporation and those appointed by the Corporation as voting Members, shall be voting Members of the Corporation for the period that they serve on the Board. All other Members of the Corporation shall be non-voting Members.
- (c) A Member of the Corporation shall:
 - (i) be at least eighteen (18) years of age;
 - (ii) is not a mentally incompetent person;
 - (iii) not be an Excluded Person; and
 - (iv) Be in good standing.

3.02 Resignation of Membership

A Member of the Corporation may at any time resign by written or verbal notification to the Corporation. A resignation shall be effective at the time it is received by the Corporation or at the time specified in the resignation, whichever is later. Upon withdrawal, a Member is not entitled to a refund of the membership fee in whole or in part or any other applicable fee paid in conjunction with membership.

3.03 Termination of Membership

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - (i) upon death or dissolution of the Member;
 - (ii) when the Member ceases to be a Member by resignation; or
 - (iii) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law.
- (b) Where a Member is deemed to be acting contrary to the interests of the Corporation's objects, mission, vision and values, the Board may, by at least two-thirds (2/3rds) of the votes cast at a meeting of the Board, pass a resolution to remove a Member from the membership of the Corporation, and at that time, the interest of such Member in the Corporation shall cease to exist. Prior to a Member being removed from membership in the Corporation pursuant to this paragraph, said Member will be provided with a notice of the intent to remove the Member (to the Member's last known address) and with an opportunity to make written representation to the Board.

ARTICLE 4. ANNUAL AND SPECIAL MEETINGS OF MEMBERS OF THE CORPORATION

4.01 Annual General Meeting(AGM)

- (a) The Corporation shall hold an Annual General Meeting of its Members within fifteen (15) months after the holding of the last preceding annual meeting. The corporation shall post notice to the general public at least 10 days prior to the date.
- (b) The Annual General Meeting of the Members shall be held at the Head Office of Alzheimer Society Peel, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine.
- (c) The business transacted at the Annual General Meeting shall include:
 - (i) approval of the minutes of the previous annual meeting;
 - (ii) unfinished business, if any, from the previous annual meeting;
 - (iii) a written Annual Report on the affairs of the Corporation for the previous year.
 - (iv) the auditor's report, including presentation of the financial statements;
 - (v) the acceptance of the roster of newly appointed Directors;
 - (vi) appointment of the auditor for the upcoming year.
 - (vii) Amendment of corporation by-laws.
- (d) No other item of business shall be considered at the Annual General Meeting of the Corporation unless notice in writing of such other item of business has been given to the Secretary, Executive Director or designate, more than 45 days prior to the date of the annual meeting. Such notice of new business shall be accepted upon signatures by at least four (4) Members or by the President of the Board/designate

4.02 Special Meetings

- (a) The President of the Board may call a special meeting of the Corporation.
- (b) Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more Members.
- (c) If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out in paragraph (b) above, the Board shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall state the purpose for which it is called.
- (e) The decision to wind-up, dissolve, merge or amalgamate ASP with another organization must be made by a vote of the members of ASP at a General Meeting called for the purpose to pass a resolution to wind-up, dissolve, merge or amalgamate ASP with another organization.

In the case of a proposed agreement to wind-up, dissolve, merge or amalgamate ASP with another organization, the proposed agreement can only be certified by the Secretary of ASP if two thirds of the votes cast at the General Meeting are in favour of the adoption of the proposed agreement.

Reasonable notice of a General Meeting called for the purpose to pass a resolution to wind-up, dissolve, merge or amalgamate ASP with another organization shall be given to all Members and ASP employees. Members and ASP employees shall be given a reasonable opportunity to provide input regarding this decision at the General Meeting.

At a minimum, for the purposes of this provision, reasonable notice shall include:

- (i) Notice of the General Meeting through public advertisement at least 20 days in advance of the meeting;
- (ii) Notice of the General Meeting through a letter sent to each member and ASP employee at least 20 days in advance of the meeting (at their last known address); and
- (iii) Sufficient information concerning the issue must be contained in the Notice of the General Meeting to permit each member and ASP employees to make a reasoned decision as to whether he or she wishes to provide their input at the General Meeting (and in the case of members, sufficient information to form a reasoned judgment on the decision to be taken).

4.03 Notice

- (a) Notice of the annual meeting of the Corporation shall be given publicly through advertisement at least 10 days in advance.

- (b) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (c) The notice of such meeting shall contain sufficient information concerning such business to permit the Member to form a reasoned judgement on the decision to be taken.

4.04 Quorum

- (a) A quorum for the transaction of business at an Annual General Meeting or special meeting of the Corporation is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy.

4.05 Chair

The Chair of a meeting of the Corporation shall be:

- (a) the President of the Board; or
- (b) if the President of the Board is absent, the first Vice President of the Board; or
- (c) if the President and the first Vice- President are both absent then a Director elected by the Members present will serve as Chair.

