

THE DAM – DEVELOP ASSIST MENTOR

BY-LAW NUMBER 2022-1

A By-Law relating
generally to the conduct
of the activities and
affairs of

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THE DAM – DEVELOP ASSIST MENTOR
(the “Corporation”)

WHEREAS the Corporation was incorporated by Letters Patent issued under the *Corporations Act, R.S.O.. 1990, Chapter C.38, as “Heart Touching Heart Ministries”* dated March 9, 1995; as amended by *Supplementary Letters Patent* dated August 17, 2015 to change the name to “*THE DAM – DEVELOP ASSIST MENTOR*”;

AND WHEREAS the *Corporations Act* was substituted by the *Not-for-Profit Corporations Act* as of October 19, 2021 and the Corporation is seeking Articles of Amendment under the ONCA;

AND WHEREAS it is considered expedient to enact a new General By-Law relating generally to the conduct of the affairs of the Corporation, and which repeals all former By-Laws of the Corporation;

BE IT THEREFORE ENACTED as a By-Law of the Corporation as follows:

1. INTERPRETATION

1.1 Meaning of Words

- i. the singular includes the plural;
- ii. “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, (“ONCA”) which was substituted for the *Corporations Act, R.S.O. 1990, Chapter C.38* on October 19, 2021 (the “Prior Act”), and any statute amending or enacted in substitution therefor, from time to time;
- iii. “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;
- iv. “Board” means the Board of Directors of the Corporation;
- v. “By-law” or “By-laws” means this By-law and any other By-laws of the Corporation that may be in force;
- vi. “Committee” means any committee established by the Board pursuant to Section 10;
- vii. “Corporation” means “THE DAM – DEVELOP ASSIST MENTOR” and may be referred to as the “Corporation” as the context provides;
- viii. “Director” means a person who holds the office of Director, as described in Section 6 or appointed to fill a vacancy in the office of Director in accordance with Section 6.8;
- ix. “Documents”, includes 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, bonds, debentures or other securities and all paper writings;
- x. “ED” means the Executive Director;
- xi. “Member” has the meaning set out in Section 4;
- xii. “Renewal Grace Period” has the meaning set out in Section 4.2; and
- xiii. “Special Resolution” means a resolution passed by at least two-thirds (2/3) of the votes cast at a Meeting of the Members of the Corporation called for that purpose or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.

1.2 Not-for-Profit Corporations Act Terms

All terms defined in the Act (e.g., "person") have the same meanings in this By-law and all other By-laws and resolutions of the Corporation.

1.3 Other Procedures

The Directors will decide upon matters of a procedural nature not dealt with by the By-laws.

1.4 Interpretation

The Directors shall interpret the By-laws, Board policies, rules or regulations of the Corporation. The decision of the Directors in this regard shall be final absent manifest error as determined by an arbitrator in accordance with Section 18.

2. **REGISTERED OFFICE**

The registered office of the Corporation shall be in the City of Mississauga Province of Ontario, and subject to the requirements of the Act, at such place in Ontario as the Board may from time to time determine.

3. **SEAL**

The seal of the Corporation, if any, shall include the legal name of the Corporation and shall otherwise be in such form as approved by the Board from time to time.

4. **MEMBERSHIP**

4.1 One Class of Membership

As set out in the Articles, there is one (1) class of membership in the Corporation. The Members shall be:

- i. Ex-officio those individuals who are the Directors of the Corporation from time to time, each of whom shall cease to be a Member under Section 4.1(i) immediately upon ceasing to be a Director, without further action or formality; and
- ii. Such other individuals as may from time to time be admitted as Members by the Directors, provided each such individual:
 - a) Is eighteen (18) years of age or older;
 - b) wishes to advance the purposes of the Corporation; and
 - c) has submitted a written application for membership in the form prescribed by the Directors from time to time, which has been approved by the Directors, reasonably exercising their discretion.

The admission of individuals as Members under Section 4.1(ii) is at the sole discretion of the Board, whose powers include precluding or limiting the number of Members admitted under Section 4.1(ii).

All individuals who are Members of the Corporation at the time of adopting this By-law, and who are not Directors, shall be recognized and carried forward as Members under Section 4.1(ii) of this By-law, with the renewal of memberships to be as set out in this By-law.

