

***YMCA of Hamilton / Burlington Brantford***

***By-laws***

***Approved***

***27 May 2014***

---

**Version for compliance with *Not-for-Profit Corporations Act, 2010 (Ontario)***

**Approved by Board of Directors: November 2013**

**Approved at Annual General Meeting 27 May 2014**

## TABLE OF CONTENTS

ARTICLE 1- INTERPRETATION .....	1
1.1 Definitions .....	1
1.2 Interpretation.....	2
ARTICLE 2 - MEMBERSHIP IN THE CORPORATION .....	2
2.1 Members .....	2
2.2 Fees .....	2
2.3 Voting .....	2
2.4 Transferability .....	2
ARTICLE 3 - MEETINGS OF MEMBERS.....	2
3.1 Location.....	2
3.2 Annual Meetings .....	3
3.3 Calling Meetings.....	3
3.4 Quorum .....	3
3.5 Notice and Proxies .....	3
3.6 Votes .....	4
3.7 Chair of the Meeting .....	4
3.8 Adjourned Meetings of Members.....	4
3.9 Notice of Adjourned Meetings.....	5
3.10 Written Resolution in Lieu of Meeting.....	5
3.11 Telephonic or Electronic Meetings of Members.....	5
ARTICLE 4 - DIRECTORS .....	5
4.1 Composition of Board .....	5
4.2 Duties and Responsibilities .....	6
4.3 Qualifications of Directors .....	6
4.4 Director Consent to serve as a Director .....	6
4.5 Vacation of Office .....	6
4.6 Election and Term .....	7
4.7 Nomination Procedure for Election of Directors .....	7
4.8 Maximum Terms .....	7
4.9 Filling Vacancies .....	7
4.10 Directors Remuneration.....	8
ARTICLE 5 - MEETINGS OF DIRECTORS .....	8
5.1 Meetings of Directors .....	8
5.2 Regular Meetings .....	8
5.3 Telephonic or Electronic Meetings .....	8
5.4 Notices .....	8
5.5 Quorum .....	9
5.6 Meeting of Board after Annual Meeting.....	9
5.7 Persons Entitled to be Present.....	9
5.8 Voting .....	9
5.9 Casting Vote .....	10

5.10	Polls.....	10
5.11	Written Resolutions in lieu of Meeting.....	10
5.12	Consent of Director.....	10
5.13	Adjournment of the Meeting.....	11
5.14	Notice of Adjourned Meeting.....	11
ARTICLE 6 - INTEREST OF DIRECTORS OR OFFICERS IN CONTRACTS OR TRANSACTIONS .....		11
6.1	Declaration of Conflict .....	11
6.2	General and Continuing Disclosure of Interest.....	12
6.3	Conflict of Interest Policy.....	12
ARTICLE 7 - PROTECTION OF OFFICERS AND DIRECTORS.....		13
7.1	Liability.....	13
7.2	Indemnities to Directors and Others .....	13
7.3	Insurance.....	14
ARTICLE 8 - COMMITTEES .....		14
8.1	Committees.....	14
8.2	Functions, Duties, Responsibilities and Powers of Committees .....	14
8.3	Committee Members, Chair.....	14
8.4	Procedures at Committee Meetings.....	14
8.5	Delegation to a Committee.....	15
ARTICLE 9 - OFFICERS.....		15
9.1	Officers.....	15
9.2	Terms of Office.....	16
ARTICLE 10 - DUTIES OF OFFICERS.....		16
10.1	Chair of the Board.....	16
10.2	Vice Chairs.....	16
10.3	Chief Executive Officer .....	16
10.4	Secretary .....	17
10.5	Treasurer.....	17
10.6	Other Officers.....	17
ARTICLE 11 - ORGANIZATION AND FINANCIAL.....		17
11.1	Seal.....	17
11.2	Execution of Documents.....	17
11.3	Banking Arrangements.....	18
11.4	Financial Year .....	18
11.5	Appointment of Auditor.....	18
11.6	Investments.....	18
ARTICLE 12 - BOOKS AND RECORDS .....		18
12.1	Books and Records.....	18
ARTICLE 13 - CONFIDENTIALITY .....		18
13.1	Confidentiality.....	18

13.2 Board Spokesperson ..... 19

ARTICLE 14 - RULES, POLICIES AND PROCEDURES..... 19

14.1 Rules of Order ..... 19

14.2 Rules and Policies..... 19

ARTICLE 15 - NOTICES ..... 19

15.1 Notice ..... 19

15.2 Computation of Time ..... 20

15.3 Omissions and Errors ..... 20

15.4 Waiver of Notice ..... 20

ARTICLE 16 - AMENDMENT OF BY-LAWS..... 20

16.1 Amendment ..... 20

16.2 Member Approval..... 20

16.3 Repeal ..... 21

## By-law Number 1

### THE HAMILTON / BURLINGTON / BRANTFORD YOUNG MEN'S CHRISTIAN ASSOCIATION

A by-law relating to the transaction of the activities and affairs of [THE HAMILTON / BURLINGTON / BRANTFORD YOUNG MEN'S CHRISTIAN ASSOCIATION] (the "Corporation").

