



Community Visions &
Networking (Quinte)

Bylaws

January 2022

A bylaw relating generally to the conduct of the affairs of Community Visions & Networking (Quinte) Association, incorporated under Ontario's Not-for-Profit Corporations Act, 2010, and replacing in their entirety all previous bylaws.

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Part 1 - Definitions and Interpretation

1.01 Definitions

In this Bylaw:

“Act” means the Not-for-Profit Corporations Act, 2010;

“appointment” means the designation by resolution of the Board, of a Director to fill a vacancy on the Board, or of a Director or other individual, to fill an Officer vacancy;

“Articles” means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;

“associate” means someone who is closely connected to another person as companion, friend or business partner;

"auditor" includes a partnership of auditors or an auditor that is incorporated;

“Board” means the Board of Directors of the Corporation;

“casting vote” means an extra vote given by the chairperson to decide an issue when the votes on each side are equal;

"charitable corporation" means a corporation incorporated for the relief of poverty, the advancement of education, the advancement of religion or other charitable purpose, and "non-charitable corporation" means a corporation that is not a charitable corporation;

“confidential Information” means information in any form, not generally known to the public, disclosed to or acquired by, a confidant from the Corporation during the term of the confidant’s involvement with the Corporation;

“Corporation” means Community Visions & Networking (Quinte) Association;

“Director” means an individual occupying the position of Director of the Corporation by whatever name they are called;

"electronic", in respect of a document, includes a document created, recorded, transmitted or stored in digital form or in other intangible form by electronic, magnetic or optical means or by

any other means that has capabilities for creation, recording, transmission or storage similar to those means;

“Executive Director” means the employee of the Corporation who carries out the duties and responsibilities of management and administration;

“ex-officio” means by virtue of office;

"financial year", in respect of a Corporation, means the annual period that the Corporation establishes for accounting purposes;

“indemnify” means to secure an individual against legal liability for their actions and compensate an individual for harm or loss;

"individual" means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or another legal representative.

“letters patent” means the letters patent incorporating the Corporation and any amendments thereto by supplementary letters patent;

“Member” means an individual who has fulfilled the conditions of Membership of the Corporation and is recorded on the register of Members of the Corporation;

“Members” means the collective membership of the Corporation;

“Officer” means an individual occupying the position of Officer of the Corporation by whatever name the individual is called;

“ordinary resolution” of the Members means a resolution that is submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member’s attorney;

"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;

“public benefit Corporation” means a charitable Corporation or a non-charitable Corporation that receives “\$10,000 or other prescribed amount in the form of donations or gifts from persons who are not Members, Directors, Officers or employees of the Corporation, or in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government;

“purpose” means the reason for the existence of the Corporation as established from time to time by the Corporation;

"registered office" means “the registered office of a Corporation at the address set out in its articles or as specified in the notice or return most recently filed by the Corporation under the Corporations Information Act , whichever is more current.”

"related person", where used to indicate a relationship with any person, means,
(a) any spouse, father, mother, brother, sister, son or daughter of that person,
(b) any relative of the person or of the person's spouse, other than an individual referred to in clause (a), who has the same home as the person
(c) Any body corporate of which the person and any of the persons referred to in clause (a) or (b) or the partner or employer of the person, or any combination, beneficially own, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the body corporate for the time being outstanding.

“resolution” of the Board of Directors means a resolution that is submitted to a meeting of the Directors and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Director of the Corporation entitled to vote at a meeting of Directors of the Corporation;

"special resolution" means a resolution that is submitted to a special meeting of the Members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member’s attorney;

"spouse" means a person to whom the person is married or with whom the person is living in a conjugal relationship outside marriage;

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

1.02 Interpretation

i. Computation of Time

“days”, in respect to a period of days, is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

- ii. **Terms as Defined in Act**
Unless otherwise expressly provided to the contrary, all terms contained in this bylaw and which are defined in the Act shall have the meaning attributed to such terms by the Act. Words importing the singular include plural and words importing one gender include all genders.
- iii. **Headings**
The headings in the bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Part 2 - Incorporation

2.01 Seal

The Corporation may, but need not, have a corporate seal.