4.2 Term of Membership

With the exception of membership granted under Section 4.1(i), membership is for a term of up to one year, commencing from the date of admission as a Member (i.e., the date upon which there is Board approval of the application) to the end of that calendar year.

The Secretary of the Corporation shall notify, or ensure notification is given to, the Members of the requirement to renew their membership for the subsequent calendar year. Membership will be renewed annually without a break in membership, provided the Member continues to meet the membership eligibility requirements as assessed by the Board, and completes the membership renewal in the manner determined by the Board (the "Renewal Grace Period"). An individual whose membership falls within the Renewal Grace Period has full voting rights during this renewal period. However, the membership of an individual who has not renewed their membership on or before the 90th day of the Renewal Grace Period, will be expired, and the individual must re-apply for membership.

4.3 Application for Membership

All applicants for membership under Section 4.1(ii) shall signify in writing, using the prescribed form if any, their interest in becoming a Member. The Directors shall process such applications in such manner or procedure as they determine from time to time.

4.4 Admission of Members

Upon a determination by the Directors that an applicant's application for membership under Section 4.1(ii) has been approved, the applicant shall be immediately admitted into membership and shall be promptly advised of same.

4.5 Termination of Membership

An individual's membership in the Corporation is not transferable and ceases to exist:

- i. Upon the death of the Member;
- ii. Where an individual is a Member under Section 4.1(ii), and the Member's membership is not renewed either before December 31st, or within the Renewal Grace Period;
- iii. When the Member ceases to be a Member by written resignation delivered to the Secretary of the Corporation, or their delegate, as set out in Section 4.6;
- iv. Where the individual is a Member under Section 4.1(ii), upon cancellation or refusal of the membership as set out in Section 4.7; or
- v. As otherwise provided for in this By-law.

4.6 Resignation

Any Member may resign by filing a written resignation with the Secretary of the Corporation or their delegate.

4.7 Termination or Refusal of Membership

Where an individual is a Member under Section 4.1(ii), the Board may terminate the membership of or refuse membership to any individual who fails to meet, or to continue to meet, the eligibility requirements for membership as reasonably determined by the Board, and/or whose actions are contrary and harmful to the purposes and policies of the Corporation, as determined by the Board, acting reasonably. The Board shall notify the individual in writing that their membership is being terminated or has been refused and of the reason for the notice. The individual shall have thirty (30) days to appeal the termination of or refusal of membership, in writing, to the Board for consideration. In the case of a termination, the individual's submission must be provided to the Directors not less than five (5) days before the termination of membership becomes effective.

4.8 Membership Fees

There shall be no membership fees or dues.

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5. MEETINGS OF THE MEMBERS

5.1 Annual Meeting

The annual meeting of the Members shall be held each year within the first six (6) months of the fiscal year end, in Ontario, at a time, place and date determined by the Board. Annual meetings of Members shall be held for the purpose of hearing and receiving the reports and statements required by the Act to be read and laid before the Members at any annual meeting, including:

- i. The Executive Director's (ED's) report;
- ii. The Board's report;
- iii. The election of Directors as may be required;
- iv. The presentation of the Board approved financial statements;
- v. Appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and
- vi. The transaction of any other business (e.g., budgets, etc.) properly brought before the meeting.

5.2 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

5.3 Special Meeting

The Board may call a special meeting of Members at such place and at such time as the Directors may determine.

5.4 Meetings, Participation and Voting in Members Meetings by Telephonic or Electronic Means

As the sole discretion of the Board (e.g., in the event of extraordinary circumstances), the Corporation may provide for the attendance of Members at a meeting of Members by telephonic or electronic means, or for the meeting to be held entirely by telephonic or electronic means, provided that in either case the means used permit all participants to communicate adequately with each other during the meeting. An individual so participating is deemed to be present at the meeting.

Members participating by electronic or telephonic means shall be permitted to vote by electronic or telephonic means and the Board shall ensure that:

- i. The votes may be verified as having been made by Members entitled to vote; and
- ii. The corporation is not able to identify how each Member voted.

This ability to vote by electronic or telephonic means may, at the sole discretion of the Board, be permitted generally.

5.5 Notice of Meetings

Notice of the time, place and date of meetings of Members and the general nature of business to be transacted shall be given not less than ten (10) days and not more than fifty (50) days before the date of the meeting, to each Member, Director, and in the case of an annual meeting to the auditor of the Corporation, by sending the notice by any one of the methods set out in Section 18.