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

#### Article 1 Interpretation

##### 1.1 Definitions

In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as from time to time amended;
- (b) "**Articles**" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special legislation;
- (c) "**Board**" means the board of directors of the Corporation;
- (d) "**By-law**" means this by-law of the Corporation;
- (e) "**Chair**" means the chair of the Board;
- (f) "**Director**" means an individual elected or appointed to the Board;
- (g) "**ex officio**" means membership "by virtue of office" and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (h) "**Members**" means members of the Corporation as described in Article 2;
- (i) "**President and Chief Executive Officer**" means the individual appointed as chief executive officer of the Corporation;
- (j) "**Person**" means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (k) "**Rules and Policies**" means a rule or a policy adopted by the Board in accordance with section 14.2;

- (l) **“special business”** has the meaning given to such term in the *Act* and includes any business other than: consideration of the financial statements and the audit report, election of Directors and reappointment of the incumbent auditor; and
- (m) **“telephonic or electronic”** has the meaning given thereto in the *Act* and includes telephone calls, voice mail, fax, e-mail, automated touch tone telephone system and computer or computer networks.

## **1.2 Interpretation**

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include the opposite. Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.

## **Article 2 Membership in the Corporation**

### **2.1 Members**

The Members of the Corporation shall consist of the Directors from time to time of the Corporation who shall be *ex officio* Members for so long as they serve as Directors.

### **2.2 Fees**

No fees shall be payable by the Members.

### **2.3 Voting**

Each Member shall be entitled to one vote.

### **2.4 Transferability**

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

## **Article 3 Meetings of Members**

### **3.1 Location**

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

### **3.2 Annual Meetings**

The annual meeting of Members shall be held within six (6) months of the fiscal year end and not later than fifteen months after the last annual meeting.

### **3.3 Calling Meetings**

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

### **3.4 Quorum**

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

### **3.5 Notice and Proxies**

(a) Notice of the time and place of a meeting of Members shall be given:

- (i) to each Director,
- (ii) to each Member entitled to receive notice, and
- (iii) to the auditor of the Corporation,

by sending notice by one of the methods set out in section 15.1 addressed to such person at their most recent addresses as shown on the Corporation's records not less than ten (10) days and not more than fifty (50) days prior to the meeting.

(b) The Corporation shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving the notice of the meeting of Members. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting of Members must be deposited with the Corporation, and such time shall be specified in the notice of the meeting.

(c) Notice of a meeting of Members at which special business is to be transacted must:

- (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
- (ii) state the text of any special resolution to be submitted to the meeting.

## **Votes**

- (d) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote.
- (e) At all meetings of Members of the Corporation every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law.
- (f) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting shall have a second vote to break the tie.
- (g) At any meeting of Members, unless a ballot is demanded, an entry in the minutes of a meeting that the chair of the meeting declared that a resolution carried or carried unanimously or by a particular majority or defeated or not carried by a particular majority shall be proof of the fact in the absence of evidence to the contrary, provided, however any Member entitled to vote at the meeting may demand a ballot vote either before or after any vote by show of hands.
- (h) If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### **3.6 Chair of the Meeting**

The chair of a meeting of the Members of the Corporation shall be:

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

### **3.7 Adjourned Meetings of Members**

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



### **3.8 Notice of Adjourned Meetings**

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

### **3.9 Written Resolution in Lieu of Meeting**

Except as provided in the Act, a resolution signed by all of the Members entitled to vote on that resolution at a meeting of Members is valid as if it had been passed at a meeting of Members.

### **3.10 Telephonic or Electronic Meetings of Members**

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting.