2.02 Registered Office

The registered office of the Corporation shall be situated in the City of Belleville, in the County of Hastings, in the Province of Ontario, at such place therein as the Directors may from time to time determine by resolution, until changed in accordance with the Act.

Part 3 – Capacity and Powers

3.01 Capacity and Powers

The Corporation has the capacity, and, subject to the Act, the rights, powers and privileges of a natural person.

3.02 Purposes

The corporation shall not carry on any activity or exercise any power that it is restricted by its Articles from carrying on or exercising, nor shall the corporation exercise any of its powers in a manner contrary to its articles.

3.03 Bylaws

Unless the Act, Articles or the bylaws otherwise provide, the Directors may by resolution make, amend or repeal any bylaw that regulates the activities or affairs of the Corporation.

The Directors shall submit the Bylaw, amendment, or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the Bylaw, amendment or repeal by ordinary resolution. The Bylaw, amendment or repeal is effective from

the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

A Member entitled to vote at an annual meeting of Members may make a proposal to make, amend or repeal a bylaw.

Part 4 - Directors and Officers

Directors

4.01 Role

Subject to the Act and the Articles, the Directors of the Corporation shall manage or supervise the management of the activities and affairs of the Corporation.

4.02 Number of Directors

The affairs of the Corporation shall be managed by no fewer than three (3) Directors and no more than ten (10) Directors. The Directors shall determine the number of Directors within this range, by resolution.

4.03 Qualifications of a Director

A Director shall:

- i. Be an individual; and
- ii. Be at least eighteen years of age; and
- iii. Not have the status of bankrupt; and
- iv. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; and
- v. Not have been found to be incapable by any court in Canada or elsewhere; and
- vi. Not an ineligible individual under the *Income Tax Act* (Canada); and
- vii. Not be an employee of the Corporation or a related person to an employee of the Corporation; and
- viii. Not have been an employee of the Corporation at any time during the three (3) years that precede the election date; and
- ix. Not have been an employee who was terminated for cause; and
- x. Provide a clear Vulnerable Sector Check.

4.04 Director to be Member

On election a Director shall be a Member until vacating the position of Director for whatever reason at which time the Director shall vacate Membership.

4.05 Term and Number of Terms

Each Director shall be elected for a three (3) year term at an annual meeting of Members by ordinary resolution. All Directors shall be retired at the end of their term. Directors shall be eligible for re-election for one (1) additional term, after which they shall not be eligible for re-election until one year has passed from the date of their most recent retirement.

4.06 Nominations and Election

The Directors shall nominate candidates for all vacant Director positions and shall include those nominations in the notice of an Annual Meeting of Members. The election shall be by a show of hands unless a ballot is demanded by any Member.

4.07 Consent and Verification

An individual who is nominated to hold office as a Director shall consent in writing to hold office as a Director and shall verify that they meet the qualifications of the position of Director at least ten days prior to such election.

4.08 Retiring Director

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which such retirement is effective.

4.09 Ceasing to be a Director

An individual shall cease to be a Director if that individual:

- i. Resigns such office by delivering a written resignation to the Secretary of the Corporation; or
- ii. Ceases to meet the qualifications required of a Director; or
- iii. Is removed from office by the Board of Directors; or
- iv. Is absent from three (3) regularly scheduled meetings of Directors in one year starting with the meeting immediately following the annual meeting of members, without permission granted by resolution of the Board of Directors; or
- v. Is found by the Directors at their sole and absolute discretion as determined by a majority of the Directors to be incapable of fulfilling the responsibilities of a Director; or
- vi. Is charged with a criminal offence; or
- vii. Dies.

The resignation of a Director shall become effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later. A Director shall be entitled to give the Corporation a statement providing reasons for resigning; and the Corporation shall immediately give the Members a copy of the statement.