ARTICLE 5. BOARD OF DIRECTORS

5.01 Board Composition

- (a) The affairs of the Corporation shall be governed by a Board consisting of up to fifteen (15) or no less than twelve (12) Directors.
- (b) Board composition should hold a fair representation of a variety of skills, some of which are legal, accounting, medical, public relations and the community served to ensure the current and strategic needs of the organization are met.
- (c) Every member of the Board, other than honorary Directors and the Executive Director, shall be deemed to be a voting member.

5.02 Qualification of Directors

Every Director shall:

- (a) be eighteen (18) or more years of age;
- (b) be a Member in good standing of the Corporation or become a Member of the Corporation shortly after being elected as a Director;
- (c) not be an Excluded Person; and
- (d) Have other qualifications or experience as deemed necessary by the Nominating Committee or the Board.

5.03 Nomination and Election of Directors

Subject to this section and all other provisions of this By-Law, nominations for election as Director at the annual meeting of the Corporation may be made only in accordance with the following process:

- (a) The Directors shall appoint annually from amongst themselves a nominating committee of at least three (3) and no more than five (5) members of the Board. The Chief Executive Officer shall be a member of the Nominating Committee.
- (b) The Nominating Committee shall request interest for vacant positions on the Board from Members of the Corporation and from the general public.
- (c) The Nominating Committee shall, in consultation with the Chief Executive Officer and any external advisors, identify potential candidates for Directors, and determine the willingness of such candidates to serve.
- (d) The Nominating Committee will receive and review all nominations received, and will prepare a list of recommended nominees to the Board for consideration and acceptance.
- (e) A motion will be made and accepted at a Board Meeting that identifies the Boards wish to accept the new members as presented by the Nomination Committee. The acceptance of this motion will be required prior to the Annual General Meeting as the recommendations will then need to be accepted by the full membership at the Annual General Meeting.
- (f) The Nominating Committee will ensure that the names of the Board's recommended nominees, together with information on their qualifications, are made available to the Members of the Corporation at the annual general meeting.

5.04 Term of Office

- (a) The Directors of the Corporation shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual general meetings of the Corporation. Directors shall take office immediately following the close of the annual general meeting at which they are elected.
- (b) Notwithstanding 5.04 a) above, terms of office may be staggered to ensure that not more than one-third (1/3) of the Directors terms expire in any given year. The Nominating Committee shall endeavor to ensure that terms are staggered. Directors serving less than three (3) years as their initial term shall be considered to have served a full three-year term for the purposes of term of office restrictions, in accordance with 5.05 a).
- (c) The ex officio Directors shall hold office until their successors are appointed.

5.05 Term of Office Restrictions

- (a) No Director shall serve more than two (2) consecutive terms.
 - (i) following a break in his or her continuous service of at least one (1) year, a former Director may be re-elected a Director; and
 - (ii) the Past President will remain a Director for his or her term as Past President. The term of the Past President shall not exceed one year.

5.06 Termination of Office

- (a) The office of a Director shall automatically be vacated:

- (i) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;¹
 - (ii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) if the Director resigns from office by providing notice in writing (delivered, couriered, mailed, or sent electronically or by facsimile) to the Corporation's head office and addressed to the Chief Executive Officer and the President which resignation shall be effective at the time it is received by the President or at the time specified in the notice, whichever is later;
 - (iv) if the Director dies; or
 - (v) If the Director is no longer a member in good standing.
- (b) The office of an elected Director may be vacated by a resolution passed as per the process under paragraph (c) if:
- (i) a Director is absent for three (3) consecutive meetings of the Board or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period; except subject to any special circumstances explained to and approved by the board.
 - (ii) a Director fails to comply with the *Act*, or the Corporation's By-Laws, rules, regulations, policies or procedures including, without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-Laws; or
- (c) The Members may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Members of which notice specifying the intentions to pass such a resolution has been given, remove or temporarily suspend any elected Director before the expiration of his/her term of office and may, by a majority of votes cast at that meeting, elect any qualified person in his/her stead for the remainder of the term. The Members may not remove from office more than 3 Directors in any year.

5.07 Vacancies

From time to time in the event of any vacancy among the Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors if they shall see fit to do so, based on the recommendation of the Nominating Committee (provided the replacement meets the qualifications in this By-Law). Otherwise, such vacancy may be filled at the next meeting of Members. Any Director elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy and such service shall not be counted toward the term of office limitation for that Director.

¹ Section 286(5) of the *Act* provides that no undischarged bankrupt shall be a Director, and, if a Director becomes a bankrupt, he or she thereupon ceases to be a Director.