Notice of a meeting of Members shall state or be accompanied by a statement of, the nature of that special business in sufficient detail to permit the Member to form a reasoned judgment thereon; and the text of any Special Resolution or By-laws to be submitted to the meeting.

Subject to the requirements of the Act, a copy of the financial statements for the period that began immediately after the end of the last completed financial year and ended not more than six (6) months before the annual meeting, a copy of the auditor's report, if any, and any further information respecting the financial position of the Corporation and the results of its operations required by the Act, the Articles or the By-laws shall be provided by any one of the methods set out in Section 18 to each Member not less than ten (10) days before such meeting.

5.6 Quorum

A quorum for the transaction of business at meetings of the Members shall be at least fifteen percent (15%) of the membership present in person or represented by proxy, provided that at no time shall quorum be less than three (3) Members.

5.7 Voting by Members

Further to the Articles, each Member shall be entitled to notice of and to attend all meetings of the membership and to one vote on all matters brought before the Member. Unless otherwise required by the provisions of the Act or the By-Law of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members (which includes proxyholders) entitled to vote. In the case of an equality of votes, whether upon a show of hands or by ballot, the vote shall fail.

5.8 Proxies

Voting by proxy shall be permitted. Any proxyholder shall be a Member of the Corporation and shall satisfy the Secretary of the Corporation as to his or her authority prior to the meeting.

Form of Proxy. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Secretary or Chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

Proxyholder. A proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given and shall comply with the directions of the Member who appointed the person.

A proxyholder or an alternate proxyholder has the same rights as the Member who appointed him or her to speak at a meeting of the Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands.

Voting the Proxy. Despite the above, if the Chair of a meeting of the Members declares to the meeting that, to the best of his or her belief, if a ballot is conducted, the total number of votes of Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five (5) per cent of all the votes that might be cast at the meeting on such ballot, and if a Member, proxyholder or alternate proxyholder does not demand a ballot,

- i. The Chair may conduct the vote in respect of that matter or group of matters by a show of hands; and
- ii. A proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.

When voting by show of hands, a proxyholder shall be permitted to vote only once on each question arising at any special or general meeting of the Members, which vote shall be counted as a vote on behalf of him/herself and on behalf of all such Members for whom he/she holds a proxy.

5.9 Mail/Absentee Ballots

Except as provided for in the By-laws, voting by mail or other form of absentee ballots shall not be permitted.

5.10 Show of Hands

Subject to the Act, at all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-law of the Corporation or unless a ballot is required by the Chair or requested by any Member entitled to vote.

Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.11 Chair

In the absence of the Chair of the Board and the Vice-Chair of the Board, the Members entitled to vote present at any meeting of Members shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose one of their number to be Chair.

5.12 Ballot

If at any meeting a ballot is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a ballot is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was requested. A request for a ballot may be withdrawn at any time prior to the taking of the ballot.

Subject to the Act, on a ballot vote, the Secretary shall, when handing out such ballots, mark on a proxyholder's ballot the number of proxies he or she holds. In such case, the proxy holder's ballot vote shall not be disclosed, directly or indirectly, to the membership.

5.13 Persons Entitled to be Present

Persons entitled to attend a meeting of Members shall include Members and the auditor, if any, of the Corporation. Any other persons may be admitted by invitation or with the consent of the Chair of the meeting.

5.14 Order at Meetings

The Chair shall conduct all special or general meetings of the Members in an orderly manner. Subject to the Articles and By-laws of the Corporation, debate and questions as to proper order shall follow Robert's Rules of Order (Newly Revised 12th Edition) when the need arises. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, this shall not invalidate the meeting or the decisions made at such meeting.

5.15 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

6. **BOARD OF DIRECTORS**

6.1 Board

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

6.2 Powers

Subject to the Act, Articles and By-laws, and without otherwise restricting the authority and powers of the Board, the Board may exercise all of the rights and powers granted under the Act.

6.3 Number

The number of Directors shall be a number fixed within the minimum and maximum range stated in the Articles. The precise number of Directors within that range shall be fixed by Special Resolution of the Members or by the Board if the Board has been delegated that authority by Special Resolution of the Members in accordance with the Act.