Upon fifteen (15) days' written notice to a Director, the Board of Directors may pass a resolution authorizing disciplinary action or the termination of a Director for violating any provision of the Articles, By-Law or policies of Corporation; carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion; or for any other reason that the Board of Directors in its sole discretion considers to be

reasonable, having regard to the purpose of the Corporation. The notice shall set out the reasons for the disciplinary action or termination. The Director receiving the notice shall be suspended from acting as a Director until the Board of Directors makes a decision and shall be entitled to give the Board of Directors a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board of Directors shall consider the submission before making a decision. A notice required under this section may be given by any method reasonably intended to give actual notice. The decision of the Board of Directors shall be final and binding on the Director, without further right of appeal.

4.10 Filling Vacancies

As long as there is a quorum of Directors in office, vacancies on the Board of Directors, however caused, shall be filled by resolution of the Directors at the next meeting of Directors. An individual appointed to fill a vacancy shall hold office for the unexpired term of the Director leaving the Board and shall then be eligible for election as a Director for the same number of terms as individuals who did not fill a vacancy.

4.11 Number of Meetings

The Directors shall meet at least one (1) time per year.

4.12 Requests for and Calling of Meetings

A meeting of Directors may be called by the Chair, or by the Vice-Chair on direction in writing of the Chair, or by the Secretary on direction in writing of any two Directors.

4.13 Quorum

The presence of a majority of Directors shall be necessary to constitute a quorum for the transaction of business. No business shall be transacted at any meeting of Directors unless a quorum is present at the commencement and throughout the meeting, except to set the time and place for the next meeting. Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

4.14 Place of Meeting and Notice

Meetings of the Directors may be held at any time and place to be determined by the Directors provided that five (5) days' written notice of such meeting shall be given by telephonic or electronic means, or personal delivery to each Director. Notice must specify the purpose of or the business to be transacted at the meeting. Notice may be sent by mail provided it is sent at least seven (7) days prior to the meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

The Directors may from time to time by resolution determine to hold regular meetings of the Directors and shall by such resolution fix the dates or times of such regular meetings. So long as any such resolution is in effect, the Secretary of the Corporation shall convene such regular meetings by notice delivered by telephone or e-mail to each Director.

A Director may waive notice of a meeting of the Directors, and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

A meeting of Directors shall be held without notice immediately following the annual meeting of Members of the Corporation. Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

No error or omission in giving notice of any meeting of the Directors or any adjourned meeting of the Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.15 Means of Meetings

Any or all Directors or Officers may participate in a meeting of the Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Officer so participating in a meeting is deemed to be present at the meeting.

At the commencement of each such meeting the Secretary will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any Director present may require all persons present to declare their votes individually. The Directors shall take reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

4.16 Business Transacted at Meetings and Rules of Order

The Directors may consider or transact any business either special or general at any meeting of the Directors. Robert's Rules of Order shall govern all meetings of the Directors and Members.

4.17 Persons Entitled to be Present

Persons entitled to attend a meeting of Directors shall be Directors, Officers, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the provisions of the Act or Bylaws of the Corporation to be present at the meeting. Any other person may attend on invitation of the Chair and with the approval of the Directors in attendance immediately after the meeting has been convened.

4.18 Voting

Each Director shall be authorized to exercise one (1) vote, except the Chair, who is not authorized to vote, except that in the case of an equality of votes, the Chair shall cast the casting vote. An Officer who is not a Director shall not be authorized to vote.

Except as otherwise provided in the Act, the articles of the Corporation or the Bylaws of the Corporation, resolutions arising out of any meeting of Directors shall be decided by a majority of votes of Directors in attendance. A Director or Officer shall not appoint another person to attend and act on their behalf at any meeting of the Directors.

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

4.19 Written Resolution of Directors

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

4.20 Remuneration of Directors

Directors shall serve as such without remuneration from the Corporation and Directors shall not directly or indirectly receive any profit from their position as such; provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

4.21 Agents and Employees

The Directors may, from time to time, appoint an Executive Director and may delegate to the Executive Director the full authority to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation and may delegate to one or more of them any lesser power.

Directors shall not delegate any of the following duties:

- i. To submit to the Members any question or matter requiring the approval of the Members;
- ii. To fill a vacancy among the Directors or in the office of auditor;
- iii. To appoint additional Directors;
- iv. To issue debt obligations except as authorized by the Directors;
- v. To approve any financial statements;
- vi. To adopt, amend or repeal Bylaws;
- vii. To establish dues to be paid by Members.