ARTICLE 6 POWERS AND RESPONSIBILITIES OF THE BOARD AND DIRECTORS

6.01 Standard of Care

Every Director and Officer of the Corporation, in exercising his/her powers and discharging his/her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.02 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by her/him in the performance of his/her duties as a Director.

6.03 Conflict of Interest

Is defined as follows:

...any situation in which a personal or affiliated interest or relationship, impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:

- (a) *Pecuniary or Financial Interest* – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations; in addition, a Director shall be in a conflict of interest where he/she makes or attempts to make any profit or financial gain as a result of exploiting his/her relationship with the Corporation;
- (b) *Undue influence* – interests that impede a Director in his or her duty to promote the best interest of the Corporation – participation or influence in Board decisions that selectively and disproportionately benefit them individually or any particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the Corporation.
- (c) *Adverse interest* – a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation.

6.03.1 Review and Analysis of Applicable Corporate Legislation

According to the By-law, the Corporation is governed by the *Corporations Act* (Ontario) (the "Act"). Section 71 of the Act contains the rules relating to disclosure of interests in contracts by directors.

This Act requires every Director who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation to declare his or her interest. If the Director has made a declaration of his or her interest in a proposed contract or contract and has not voted in respect of the contract, then generally speaking the contract is binding on the Corporation. If the Director

has voted on the contract, the contract must be confirmed by a majority of the votes cast at a special meeting of the members duly called for that purpose (the Director's interest in the contract having been declared in the notice calling the meeting) for the contract to be binding on the Corporation.

6.03.2 Procedures for Declaring and Resolving Conflicts of Interest

Purpose of the Procedures

(a) The Board has adopted these Procedures for Declaring and Resolving Conflicts of Interests (the "**Procedures**") to outline the manner in which a Director shall disclose the nature and extent of a Conflict of Interest as required by the By-law and to provide guidance on how Conflicts of Interest should be resolved. Pursuant to Section 6.03 of the By-law, every Director, who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest, is required to disclose the nature and extent of the Conflict of Interest.

Procedures for Declaration of a Conflict of Interest by a Director

- (b) The By-Law required the following with respect to declaring a Conflict of Interest:
- (i) the declaration of actual or potential conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
 - (ii) in the Director (or his or her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting.
 - (iii) in the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.
 - (iv) if the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
 - (v) every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.

With respect to the declaration of a Conflict of Interest by a Director who is the subject of the Conflict of Interest (the "Subject Director"), the following steps shall be taken:

- (i) as soon as the Subject Director realizes that a Conflict of Interest may exist, he or she shall request an adjournment of the meeting of the Board and shall meet privately with the President to inform him or her of the matter (or if the Subject Director is the President, then the

meeting shall occur with the Vice-President of the Board and subsequent references in this section to the President shall mean the Vice-President the Board);

- (ii) the President and the Subject Director shall discuss the nature and extent of the Conflict of Interest briefly with a view to initially assessing the matter;
- (iii) the President shall then reconvene the meeting of the Board and request that the Subject Director inform the meeting of this matter;
- (iv) the Board shall then discuss the matter and have an opportunity to ask the Subject Director questions regarding the matter;
- (v) the minutes of the meeting of the Board shall reflect the adjournment of the meeting, the reconvening of the meeting and that a discussion by the Board of the matter occurred;
- (vi) following discussion, if the Subject Director is:
 - (a) of the view that the matter clearly constitutes a Conflict of Interest, the Subject Director shall make a declaration of such Conflict of Interest and request that the Conflict of Interest and the general nature thereof be recorded in the minutes of that meeting of the Board and thereafter the "Steps to be Taken to Resolve a Conflict of Interest" set out below shall be followed;
 - (b) not of the view that the matter clearly constitutes a Conflict of Interest, the Subject Director shall temporarily leave the meeting and the Board shall meet without the Subject Director present to discuss the matter and may either: (1) conclude that the matter constitutes a Conflict of Interest; (2) conclude that the matter does not constitute a Conflict of Interest; or (3) conclude that the matter requires further consideration by the Board and that a final conclusion cannot be reached at such time;
- (vii) the Subject Director shall then return to the meeting and the President shall advise the Subject Director of the Board's conclusion, which shall be final and binding;
- (viii) the minutes of the meeting of the Board shall reflect that a discussion by the Board of the matter occurred without the Subject Director present and the Board's conclusion;
- (ix) if the Board concludes that the matter constitutes a Conflict of Interest, the President shall request that the Conflict of Interest and the general nature thereof be recorded in the minutes of that meeting of the Board and thereafter the "Steps to be Taken to Resolve a Conflict of Interest" set out be followed;
- (x) if the Board concludes that the matter does not constitute a Conflict of Interest, the meeting of the Board shall continue as intended and all Directors, including the Subject Director, will then vote on the contract,

transaction, matter or decision and the votes of each Director shall be recorded in the minutes of the meeting of the Board;

- (xi) if the Board concludes that the matter requires further consideration by the Board and that a final conclusion cannot be reached at such time, the Board shall determine whether or not to proceed with considering the contract, transaction, matter or decision raised at that meeting and if the Board determines to proceed with considering the contract, transaction, matter or decision raised at that meeting, the “Steps to be Taken to Resolve the Conflict of Interest” set out below shall be followed.