If the Directors or Members call a meeting of Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely by electronic or telephonic means that permit all persons to communicate adequately with each other during the meeting,

***Comment: Section 3.10 is written in accordance with the Act, as of January 2014, and allows maximum flexibility regarding participation in Member meetings.***

## **Article 4 Directors**

### **4.1 Composition of Board**

“Subject to the Articles, the Board shall consist of the number of Directors specified in the Articles, except that if the Articles provide for a minimum and maximum number of Directors, the Board shall consist of the number of Directors determined from time to time by a special resolution of the Members (or, if the Directors are empowered by a special resolution to determine the number, by a resolution of the Board) within such minimum and maximum. The Immediate Past Chair shall be a voting member of the Board for a one year period following their Term as Board Chair. All other Directors shall satisfy the criteria set out in section 4.3 and shall be elected by the Members entitled to vote in accordance with section 4.6 or appointed in accordance with section 4.9.”

***Comment: This section will only work once the new Act is proclaimed and our letters patent have been re-stated and amended as articles with a reference to a minimum and maximum board.***

#### **4.2 Duties and Responsibilities**

The Board shall manage or supervise the management of the activities and affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its Articles, by-laws or otherwise, authorized to exercise and do.

#### **4.3 Qualifications of Directors**

No person shall be qualified for election or appointment as a Director if he or she:

- (a) is not an individual;
- (b) is less than eighteen (18) years of age;
- (c) is a person who has been found under *the Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) is a person who has been found to be incapable by any court in Canada or elsewhere; or
- (e) has the status of a bankrupt.

#### **4.4 Director Consent to Serve as a Director**

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

#### **4.5 Vacation of Office**

- (a) The office of a Director shall be automatically vacated:
  - (i) if a Director dies;
  - (ii) if a Director resigns; or
  - (iii) if the Director becomes disqualified under subsections 4.3(a) to (e) inclusive.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.
- (c) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

#### **4.6 Election and Term**

The Directors shall be elected for a term of up to four (4) years provided that each such Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to section 4.5 or until the end of the meeting at which his or her successor is elected or appointed. It is not necessary that all Directors elected at a meeting be elected to hold office for the same term. An election of Directors is not required to take place at each annual meeting of Members.

#### **4.7 Nomination Procedure for Election of Directors**

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

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

The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

#### **4.8 Maximum Terms**

A Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than ten (10) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of ten consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By law shall be included. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service. Despite the foregoing, a Director may, by resolution of the Board, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Vice Chair or Chair or serving as Vice Chair or Chair.

***Comment: The Past Chair will be considered ex officio and not "elected" at the point they become Past Chair so no change needs to be made to allow for the length of their term.***

#### **4.9 Filling Vacancies**

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

In the absence of a quorum of the Board, or if there has been a failure of the Members to elect the number of Directors (or minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a meeting of Members to fill the vacancy.

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

#### **4.10 Directors Remuneration**

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

### **Article 5 Meetings of Directors**

#### **5.1 Meetings of Directors**

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

#### **5.2 Regular Meetings**

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

#### **5.3 Telephonic or Electronic Meetings**

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

#### **5.4 Notices**

Notice of meetings, other than regular meetings, shall be given to all Directors at least 48 hours prior to the meeting. The Chair, a Vice Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all

Directors and the majority of the Directors consent to the holding of such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

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

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

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

### **5.5 Quorum**

A majority of the Directors shall constitute a quorum.

### **5.6 Meeting of Board after Annual Meeting**

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

### **5.7 Persons Entitled to be Present**

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

### **5.8 Voting**

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

## **5.9 Casting Vote**

In the case of an equality of votes, the chair of the meeting shall have a second vote.

## **5.10 Polls**

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

## **5.11 Written Resolutions in lieu of Meeting**

A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

## **5.12 Consent of Director**

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

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

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

### **5.13 Adjournment of the Meeting**

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

### **5.14 Notice of Adjourned Meeting**

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

## **Article 6**

### **Interest of Directors or Officers in Contracts or Transactions**

#### **6.1 Declaration of Conflict**

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

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

- (b) The disclosure required to be made, pursuant to subsection 6.1(a), by a Director shall be made:
- (i) at the meeting at which a proposed contract or transaction is first considered;
  - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
  - (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
  - (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.
- (c) The disclosure required to be made, pursuant to subsection 6.1(a), by an officer who is not a Director shall be made:

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
  - (ii) if the officer becomes interested after a contract is made or 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.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 6.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Directors or Members, then the Director or officer shall disclose to the Corporation or request to have entered in the minutes of Directors' meetings the nature and extent of his or her interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the *Act*, Director referred to in subsection 6.1(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 6.1(e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the *Act*, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Members.