4.22 Committees

The Directors may establish one or more committees to assist in the work of the Board. A committee shall be advisory to the Board and shall not have the capacity to bind the Corporation. The majority of members of an audit committee, if established, shall not be Officers or employees of the Corporation.

4.23 Confidentiality

Every Director and Officer of the Corporation shall respect the confidentiality of matters brought before the Directors or any committee and shall not:

- i. Use any confidential information for the person's own purposes or benefit, or for the purposes or benefit of any other person;
- ii. Divulge, communicate or disclose to any person any such confidential information regarding the Corporation, the participants in the Corporation's programs or any other organization of which they have knowledge, other than such disclosures as are required to be made in the due and proper performance of his or her duties with the Corporation, or are otherwise consented to in writing by the Corporation or are required by law;
- iii. Copy, reproduce, store, extract or make notes of any confidential information other than in the due and proper performance of his or her duties with the Corporation;
- iv. Retain any confidential information in any form after vacating the position of Director for whatever reason.

Only the Executive Director or her/his delegate shall make statements or publish information about matters pertaining to the Corporation. Failure to respect confidentiality of information may be reason for termination of a Director or Officer.

4.24 Standard of Care and Liability

Every Director and Officer in exercising their powers and discharging their 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.

Every Director and Officer shall comply with the Act and the Regulations and the Corporation's letters patent and Bylaws.

A Director is not liable and has complied with his or her duties if the Director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on:

- i. Financial statements of the Corporation represented to him or her by an Officer of the Corporation or in a report of the auditor of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- ii. An interim or other financial report of the Corporation represented to him or her by an Officer of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- iii. A report or advice of an Officer or employee of the Corporation, if it is reasonable in the circumstances to rely on the report or advice;
- iv. A report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

No Director or Officer of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Directors or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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 corporation 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 his or her respective office or trust provided that they have complied with the Act and the Corporation's articles and Bylaws and exercised their powers and discharged their duties in accordance with the Act.

4.25 Insurance

Subject to the provisions of the Act related to charitable corporations, if the Directors so authorize, the Corporation shall purchase and maintain insurance for a Director or Officer of the Corporation against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

4.26 Indemnities to Directors and Officers

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation.

The Corporation shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Corporation and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation may advance money to such Directors, Officers or other individuals for costs, charges and expenses of such an action or proceeding, but the individual shall repay the money if the individual did not act honestly and in good faith with a view to the best interests of the Corporation and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

4.27 Conflict of Interest

Every Director or Officer who is not a Director, who, either directly or through a related person or associate, has or thinks they may have a conflict of interest with respect to a proposed or

current contract, transaction, matter or decision of the Corporation, shall disclose to the Corporation or request to have entered in the minutes of meetings of the Directors the nature and extent of the interest at a meeting of the Directors.

The disclosure required must be made, in the case of a Director:

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

The disclosure must be made, in the case of an Officer who is not a Director:

- i. Forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
- ii. If the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or
- iii. If a person who is interested in a contract or transaction later becomes an Officer, forthwith after he or she becomes an Officer.

After making such 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, nor shall the Director be counted in any required quorum with respect to the vote.

After making such declaration no interested Officer who is not a Director shall be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision.

If a Director or Officer who is not a Director has made a declaration of conflict of interest in compliance with this Bylaw, then a Director or Officer who is not a Director shall not be accountable to the Corporation for any profit they may realize from the contract, transaction, matter or decision. If a Director or Officer who is not a Director fails to make a declaration of his or her conflict of interest in a contract, transaction, matter or decision as required by the Bylaw, this shall be considered, at the direction of the Board, grounds for removal of the Director or Officer who is not a Director. Failure of any Director or Officer who is not a Director to comply with these provisions, does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Directors.

The question of whether a Director or Officer who is not a Director has a conflict of interest shall be determined by a simple majority of the Directors and shall be final. Every declaration of

a conflict of interest and the general nature thereof shall be recorded in the minutes by the Directors.