Procedures for Raising Conflict of Interest Concerns with respect to another Director

- (c) With respect to raising the Conflict of Interest concerns with respect to another Director, the By-law provides:
 - (i) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes.
 - (ii) Where action of the Director alleged to have a conflict, does not resolve the concern of the Director or the Board, the alleged conflict or potential conflict shall be managed pursuant to these Procedures.

With respect to raising Conflict of Interest concerns with respect to another Director (also referred to as the “Subject Director”), the following steps shall be taken:

- (i) as soon as the Director realizes that a Conflict of Interest may exist, such Director shall request an adjournment of the meeting and shall meet privately with the President to discuss the matter briefly with a view to initially assessing the matter (or if the Director is the President, then the meeting shall occur with the Vice-President and subsequent references in this section to the President shall mean the Vice-President);
- (ii) the President shall then reconvene the meeting and outline the Conflict of Interest concern raised by the Director;
- (iii) the Subject Director shall have an opportunity to make any submissions as to whether or not his or her view a Conflict of Interest exists;
- (iv) the steps set out in sections 6.03.2(d) through (e) shall then be followed.

Steps to be Taken to Resolve a Conflict of Interest

- (d) The By-law requires the following with respect to the resolution of a Conflict of Interest:

After making such a declaration no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the member be counted in any required quorum with respect to the vote.

- (i) When: (1) a Conflict of Interest has been declared by a Subject Director; (2) the Board has concluded that a Conflict of Interest exists; (3) the Board

has concluded that the matter requires further consideration by the Board, that a final conclusion cannot be reached at such time and the Board must proceed with considering the contract, transaction, matter or decision raised at that meeting of the Board, the Subject Director shall immediately consider whether there is any way that he or she can resolve the Conflict of Interest such that no further steps are required to be taken. If the Conflict of Interest can be immediately resolved solely by the Subject Director such that the Board concludes after due consideration without the Subject Director present that a Conflict of Interest no longer exists, the meeting of the Board may continue as intended and all Directors, including the Subject Director, may then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded in the minutes of the meeting of the Board. The minutes of the meeting of the Board shall reflect that a discussion by the Board of the resolution of the Conflict of Interest occurred without the Subject Director present and the Board's conclusion that a Conflict of Interest no longer exists.

If the Conflict of Interest cannot be immediately resolved solely by the Subject Director, then the following steps shall be taken:

- (i) the Subject Director shall leave the meeting in question and shall be required to leave all subsequent meetings during the time frame in which the matter is being discussed, deliberated and/or voted upon and the minutes for each such meeting shall reflect this;
- (ii) the Subject Director shall not be permitted to make a presentation to the meeting of the Board on the matter or discuss the matter with any Director or otherwise attempt to influence the discussions, deliberations or voting upon the matter.
- (iii) the other Directors shall not attempt to discuss the matter with the Subject Director, particularly if the Conflict of Interest arises due to the Subject Director having competing duties owed to a third party.
- (iv) the Subject Director shall not discuss the matter with any third party (including any third party to whom he or she owes a competing duty), other than to notify such party (and then only if required by applicable law) of the existence of the Conflict of Interest;
- (v) the Subject Director shall not receive any meeting materials relating to the matter, including presentations, draft agreements and/or draft resolutions.

In conjunction with the Board taking the actions set out in Section 6, the Subject Director and the Board collectively shall assess whether continued service on the Board is appropriate for the Subject Director. Depending on the nature of the Conflict of Interest, the following may occur:

- (i) the Subject Director may determine in his or her sole discretion at any time to resign from the Board effective immediately or effective the next annual of the members of the Corporation;
- (ii) the Subject Director may be of the view that the Conflict of Interest can continue to be managed pursuant to the provisions of the By-Law and

these procedures and may determine to remain on the Board until the next Annual General Meeting of the members of the Corporation;

- (iii) the Board may conclude through the process outlined in “Annual Review” below that the Subject Director should not continue his or her service on the Board with the result that the Subject Director shall not be considered for appointment to the Board at the next annual meeting of the members of the Corporation.

Initial and Annual Review of Conflicts of Interest

(e) With respect to the initial and annual review of Conflicts of Interest, the By-law provides that every Director shall submit upon appointment and at least annually thereafter during their term, in a form prescribed by the Board, an acknowledgement that he/she has read and considered the Conflict of Interest provisions in the By-law and these procedures. The form prescribed by the Board (the “Acknowledgement”) is attached to these Procedures as Schedule “A”.