## **6.2 General and Continuing Disclosure of Interest**

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

## **6.3 Conflict of Interest Policy**

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



**Article 7**  
**Protection of Officers and Directors**

**7.1 Liability**

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

**7.2 Indemnities to Directors and Others**

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the request of the Corporation as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in subsection 7.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(c).
- (c) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

### **7.3 Insurance**

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

## **Article 8 Committees**

### **8.1 Committees**

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

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

### **8.2 Functions, Duties, Responsibilities and Powers of Committees**

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

### **8.3 Committee Members, Chair**

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

The members of any committee (other than a committee referred to in section 8.5, if any) need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be *ex officio* members of all committees.

### **8.4 Procedures at Committee Meetings**

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

## **8.5 Delegation to a Committee**

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

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

## **Article 9 Officers**

### **9.1 Officers**

(a) The officers of the Corporation shall include:

- (i) Chair of the Board; and
- (ii) Chief Executive Officer,

and may include one or more Vice Chairs and any such other officers as the Board may by resolution determine.

- (b) The officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur.
- (c) Subject to the *Act*, the Board may specify the duties of officers and delegate to them powers to manage the activities and affairs of the Corporation, except the power to do anything referred to in section 8.5.
- (d) A person may hold more than one office.
- (e) Other than the Chair of the Board, who must be a Director, officers of the Corporation may but need not be Directors.

## **9.2 Terms of Office**

Unless otherwise provided in this By-law, the officers appointed by the Board shall hold office for a term of up to two years from the date of appointment or until their successors are appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

## **Article 10 Duties of Officers**

### **10.1 Chair of the Board**

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

### **10.2 Vice Chairs**

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

### **10.3 Chief Executive Officer**

The chief executive of the Corporation shall be known as the Chief Executive Officer and shall be appointed and hired by the Board. The Chief Executive Officer shall have charge and control over the activities and property of the Corporation, shall direct the work of all of its employees, and shall attend all meetings of the Board, the Members, and any committee of the Corporation at the request of the Board or the Chair. The Chief Executive Officer shall make

periodic and regular reports to the Board and shall in these reports make recommendations concerning all questions calling for action or direction. The Chief Executive Officer shall be responsible for all employee matters, including hiring, and termination (if necessary).

#### **10.4 Secretary**

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

#### **10.5 Treasurer**

The Treasurer, if appointed, shall carry out the duties of the treasurer of the Corporation generally, and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books to be kept for that purpose. The Treasurer shall chair the audit committee of the Board if such committee has been established, and shall perform such other duties as may be prescribed by the by-laws or the Board.

#### **10.6 Other Officers**

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

### **Article 11 Organization and Financial**

#### **11.1 Seal**

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

#### **11.2 Execution of Documents**

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

signing officer may affix the seal of the Corporation to any Document, and may certify a copy of any Document, resolution, or by-law of the Corporation to be a true copy.

### **11.3 Banking Arrangements**

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

### **11.4 Financial Year**

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

### **11.5 Appointment of Auditor**

The Members entitled to vote shall, at each annual meeting, appoint a person as auditor who meets the independence and qualifications criteria set forth in the *Act*, to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the *Act*.

### **11.6 Investments**

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

## **Article 12 Books and Records**

### **12.1 Books and Records**

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

## **Article 13 Confidentiality**

### **13.1 Confidentiality**

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

- (a) brought before the Board;

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

### **13.2 Board Spokesperson**

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

## **Article 14 Rules, Policies and Procedures**

### **14.1 Rules of Order**

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

### **14.2 Rules and Policies**

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

## **Article 15 Notices**

### **15.1 Notice**

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of facsimile transmission or electronic mail shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The Chief Executive Officer may change or cause to be changed the recorded address of any Member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

## **15.2 Computation of Time**

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

## **15.3 Omissions and Errors**

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

## **15.4 Waiver of Notice**

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive or consent to abridge the time for giving any notice required to be given to him, her or it under any provision of the *Act*, the Articles or the by-laws of the Corporation, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

## **Article 16 Amendment of By-laws**

### **16.1 Amendment**

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

### **16.2 Member Approval**

- (a) The Board shall submit all new by-laws, amendments to by-laws or repeals of by-laws, to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.
- (b) If the by-law, amendment or repeal is not submitted to the Members at the next meeting of Members, it automatically ceases to have effect and any subsequent by-law amendment or repeal that has substantially the same purpose or effect shall not be effective until confirmed by the Members.



- (c) The Members entitled to vote at the meeting may confirm the by-law as presented, reject it or amend it. If rejected, it thereupon ceases to have effect and the Corporation shall revert to the by-law in force immediately prior thereto, provided that no act done or right acquired under any such by-law is prejudicially affected by any such rejection or refusal to approve. If approved, or approved as amended, the by-law remains effective in the form in which it was confirmed.

### **16.3 Repeal**

All previous by-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members of the Corporation with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.