6.4 Nominations of Directors

- i. Nominations Sought. At least 30 days prior to each annual meeting at which an election of Directors will be required, the Corporation shall invite all Members to submit to the Chair of the Board (or to such individual or committee as the Board may direct) the names of individuals whom they wish to be considered for election to the Board.
- ii. Form of Nomination. All nominations shall be in writing and shall be accompanied by:
 - a) the name and contact information of the individual;
 - b) a biographical outline of the individual and such other detailed information concerning background and experience as deemed necessary by the Board; and
 - c) the written consent of the nominee to stand for election.
- iii) Closing Date for Nominations. All nominations must be received by the Chair (or by the individual or committee as the Board has directed) no later than 15 days prior to the annual meeting at which an election of Directors will be required. Subject to the discretion of the Board, no nominations will be accepted from Members after such date.
- iv) Nominees. The Board shall propose nominees to the Members for election to the Board. In selecting the nominees, the Board shall have regard to the eligibility requirements, nominations received from the Members and the skills and selection criteria as established by the Board.

Where at least 5% of the Members give the Corporation written notice of a proposal as permitted under the Act, and where the proposal includes nominations for the election of Directors, such nominations shall also require a form of nomination as set out in (ii) and be received by the Chair at least 15 days prior to the Annual Meeting consistent with (iii).

6.5 Election and Term of Directors

Subject to the Act, Directors shall be elected by Members and shall retire in rotation. At each annual meeting of Members, one-third of the Directors shall be elected to hold office until the annual meeting of the Members held in the third year following their election, or until their successors are elected. All questions and matters related to the procedure for, and conducting of, the election shall be determined by the Chair of the meeting.

All individuals elected or appointed to hold office as a Director must consent in writing before or within ten (10) days after the election or appointment, provided that pursuant to the Act if an individual consents after this period the election or appointment is valid. This written consent is not required for a Director who is re-elected or reappointed without a break in their terms of office.

6.6 Qualifications

To be eligible to be, or to remain a Director, an individual shall:

- i. Be or become a Member of the Corporation upon election as a Director;
- ii. be at least twenty (20) years of age;
- iii. a Canadian resident;
- iv. not be disqualified under the Act (i.e., not have the status of bankrupt, not found incapable under the Substitute Decisions Act (Ontario), or Mental Health Act (Ontario) or by any court in Canada or elsewhere);
- v. not be an "ineligible individual" within the meaning of the Income Tax Act (Canada) or any other legislation; and
- vi. not be an employee of the Corporation nor be receiving remuneration, either directly or indirectly, from the Corporation, nor be a spouse, child or parent of such individual receiving remuneration either directly or indirectly from the Corporation.

If an individual ceases to be qualified to be a Director as provided in this Section, the individual thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by Section 6.8.

6.7 Re-Election

Retiring Directors shall be eligible for re-election in consecutive terms, provided the total number of consecutive years in office will not exceed two elected terms of three (3) years each, but not including in this calculation any year(s) served related to filling a vacancy. Thereafter, a Director is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such Director.

6.8 Vacancies

A vacancy occurring in the Board shall be filled as follows:

- i. If the vacancy occurs as a result of the removal of any Director by the Members in accordance with the Act, it may be filled by resolution of the Members, provided that any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
- ii. Any other vacancy in the Board may be filled by the Directors then in office (so long as there is a quorum) for the remainder of the term related to that vacancy, provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and in default or if there are no Directors then in office, the meeting may be called by any Member;
- iii. Otherwise, such vacancy shall be filled at the next annual meeting of the Members at which Directors are elected.

A decrease in the number of Directors shall not shorten the term of an incumbent Director.

6.9 Ceasing to be a Director

The office of a Director shall be automatically vacated:

- i. When a Director resigns their office by delivering a written resignation to the Secretary of the Corporation, effective the date the Corporation receives the resignation or at the time specified in the resignation, whichever is later.
- ii. When a Director is removed from office at a special meeting of the Members of the Corporation by ordinary resolution of the Members present at a meeting;
- iii. on the death of a Director;
- iv. is disqualified, failing to meet the qualifications under Section 6.6; or
- v. or becomes otherwise ineligible under the Act, Articles or By-laws.

A Director shall not be entitled to give a statement under Section 27 of the Act.

6.10 Remuneration of Directors

As set out in the Articles, the Directors shall serve without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

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7. MEETING OF DIRECTORS

7.1 Calling Meetings

Meetings of the Board and of the Executive Committee (if any) may be held at the registered office or any other place within Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair of the Board or the Secretary.