(i) Initial Review

- (a) Prior to the appointment of an individual to the Board to serve as a Director, each such individual (a “Nominee”) shall complete the Acknowledgement and submit it to the President for review.
- (b) The President shall review each Acknowledgement and shall discuss with the Nominee any Conflicts of Interest evident from the completed Acknowledgement or otherwise arising from the Chair of the Board’s review of the matter. To the extent that any Conflicts of Interest may exist, the President and the Nominee shall discuss the manner in which such Conflicts of Interest could be managed consistent with these Procedures.
- (c) Assuming the President and the Nominee have agreed in principle with the management of any Conflicts of Interest, the President shall then discuss with the Board any Conflicts of Interest and the proposed manner in which such Conflicts of Interest could be managed.
- (d) The Board shall discuss the nature and extent of the Nominee’s Conflict of Interest and determine whether the Nominee should still be considered for appointment to the Board.
- (e) If the Board determines that the nature and extent of the Nominee’s Conflict of Interest cannot be managed, then the President shall inform the Nominee that he or she is no longer being considered for appointment to the Board.
- (f) If the Board determines that the nature and extent of the Nominee’s Conflict of Interest can be managed, then the appointment process may continue to proceed, with the President confirming with the Nominee the manner in which the Conflicts of Interest shall be managed and any

particular expectations and/or conditions of the Board with respect to the management of such Conflicts of Interest.

- (ii) Annual Review
 - (a) Each year, at the meeting of the Board prior to the Board meeting at which it is determined which Directors will be nominated for appointment by the members of the Corporation to serve as Directors, each Director shall complete an updated Acknowledgement and submit it to the President for review (or in the case of the President, to the Vice-President and for this sole purpose subsequent references in this section to the President shall mean the Vice-President).
 - (b) The President shall review each updated Acknowledgement and shall discuss with each Director any Conflicts of Interest evident from the completed Acknowledgement or otherwise arising from the President's review of the matter. To the extent that any Conflicts of Interest may exist, the President and each Director shall discuss the manner in which new Conflicts of Interest could be managed consistent with these Procedures and the manner in which existing Conflicts of Interest are being managed.
 - (c) Assuming the President and each Director have agreed in principle with the management of any Conflicts of Interest, the President shall then discuss with the Board at the meeting at which it is determined which Directors will be nominated for appointment by the members of the Corporation to serve as Directors any Conflicts of Interest and the proposed manner in which new Conflicts of Interest could be managed and the manner in which existing Conflicts of Interest are being managed.
 - (d) The Board shall discuss the nature and extent of each Director's Conflicts of Interest and determine whether each Director should still be considered for appointment to the Board. If the Board determines that the nature and extent of a Director's Conflicts of Interest cannot be managed, then the President shall inform the Director that he or she is no longer being considered for appointment to the Board at that meeting. If the Board determines that the nature and extent of the Director's Conflicts of Interest can be managed, then the appointment process may continue to proceed at that meeting. Following the meeting, the President shall confirm with the Director the manner in which the Conflicts of Interest shall be managed and any particular expectations and/or conditions of the Board with respect to the management of such Conflicts of Interest

6.04 Confidentiality/Public Relations

- (a) Every Director, Officer, and employee of the Corporation and every member of a committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such committee or coming to his/her attention in the course of his/her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) No statements respecting such matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Board.

- (c) Persons, other than persons referred to in Section 6 above, permitted to attend any meeting of the Board or any meeting of a committee established or authorized by the Board or by the By-Laws shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

6.05 Responsibilities and Powers of the Board

The Board shall govern and oversee the management of the Corporation in accordance with the Letters Patent, the By-Laws, rules and policies of the Corporation and the terms and provisions of applicable legislation, and in particular shall:

- (a) Define ends
 - (i) Formulate the vision, mission, values of the Corporation;
 - (ii) Contribute to the development of and approve the strategic plan of the Corporation;
 - (iii) Ensure that key goals are formulated that help the Corporation accomplish its mission and actualize its vision;
 - (iv) Monitor and measure corporate performance against the strategic and operating plans;
 - (v) Receive and approve major service or human resource policies affecting the quality, range or volume of services offered by the Corporation; and
 - (vi) Retain overall accountability for the performance of the Corporation;
 - (vii) Elect, from the directors, the officers of the corporation
 - (viii) Nominate auditors and counsel
 - (ix) Adopt new Bylaws or make amendments to existing Bylaws subject to confirmation at next Annual General Meeting of the corporation
 - (x) Administer the affairs of the corporation to achieve its objectives
 - (xi) Enter into contracts and investments on behalf of the corporation
- (b) Provide for excellent leadership and management in the Chief Executive Officer position:
 - (i) Select the Chief Executive Officer; specify measurable performance expectations in cooperation with the Chief Executive Officer, appraise/assess performance and determine compensation; and
 - (ii) Delegate responsibility and concomitant authority to the Chief Executive Officer and require accountability to the Board.
- (c) Ensure succession planning:
 - (i) Provide for Chief Executive Officer succession; and
 - (ii) Provide for succession planning among the Directors and Officers.
- (d) Build relationships:
 - (i) Build and maintain good relationships with the Ministry of Health and Long-Term Care and other key stakeholders, volunteers, political leaders, and donors; and