4.28 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by any one (1) of the Chair, Treasurer or Executive Director and/or other persons as the Directors may designate or direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, finding, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer of such banker to do any act with or on the Corporation's behalf to facilitate such banking business. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of the Executive Director, Executive Assistant, Chair or Treasurer, and in such manner as the Directors may from time to time designate by resolution.

4.29 Execution of Instruments

All deeds, transfers, assignments, contracts, obligations or instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of the Chair, Treasurer or Executive Director. All deeds, transfers, assignments, contracts, obligations, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Directors may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract, obligation or instrument in writing or any class of deeds, transfers, assignments, contracts, obligations or instruments in writing of the Corporation may or shall be signed. The term "contracts, documents, and instruments in writing" as used herein shall include, without limitation, 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, stocks, bonds, debentures or other securities and all paper writings.

4.29 Borrowing and Investing

The Directors of a Corporation may, without authorization of the Members,

- i. Borrow money on the credit of the Corporation;
- ii. Issue, reissue, sell or pledge debt obligations of the Corporation;
- iii. Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

- iv. Mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation;

and may by resolution delegate these powers to a Director, a committee of Directors or an Officer.

The Directors may invest the Corporation's funds, subject to any limitations accompanying a gift.

4.30 Financial Year

Unless otherwise ordered by the Directors, the financial year of the Corporation shall terminate on the 31st day of March.

4.31 Fund Raising

The Board of Directors shall take such steps as it deems needed 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.

Officers

4.32 Titles

The Officers of the Corporation shall include Chair, Secretary and Executive Director and may include Vice-Chair, Treasurer and Past-Chair. The Executive Director shall be Secretary. The Past-Chair shall be a Director. Directors other than the Chair may be appointed to more than one Officer position. The Board of Directors may appoint other Officers and agents who shall have such authority and perform such duties as may be prescribed by the Board and who may not be Directors.

4.33 Election

Officers except the Executive Director and Past Chair shall be elected by resolution of the Directors at the first meeting of Directors following the annual meeting of members.

4.34 Term and Removal of Officers

The Officers of the Corporation shall hold office until the earliest of the first Directors' meeting following the annual meeting of members, the date they resign or die, the date they are removed or the date their successors are elected or appointed in their stead. Officers shall be subject to removal at any time by resolution of the Directors.

4.35 Delegation of Duties of Officers

In the case of temporary absence or inability to act on the part of any Officer who is also a Director, the Board may delegate by resolution all or any of the powers of such Officer to any Director who is not an Officer.

4.36 Duties of Officers

The duties of Officers of the Corporation shall be such as the Act and Articles require and as determined by the Directors.

4.37 Vacancies

If the office of the Chair, Vice-Chair, Treasurer or others required to be filled by Directors becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect or appoint an Officer to fill such vacancy for the remainder of the term, as long as there is a quorum.

4.38 Remuneration of Officers

Officers who are Directors shall serve as such without remuneration from the Corporation and shall not directly or indirectly receive any profit from their position as such, provided that Officers who are Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

Part 5 - Members

5.01 Qualifications

A Member of the Corporation shall be a Director.

5.02 Term

Membership shall continue until a Member ceases to be a Director for any reason.

5.03 Number

There shall be as many Members as Directors.

5.04 Fees or Dues

There shall be no Member fees or dues.

5.05 Time and Place of Meetings of Members

Meetings of the Members shall be held at least once a year at the head office of the Corporation or at any place in Ontario as the Directors may determine and on such day as the Directors shall appoint.

5.06 Annual Meetings of Members

An annual meeting shall be called not later than fifteen (15) months after the preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted, the agenda, minutes of the previous annual meeting and subsequent special meetings shall be received, the report of the Directors, the financial statements and the report of the auditor

shall be presented, election of Directors shall take place and an auditor shall be appointed for the ensuing year. No nomination for election as a Director shall be made from the floor.

5.07 Business Transacted

Members may consider and transact any business at any meeting of Members.

5.08 General and Special Meetings of Members

The Board of Directors or Chair shall have the power to call a general or special meeting of the Members of the Corporation. The Board of Directors shall call a general or special meeting of Members on written requisition of at least one-tenth of Members eligible to vote within twenty-one (21) days from the date of deposit of the requisition.