The Board shall meet no less than six times per fiscal year.

7.2 Notice of Meetings

Subject to the provisions of Section 7.4, notice of Board meetings shall be given to each Director by one of the following methods:

- i. by telephone, facsimile, email or other electronic method not less than forty-eight (48) hours before the meeting is to take place; or
- ii. by prepaid letter post not less than ten (10) days before the meeting is to take place, excluding the date on which notice is given, the giving of which shall be in accordance with Section 17.

The declaration of the Secretary or Chair of the Board that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within thirty (30) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business. If such Board meeting is held immediately following the annual meeting or the meeting date is determined and announced at the annual meeting, no further notice of meeting shall be required to be given.

7.4 Meetings by Electronic Conference

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

At the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

Each Director shall have one vote on all questions arising at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chair may cast the deciding vote, or determine that the question is lost. At all meetings of the Board, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.6 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the number of Directors for the time being determined under Section 6.3, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

7.7 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors called, constituted and held for that purpose.

8. OFFICERS

8.1 Officers

The Directors may, at the first meeting of Directors following the annual meeting or otherwise from time to time as required, designate the offices of the Corporation by electing or appointing Officers from among the Directors (with the exception of the ED who shall not be a Director), specify their duties and, subject to the Act, delegate to them powers to manage the activities and affairs of the Corporation. A Director may be elected or appointed to any such office of the Corporation for a one-year term, and may be re-appointed for additional terms.

The Directors may by resolution remove at its pleasure any Officer of the Corporation. The Directors shall fix the terms of office from time to time. All signing officers shall be bondable. Unless otherwise from time to time specified by the Directors, the offices of the corporation and the Officers so appointed shall have the duties and powers set out in Sections 8.2 through 8.11.

8.2 Chair

The Chair shall preside at and chair all meetings of the Members and of the Directors and shall be charged with the general enforcement of the provisions of the By-laws. The Chair shall be elected or appointed from amongst the Directors. The Chair may attend meetings of all Committees.

8.3 Vice-Chair

During the absence or inability of the Chair, their duties may be performed and their powers may be exercised by the Vice-Chair. The Vice-Chair shall also perform such duties and exercise such powers as the Chair may from time to time delegate to the Vice-Chair or as the Board may prescribe. In the absence of the Chair and Vice Chair, a chairperson shall be appointed by the Directors for meetings occurring during their absence.

8.4 Secretary

The Secretary shall give, or cause to be given, all notices required to be given to Members, Directors and members of Committees; the secretary shall attend all meetings of the Directors and of the Members and shall enter or cause to be entered in book kept for that purpose minutes of all proceedings at such meetings; the secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records, Documents and other instruments belonging to the Corporation; the secretary shall process all correspondence and keep the Chair informed about correspondence received; and the secretary shall make available a current membership list at each meeting of the Members.

8.5 Treasurer

The Treasurer shall ensure that full and accurate books of account are kept and in which shall be recorded all receipts and disbursements of the Corporation; the Treasurer shall, under the direction of the Directors, ensure proper procedures are followed regarding the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall render to the Directors at the meetings thereof, or whenever required of him/her, an account of the financial position of the Corporation; the Treasurer shall provide a report of all financial statements at the end of each fiscal year; the Treasurer shall ensure that such financial records of the Corporation are audited each year; and the Treasurer shall ensure the Chair is promptly notified of any shortage of funds.

8.6 Executive Director

The Board may appoint an Executive Director ("ED") or equivalent officer however called who shall, subject to the direction of the Board and/or the Chair of the Board supervise and control the operations of the Corporation. The ED shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any committee of the Board (including the Executive Committee, if any) and the meetings of Members, except those meetings where the terms of employment, compensation or disciplinary action of the ED are discussed. The Board may not delegate to the ED any of the powers it may not delegate under the Act to an Executive Committee under Section 9.2.

8.7 Any Other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Directors requires of them.

8.8 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer or Officers.

8.9 Agents and Attorneys

The Directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

8.10 Holding More Than One Office

Except for the offices of Chair of the Board and Vice-Chair of the Board, an individual may be nominated or selected for, elected or appointed to, and hold, more than one office (in particular and without limitation, the offices of Secretary and Treasurer).