- (ii) To act as positive spokespersons and advocates for the Corporation in the larger community.
- (e) Ensure financial viability:
 - (i) Establish key financial objectives that support the organization's goals and mission (including capital allocations and expenditures);
 - (ii) Ensure that optimal utilization of resources is a key focus while ensuring that the organization operates within its resource envelope;
 - (iii) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively;
 - (iv) Receive and approve annual operating and capital budgets; and
 - (v) Participate in fiscal negotiations with the corporation's major funders as may be needed.
- (f) Ensure Board effectiveness:
 - (i) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Officers and employing a process for Board renewal that embraces evaluation and continuous improvement;
 - (ii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the By-Laws; and
 - (iii) Ensure the decision-making processes are transparent and that appropriate representation and input is achieved.

6.06 Performance Expectations of Individual Directors

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the Corporation's vision, mission and core values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) if required by the Board, serve on at least one (1) standing committee;
- (e) regularly attend Board and committee meetings;
- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (g) keep informed about matters relating to the Corporation;
- (h) participate in initial orientation as a new Director and in on-going Board education;
- (i) participate in an annual evaluation of overall Board effectiveness;
- (j) abide by the conflict of interest and standards of care provisions contained in this By-law; and
- (k) represent the Board, when requested.

- (l) support and participate in activities and events of the corporation such as fund raising, representation on behalf of the board at social events, Annual General Meeting etc.

ARTICLE 7. REGULAR AND SPECIAL MEETINGS OF THE BOARD

7.01 Regular Meetings

- (a) The Board shall meet at the Head Office or another place in Ontario determined by the Board, at such time as the Board may from time to time determine.
- (b) There shall be regular meetings at least once per quarter each year.
- (c) No person other than Board members may attend a regular or special (note: see 1.03) meeting of the Board except:
 - (i) upon the invitation by the President through the Chief Executive Officer;
 - (ii) upon the invitation by the Chief Executive Officer with the approval of the President; or
 - (iii) upon resolution of the Board.

7.02 Special Meetings

Special meetings of the Board shall be called by the Secretary on the request of any of the following:

- (a) the President;
- (b) the Executive Committee; or
- (c) three (3) Directors, by written request.

7.03 Notice of Regular and Special Meetings

- (a) Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission, facsimile or courier at least five (5) days before the date on which the meeting is to be held.
- (b) Notice of a special meeting of the Board may be given by telephone, ordinary mail, electronic transmission, facsimile or courier and shall be given at least forty-eight (48) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

7.04 Quorum

- (a) A quorum at any regular meeting of the Board shall be 2/3rds of the Directors in office participating in person or by means of telephone conference or otherwise in accordance with article 1.03(a).
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.
- (c) If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2)

weeks to be determined by the President. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

7.05 Chair of Board Meetings

Board meetings shall be chaired by:

- (a) the President;
- (b) the Vice- President if the President is absent; or
- (c) A Director elected by the Directors present if the President and Vice- President and are absent.

ARTICLE 8 OFFICERS

8.01 Officers of the Board

- (a) The Board shall elect at its first meeting following the annual meeting of the Corporation the following Officers of the Corporation from amongst the Directors:
 - (i) the President;
 - (ii) the Vice- President
 - (iii) the Treasurer.
 - (iv) the Secretary
 - (v) Any other officers as the Board may determine from time to time.
- (b) If the Board fails to have the election contemplated in paragraph (a), the then incumbents (provided they are still Directors) shall hold office until their successors are elected.
- (c) Two or more offices may be held by one person. However, the offices of President and Vice President may not be held by the same person.
- (d) Any Officer of the Board shall cease to hold office upon resolution of the Board.

8.02 Duties of the President

The President shall, without limitation:

- (a) preside at all meetings of the Board and the Corporation;
- (b) report to the Members at the annual meeting of the Corporation and at all such other times as the President may consider advisable or necessary, concerning the operations of the Corporation;
- (c) sign all the By-laws of the Corporation;
- (d) have the right, in their discretion, to serve as an ex officio voting member of all standing and special committees. The President will be permitted to attend but not have voting rights within the Nominating Committee.
- (e) represent the Corporation at both public and other official functions; and
- (f) assume and perform such other duties as may from time to time be assigned to them by the Board.