5.09 Means of Meetings of Members

Any or all Members may, participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member so participating in a meeting is deemed to be present at the meeting.

At the commencement of each such meeting the Secretary will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any Director present may require all persons present to declare their votes individually. The Directors shall take reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

5.10 Notice

No less than ten (10) days and no more than fifty (50) days' written notice shall be given to each Member, each Director and auditor of any meeting of Members by prepaid mail, telephonic or electronic means, or by prepaid delivery in person. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Members eligible to vote to form a reasoned judgment on the decision to be taken and shall state the text of any special resolution to be submitted to the meeting.

A Member entitled to vote at an annual meeting of the Members may,

- (a) Give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and
- (b) Discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

5.11 Persons Entitled to Attend and Quorum

Individuals entitled to be present at a meeting of Members shall be those entitled to vote at the meeting and the auditor of the Corporation. Any other individual may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. A Member shall not appoint another person to attend and act on their behalf at any meeting of Members.

A majority of Members entitled to vote shall constitute a quorum at any meeting of Members. No business shall be transacted at any meeting of Members unless a quorum is present at the commencement of the meeting, except to adjourn the meeting to a fixed time and place.

5.12 Voting

Each Member shall be authorized to exercise one (1) vote, except the Chair, who is not authorized to vote, except that in the case of an equality of votes, the Chair shall cast the casting vote. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes of Members in attendance unless otherwise provided by statute or by the Bylaws of the Corporation. The vote shall be by a verbal vote recorded by the Secretary unless any Member present demands a vote by ballot.

5.13 Errors or Omissions in Giving Notice

No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.14 Written Resolutions of Members

In matters not required by the Act to be dealt with at a meeting, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members and such written resolution will satisfy all requirements relating to meetings of Members. The Corporation shall keep a copy of every such resolution with the minutes of the meetings of Members.

5.15 Rights of Members

The rights of a Member cease when ceasing to be a Director for whatever reason.

5.16 Transfer of Membership

Membership in the Corporation is not transferable.

5.17 Members Not Liable

A Member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

Part 6 – Auditor / Financial Statements

6.01 Appointment and Term

At each annual meeting, Members of the Corporation shall by ordinary resolution appoint an auditor to hold office until the close of the next annual meeting.

6.02 Remuneration

The remuneration of an auditor shall be fixed by the Directors.

6.03 Qualifications

To be an auditor of the Corporation, a person must be permitted to conduct an audit under the Public Accounting Act, 2004 and be independent of the Corporation and the Directors and Officers of the Corporation and its affiliates.

6.04 Notice

Notice of the appointment of an auditor shall be given in writing to the auditor forthwith after the appointment is made.

6.05 Annual Financial Review

The auditor of the Corporation shall examine the financial statements that are required to be placed before the Members as is necessary to enable the auditor to report on the financial statements. The auditor shall report on the financial statements in accordance with the regulations and with generally accepted accounting standards.

6.06 Auditor's Right to Attend Meetings

The auditor is entitled to attend every meeting of the Members at the expense of the Corporation and to be heard on matters relating to the auditor's duties.

6.07 Access

The auditor shall have access at all times to all records, documents, books, accounts and vouchers of the Corporation and shall be entitled to require from the Directors and Officers of the Corporation such information and explanation as in the auditor's opinion are necessary.

6.08 Report

The report of the auditor to the Members shall be read at the annual meeting and shall be open to inspection by any Member. Recommendations of the auditor shall be considered by the Directors at their next meeting.

6.09 Note to Financial Statements

The auditor shall state by way of note to the financial statements particulars of any change in accounting principle or practice or in the method of applying any accounting principle or practice made during the period covered that affects the comparability of any of the

statements with any of those for the preceding period, and the effect, if material, of any such change upon the profit or loss for the period.

6.10 Approval of Financial Statements

The Directors shall approve annual financial statements of the Corporation that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting. The approval of the Directors shall be evidenced by the signature of two Directors. The Corporation shall not issue, publish or circulate copies of the annual financial statements unless they are approved and signed and accompanied by the audit.