8.11 Conflict of Interest

Directors and Officers shall disclose and declare any direct or indirect personal interests or conflicting duties in contracts or proposed contracts as required by the Act.

9. EXECUTIVE COMMITTEE

9.1 Executive Committee

Whenever the Board consists of more than five (5) Directors, the Board may (but is not required to) choose to elect from among its number an executive committee. The executive committee is to be composed of not fewer than three (3) Directors. The executive committee may exercise all the powers of the Board, subject to the Act, By-laws and any restrictions imposed from time to time by the Board.

The Board remains responsible for, and will generally be held liable for the conduct and decisions of the executive committee; therefore, the Board shall clearly define the extent of the powers being delegated, and receive and review the reports of the executive committee. The Board retains the authority to terminate or amend the powers of the executive committee.

The Board shall review for information the decisions of the executive committee at the immediately following Board meeting and address any business arising as necessary.

10.2 Limits on Delegation of Powers - The powers delegated to an executive committee from time to time must be consistent with any existing Board decisions, policies or restrictions in the Act or By-laws that are applicable to the executive committee. In defining the extent of the powers being delegated to the executive committee, the Board may define this as narrowly or as broadly as it sees fit, provided that the Board must comply with the limits set out in the Act.

Further to the Act, the Board may not delegate to an executive committee the power to:

- i. Submit to the Members any question or matter requiring the approval of the Members;
- ii. Fill a vacancy among the Directors or in the position of public accountant.
- iii. Appoint additional Directors;
- iv. Issue debt obligations except as authorized by the Directors;
- v. Enter into contracts except as authorized by the Directors;
- vi. Grant indemnities or to authorize the purchase of insurance;
- vii. Approve any financial statements;
- viii. Adopt, amend or repeal by-laws; or
- ix. Accept individuals into membership.

10.3 Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the executive committee at which the Director is present. However, no Director who has not been elected to the executive committee shall be entitled to notice of any meeting of the executive committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

10. OTHER COMMITTEES

10.1 Standing Committees

There shall be an audit review committee, and there may be such other Standing Committees and for such purposes as the Board or the executive committee (if any) may determine from time to time by resolution.

10.2 Combined and Inactive Committees

From time to time by resolution, the Board may combine the work of two or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

10.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the executive committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- i. the delivery of its report;
- ii. the completion of its assigned task;
- iii. a change in the membership of the Board or executive committee by which it was constituted; or
- iv. a resolution to that effect of the Board or executive committee by which it was constituted; whichever first occurs.

10.4 Audit Review Committee

The audit review committee shall be comprised of at least one Director-Officer (e.g., treasurer) and two Directors who are not also Officers of the Board. Until otherwise ordered by the Board, the audit review committee shall meet at least twice annually, plan and review the annual audit with the external auditor, negotiate and make a recommendation to the Board regarding the remuneration paid to the external auditor for the ensuing year, and report to the Board on the audit, including any management or audit comments by the external auditor, when the audited financial statements are presented.

If there is no audit review committee in existence, the Board shall carry out the functions of the audit review committee.

10.5 Rules Governing Committees

Except as otherwise provided by the By-laws, all Board Committees other than the executive committee are subject to the following:

- i. the Board shall ensure all Committees have a clearly articulated mandate approved by the Board.
- ii. for the Committee to be given a mandate that includes decision-making, it shall be made up exclusively of Directors, and where the Committee is made up of Directors and non-Directors it shall only serve as an advisory committee;
- iii. only Directors may be appointed to serve on each Committee;
- iv. a member of a Committee shall serve for a term ending at the commencement of the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms; and
- v. the Committee shall provide regular reports to the Board regarding its work.

11. INSURANCE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each individual acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, which insurance:

- i. shall include property and public liability insurance and Directors' and Officers' insurance; and
- ii. may include such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation and the insurer.