8.03 Duties of the Vice- President

The Vice-President shall:

- (a) have all the powers and perform all the duties of the President during the absence or disability of the President; and
- (b) perform such other duties, if any, as may be from time to time assigned by the Executive Committee, President or the Board.

8.04 Duties of the Secretary

(a) The Secretary shall:

- (i) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and committees appointed or authorized by the Board;
- (ii) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation;
- (iii) be the custodian of the seal of the Corporation;
- (iv) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Director as required by the *Charities Accounting Act (Ontario)*;
- (v) perform such other duties as may be assigned by the Board (required of the Secretary by the Board).

- (b) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

8.05 Duties of the Treasurer

(a) The Treasurer of the Corporation shall:

- (i) keep or cause to be kept full and accurate book of accounts in which shall be recorded all receipts and disbursements of the Corporation;
- (ii) under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
- (iii) at each regular meeting of the Board, submit a financial statement or report indicating the financial position of the Corporation at the close of the preceding month and submit to the Board, whenever required, an account of all transactions as Treasurer and a detailed report respecting the financial position of the Corporation;
- (iv) cause the accounts of the Corporation to be audited, and cause to be prepared financial statements and an auditor's report as prescribed by law;
- (v) submit a yearly certificate to the Board in respect of the previous quarter evidencing that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities (including the *Income Tax Act, Canada*

Pension Plan, the *Employment Insurance Act* and the *Employer Health Tax Act*) have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (GST) and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the appropriate authorities;

- (vi) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation; and
 - (vii) perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- (b) The Treasurer may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.

8.06 Honourary Board Members

- (a) An honorary Director is a person who is appointed by the Board of Directors from time to time in recognition of his or her support, commitment or dedication to the organization.
- (b) The Directors may from time to time appoint such honorary Directors and honorary Officers as they deem advisable.
- (c) Honourary Directors may attend meetings of the Board of Directors, but do not have voting privileges.

8.07 Duties of the Past President

- (a) The Past President shall assist the President in his/her duties as the President may request.

8.08 Duties of the Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Chief Executive Officer shall be responsible to the Board for the management of all affairs of the Corporation as directed by the Board from time to time. The Chief Executive Officer's duties include the exercise of the authority delegated to the Chief Executive officer by the Board through Board policies for the organization and operation of the Corporation. The Chief Executive Officer shall ensure that policies and resolutions of the Board are put into effect.
- (c) Between meetings the Chief Executive Officer shall report to the President of the Corporation as the circumstances may require.
- (d) The Chief Executive Officer shall be a guest of the Board of Directors and attend all meetings of the Board of Directors and shall report thereto when required.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.01 Indemnity & Insurance

- (a) Subject to Section 9.02 , every Director or Officer of the Corporation, and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (i) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office; and
 - (ii) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- (b) The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.
- (c) The obligations in Section 9.01 are subject to the limitations of the *Charities Accounting Act*, which require that:
 - (i) the purchase of insurance must not unduly impair the carrying out of the charitable purpose of the Corporation; and
 - (ii) the indemnity cannot be paid or insurance purchased if doing so would render the Corporation insolvent.

9.02 For the Protection of Directors and Officers

- (a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through such Director's or Officer's own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.
- (b) Directors and Officers shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by him/her in the performance of his/her duties and functions (or in the performance of what he/she honestly believed was in the proper performance of his/her duties and functions), provided he/she acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

ARTICLE 10 COMMITTEES OF THE BOARD

10.01 Establishment of Committees

- (a) The Board may establish standing and special committees whose members will hold their offices at the will of the Board.
- (b) The standing committees of the Board shall be the Executive Committee, the Nominating Committee, the Policy Committee and the Audit/Investment Committee and such other standing committees of the Board whose duties are normally continuous. The terms of reference of the Executive Committee are set out below.
- (c) Special committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (d) Committees established by the Board may, similarly, by resolution of the Board be dissolved at any time.
- (e) Chairs of committees shall be elected by, and from among, the Directors.
- (f) The members of any committee (other than the Executive Committee) need not be Directors of the Corporation.
- (g) The Chair of each committee shall submit a list of the proposed members of the committee of which he/she is the Chair to the Directors for approval and confirmation.
- (h) Excluding decisions made by the Executive Committee in accordance with this By-Law, no decision of a committee shall be binding on the Board until approved or ratified by the Board.