6.11 Presentation of Financial Statements to Members

The Directors of the Corporation shall place before the Members at every annual meeting, the financial statements approved by the Directors and the report of the auditor and any further information respecting the financial position of the Corporation and the results of its operations required by the articles or bylaws.

6.12 Access to Auditor by Directors or Members

If a Director or Member gives notice not less than twenty-one (21) days before a meeting of the Members to the auditor or a former auditor of the Corporation, the auditor or former auditor shall attend the meeting at the expense of the Corporation and answer questions relating to her or his duties. A Director or Member who gives such notice shall give a copy of the notice to the Corporation at the same time.

Part 7 - Books and Records

7.01 Corporate Records to be Kept

The Corporation shall prepare and maintain records containing:

- (a) The Corporation's articles and Bylaws, and amendments to them;
- (b) The minutes of meetings of the Members and of any committee of Members;
- (c) The resolutions of the Members and of any committee of Members;
- (d) The minutes of meetings of the Directors and of any committee of Directors;
- (e) The resolutions of the Directors and of any committee of Directors;
- (f) A register of Directors;
- (g) A register of Officers;
- (h) A register of Members;
- (i) Accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis;
- (j) A register of ownership of interests in land.

7.02 Retention of Accounting Records

Subject to any other Act or rule of a taxing authority that requires a longer retention period, the Corporation shall retain the accounting records for six years.

7.03 Location of Corporate Records

The Corporation shall keep the records at the Corporation's registered office or another place in Ontario designated by the Directors.

7.04 Records or Registers Kept Outside Ontario

Subject to federal and Ontario tax statutes or any other Act, the Corporation may keep all or any of its records described above at a place outside Ontario if the records are available for inspection, by means of any technology, during regular office hours at the registered office; and if the Corporation provides the technical assistance to facilitate an inspection of the records.

7.05 Directors' Access to Records

The records must be open to inspection by the Directors during the Corporation's regular office hours. The Corporation shall, at the request of any Director, provide the Director with any extract of the records free of charge.

7.06 Consents of Directors

The Corporation shall keep at its registered office the consents to act as a Director, in the approved form, of each individual who is elected or appointed a Director of the Corporation.

7.07 Form of Records

All registers and other records required by or under the Act to be prepared and maintained by a Corporation may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.

7.08 Protection of Records

The Corporation shall take reasonable precautions to prevent the loss or destruction of the registers and other records required by or under the Act, to prevent the falsification of entries in those registers and records and to facilitate the detection and correction of inaccuracies in them.

Part 8 – Fundamental Changes

8.01 Amendment of Articles

Members may by special resolution make any amendment to:

- (a) Change the Corporation's name;
- (b) Add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;

- (c) Create a new class or group of Members;
- (d) change a condition required for being a Member;
- (e) change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
- (f) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (g) add, change or remove a provision respecting the transfer of a Membership; or
- (h) increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
- (i) change the purposes of the Corporation;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- (k) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (l) change the method of voting by Members not in attendance at a meeting of the Members; or
- (m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

8.02 Proposal to Amend

A Director, or a Member who is entitled to vote at an annual meeting of the Members, may propose to make an amendment.

8.03 Notice of Amendment

Notice of a meeting of the Members at which a proposal to make an amendment is to be considered must set out the proposed amendment.

8.04 Articles of Amendment to be sent to Director

After an amendment to the articles has been adopted under section 103 of the Act, the Corporation shall file articles of amendment and any required documents and information with the Director.

8.05 Certificate of Amendment

Upon receipt of the articles of amendment, together with any required documents and information and the required fee, the Director shall issue a certificate of amendment by endorsing the articles and the endorsed articles constitute the certificate of amendment.

Part 9 - Approval and Confirmation

Witness the seal of the Corporation

Approved by resolution of the Directors of the Corporation on

Date _____

Signed _____ Chair

Signed _____ Secretary

Confirmed by ordinary resolution of the Members of the Corporation on

Date _____

Signed _____ Chair

Signed _____ Secretary