11.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts, receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- i. insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- ii. insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- iii. loss or damage arising from the bankruptcy or insolvency of any person, firm or body corporate including any person, firm or body corporate with whom or which any monies, securities or effects shall be lodged or deposited;
- iv. loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- v. loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- vi. loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in Section 11.4 herein, or purchasing insurance provided in Section 11.1 herein, the Board shall consider:

- i. the degree of risk to which the Director or Officer is or may be exposed;
- ii. whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- iii. whether the amount or cost of the insurance is reasonable in relation to the risk;
- iv. whether the cost of the insurance is reasonable in relation to the revenue available; and
- v. whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

11.4 Indemnification of Directors, Officers and Others

Every individual (in this Section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the individual, who:

- i. is a Director or an Officer of the Corporation; or
- ii. acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity,

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board from time to time, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such protected person in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, save and except such costs, charges or expenses as are occasioned by the failure of such protected person to (a) act honestly and in good faith in the performance of the duties of office

or (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had no reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person in such other circumstances as any legislation or laws permit or require. Nothing in this By-law shall limit the right of any person, firm or body corporate entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

12. EXECUTION OF DOCUMENTS

12.1 Execution of Documents

Documents requiring the signature of the Corporation shall be signed on behalf of the Corporation by two Officers, consisting of one of the Chair or Vice Chair, and one of the Secretary or Treasurer or such other Officer as the Directors may direct.

Contracts in the ordinary course of the Corporation's operations, may be entered into on behalf of the Corporation by any person authorized by the Directors of the Corporation.

Notwithstanding any provisions to the contrary contained in the By-laws, the Directors may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom any particular Document or any class of Documents requiring execution by the Corporation may or shall be signed.

13. BANKING ARRANGEMENTS

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company, credit union or other firm or body corporate 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 such one or more Officers and/or other persons as the Board may designate, 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, signing, drawing, accepting, endorsing, negotiating, allotting, 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 bank to do any act or thing on the Corporation's behalf to facilitate such banking business.

14. FINANCIAL YEAR

The financial year of the Corporation shall end on the last day of March in each year or on such other date as the Board may from time to time by resolution determine.

15. BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Corporation required by the By-Law of the Corporation or by any applicable statute, including the Act, are regularly and properly kept.

16. AUDITOR

The Members shall at each annual meeting appoint an auditor to audit the books of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members or by the Board, if authorized to do so by the Members.

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17. NOTICE

17.1 Method of Notice

Subject to the Act, and except where otherwise provided in the By-laws, notice shall be validly given if given by any authorized means including in person (verbally or in writing), by telephone or if in writing:

- i. by prepaid letter post;
- ii. by facsimile;
- iii. by e-mail; or
- iv. by other electronic means in accordance with the *Electronic Commerce Act*, 2000.

addressed to the Member or Director for whom the notice is intended at the last address shown on the Corporation's records.

Any such notice shall be deemed given:

- v. in the case of telephone, at the time of the telephone call;
- vi. in the case of letter post, on the fifth day after mailing; and
- vii. in all other cases, when transmitted.

17.2 Computation of Time

In computing the date when notice must be given under any provision of the By-Law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

17.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the accidental non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18. DISPUTE RESOLUTION MECHANISM

If a dispute or controversy among Members, Directors, Officers or Committee members of the Corporation arising out of or related to the Act, the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- i. the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act*, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- ii. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

19. BY-LAW(S) AND AMENDMENTS, ETC.

Pursuant to the Act, the By-laws of the Corporation may be amended, repealed, altered, or added to upon approval by the Members at a meeting of the Members.

Subject to the Act, the Directors may also make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, other than a provision respecting the transfer of a Membership, the manner of giving notice to a Member entitled to vote at a Members meeting, or to change the method of voting by Members not in attendance at a meeting of Members. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. However, the By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required or if it is rejected by the Members.

20. REPEAL OF PRIOR BY-LAWS

All prior By-laws, heretofore enacted or made are repealed. Provided that:

- i. the repeal of all prior By-laws shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow; and
- ii. the repeal of prior By-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, and related resolutions or other enactments.

21. EFFECTIVE DATE

This By-law shall come into force upon the date the Corporation receives its first Certificate and Articles of Amendment under the Ontario *Not-for-Profit Corporations Act*.

Certified that By-law 2022-1 was approved by the Directors as a By-law of the Corporation on September 15, 2022 and confirmed by the Members in accordance with the Not-for-Profit Corporations Act, 2010 (Ontario) on September 15, 2022 and that the By-laws came into effect on December 2, 2022, being the date the Articles of Amendment were issued under the ONCA, and that the By-laws remain unchanged, in full force and effect.



Brian Sequeira, Chair

Date Signed: December 02, 2022



Alison Hardman, Secretary

Date Signed: December 02, 2022