10.02 Executive Committee Terms of Reference

- (a) The Executive Committee shall consist of all elected officers of the corporation (See 8.01), the Past President (if a current member of the Board pursuant to 8.07) and up to three other Board members appointed by the Board. The Past President is a non-voting member of the Executive Committee.
- (b) The Executive Committee shall:
 - (i) have all the powers and duties of the Board of Directors to pass resolutions to deal with matters that cannot wait until the next board meeting as determined by the Chief Executive Officer or the President. The Executive Committee shall not, however, have the power to increase or decrease the number of directors constituting the Board of Directors or to appoint Directors.
 - (ii) advise the remaining Board Members within 24 hours of the passage of any resolution by it. Unless a resolution specifically repealing a resolution of the Executive Committee is passed by the Board of Directors, all acts of the Executive Committee shall be deemed to have been ratified;
 - (iii) be responsible to the Board for the development and monitoring of short and long term planning for the Corporation, and recommending priorities to the Board with respect to organizational development;
 - (iv) study and advise or make recommendations to the Board on any matter as directed by the Board; and

- (v) perform such other duties as assigned from time to time by the Board by By--law, resolution or policy.
- (vi) Evaluate the performance of the Chief Executive Officer and make compensation recommendations

10.03 Terms of Reference for other Committees

The functions, duties, responsibilities, composition (including Chair) and mandate of all other committees shall be provided either in a Board Committee Terms of Reference document to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such committee is established.

10.04 Quorum and Procedures for Committees

- (a) Unless otherwise determined by the Board, a quorum for a committee shall consist of 2/3rds of the members of a committee.
- (b) Procedures at committee meetings shall be determined by the Chair of each committee, unless established by the Board by resolution or in the Board Committee Policy.
- (c) The Chair of all standing committees is responsible for submitting a written report to the Board on the activities of the committee as requested by the Board or as set out in the Board Committee Policy.

ARTICLE 11 FINANCIAL MATTERS

11.01 Execution of Contracts etc.

- (a) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two (2) of the following: President, Vice President, Treasurer, Chief Executive Officer or any other individuals designated by the Board.
- (b) The Secretary shall affix the seal of the Corporation to such instruments as require the same.
- (c) Contracts in the ordinary course of the Corporation's operations (i.e., already contemplated in the Corporation's budget) may be entered into on behalf of the Corporation by any one of the Chief Executive Officer, the President, Vice-President, Treasurer or by any person authorized by the Board.

11.02 Banking and Borrowing

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by resolution.
- (b) The Board may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell, accept or pledge debt obligations (including bonds, debentures, debenture stock, notes, or items in trust 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 Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

11.03 Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate (Chief Executive Officer) for safekeeping.

11.04 Investments

The Board may invest in any investments which are authorized by the Corporation's investment policy. The Corporation's investment policy shall be approved by the Board.

11.05 Trust Funds

- (a) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (b) The Secretary shall give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 11.02 b (ii) which come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarized copy of the testamentary or trust document.
- (c) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (d) The Treasurer shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

11.06 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

11.07 Fiscal Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on March 31 in each year.

ARTICLE 12 NOTICES

12.01 Service

Any notice or other document required by the Act, the Letters Patent or the By-Laws of the Corporation to be sent to any Member or Director or to the auditor shall be delivered with every reasonable step taken to contact them either personally or sending the information by prepaid mail, email, or facsimile. The organization will attempt to reach any such Member or Director at their latest addresses shown in the records of the Corporation and to the auditor at its business address. If no address be given therein then to the last address of such Member or Director known to the organization; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

12.02 Signatures to Notices

The signature to any notice may be written, stamped, typewritten, printed or partly written.

12.03 Computation of Time

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

12.04 Proof of Service

A certificate of the Chief Executive Officer, Secretary, Treasurer or any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

ARTICLE 13 ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

13.01 Amendment

The Board may, by a 2/3rds vote, pass or amend the By-Laws of the Corporation from time to time.

13.02 Notice

- (a) Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail, facsimile, or electronically not less than ten (10) days before the meeting.
- (b) Where the notice of intention required by paragraph (a) above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

13.03 Effective Date

Subject to Section 13.04 and except as expressly provided in these By-Laws or in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

13.04 Approval by Members

- (a) The new By-Laws or an amendment to the existing By-Laws passed by the Board shall be presented for confirmation at the next Annual General Meeting or to a special meeting of the Members of the Corporation called for that purpose. The notice of such Annual General Meeting or special meeting shall refer to the By-Laws or amendment to be presented.
- (b) The Members at the Annual General Meeting or at a special meeting may confirm the By-Laws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.
- (c) Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least (2/3rds) two-thirds of the votes cast at an Annual General Meeting of Members duly called for considering it.

13.05 Rejection

In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

ENACTED as By-Law on this 21st Day of June, 2016 which suspends all previous enacted By Laws

WITNESS the seal of the Corporation.

President

Secretary

CONFIRMED by the Members this 21st day of June, 2016.

President

Secretary

