



COMMUNITY LIVING LONDON

CONSTITUTION AND BY-LAWS

REVISED

June 23, 2016

COMMUNITY LIVING LONDON

Incorporated Letters Patent dated the thirty-first day of January, 1952

CONSTITUTION (SUPPLEMENTARY LETTERS PATENT)

- (a) TO support and assist individuals with intellectual disabilities and their families to become included in the community in ways in which they can realize their goals and contribute their talents to fully achieve their potential;
- (b) TO encourage scientific research and study into the causes of intellectual disabilities, with a view to preventing them and to seek the cooperation of all authorities and professionals toward that end;
- (c) TO promote the education, development, and inclusion of all persons with an intellectual disability: in their homes, in community support services and in all schools and educational institutions; and to cooperate with public and private agencies, various Ministries of the federal and provincial government as well as the municipal government, local school boards and other groups and organizations having a similar purpose;
- (d) TO provide direct services to adults and children with an intellectual disability and to cooperate with government and community groups and agencies in the coordination and delivery of services to people with intellectual disabilities;
- (e) TO promote a greater public awareness, understanding and acceptance of people with intellectual disabilities in the broader community;
- (f) TO further the training and education of employees, professionals and volunteers, who serve the needs of people with intellectual disabilities;
- (g) TO solicit, raise and receive funds and other assistance to assist in the achievement of the above objectives.

This revised Constitution was passed by the Board of Directors on the 25th day of November, 2004.

Ratified by the Members of Community Living London on the 17th day of March, 2005.

Community Living London

By-law No. 6

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COMMUNITY LIVING LONDON

BY-LAW NO. 6

A By-law relating generally to the transaction of the business and affairs of Community Living London.

BE IT ENACTED as a By-law of Community Living London that:

1. Head Office

The Head Office of Community Living London shall be in the Municipality of the City of London, in the County of Middlesex, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

2. Seal

The seal, an impression whereof is reproduced below, shall be the corporate seal of the Corporation.



3. Definitions and Interpretation

In this By-law:

- a. "Act" means the Corporations Act of Ontario and the Regulations made under it, as amended or re-enacted from time to time; provided that upon the proclamation of the Not-for-Profit Corporations Act, 2010 (Ontario), "Act" shall thereafter mean the Not-for-Profit Corporations Act, 2010 (Ontario) and the Regulations made under it, as amended or re-enacted from time to time;
- b. "Agent" means any person designated as such by the Board of Directors for the purposes set forth in these By-laws;
- c. "Articles" means the articles of incorporation or the letters patent or supplementary letters patent of the Corporation, as amended from time to time;
- d. "Board" means the Board of Directors of the Corporation;

- e. “By-laws” means this By-law (including any schedules to this By-law) and all other by-laws of the Corporation as amended from time to time;
- f. “Corporation” means Community Living London;
- g. “Director” means a person elected or appointed as a member of the Board of Directors of the Corporation;
- h. “Executive Director” means the employee of the Corporation who is appointed by the Board to the Officer position of Executive Director, and who shall also be appointed and serve in the Officer positions of Chief Executive Officer and Secretary of the Corporation, but notwithstanding such title shall not be a Director;
- i. “Member” means a member of the Corporation;
- j. “Members” means collectively all of the Members of the Corporation;
- k. “Officer” means a person elected or appointed by the Board to the position of President, Vice President, Treasurer, or such other Officer position determined by the Board, and shall include the Executive Director who shall also be the Chief Executive Officer and the Secretary.
- l. “Significant Other”, where used IN DESCRIBING a relationship BETWEEN TWO INDIVIDUALS, means individuals who:
 - (a) are married to each other or who were married to each other within the past five (5) years; or
 - (b) have cohabitated continuously with each other in a conjugal relationship for a period of not less than one (1) year; or
 - (c) are in a relationship of some permanence with each other if they are the natural or adoptive or custodial parents of a child; or
 - (d) in the opinion of the board, hold themselves out as domestic or common law partners of each other.

In the interpretation of this By-law, words in the singular include the plural and vice-versa, and words in any gender include all genders.

4. Severability and Precedence

The invalidity or unenforceability of any provision in any of the By-laws shall not affect the validity or enforceability of the remaining provisions of such By-law. If any of the provisions contained in the By-laws are inconsistent with the provisions contained in the Act or the Articles, the provisions contained in the Act or in the Articles, in that order and as the case may be, shall prevail.

5. Members and Membership

a. Classes of Members

There shall be one class of Members in the Corporation.

b. Member Qualifications

Members shall be limited to persons interested in furthering the Corporation's purposes and who have applied for and been accepted as a Member of the Corporation by resolution of the Board or in such other manner as may be determined by the Board from time to time.

Any person who is not less than eighteen (18) years of age and who is interested in the policies, purposes and objects of the Corporation is eligible and make application to become a Member upon payment of the annual membership fee prescribed from time to time by the Board.

Persons employed by the Corporation and their Significant Other are not eligible to become Members of the Corporation, and shall, if already a Member, automatically and without any requirement for notice cease to be a Member upon becoming an employee, or upon their Significant Other becoming an employee of the Corporation.

c. Rights of Members

Each Member shall be entitled to receive notice of and attend, and subject to Section 6b to vote, at all Meetings of Members of the Corporation.

d. Membership is not Transferable

Membership is not transferable and automatically terminates if a Member resigns, has not paid their membership fees when required or such membership is otherwise terminated in accordance with these By-laws or the Act.

e. Waiver of Membership Fees

The Board may by resolution waive the annual membership fees of a Member if, in the discretion of the Board, that Member has contributed long and distinguished service to the Corporation or has made an outstanding contribution to the Corporation or in the field of intellectual disabilities.

f. Termination of Membership

Upon not less than fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership of such Member for violating any provision of the Articles or By-laws or for any conduct of such

Member that the Board in its discretion determines is not in keeping with the vision, mission, objectives or standards of the Corporation. The notice shall set out the reasons for the disciplinary action or termination of the membership of such Member. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member, if any, before making a final decision regarding disciplinary action or termination of the membership of such Member.

There shall be no refund of membership fees to a terminated Member.

g. **Membership Year**

The membership year shall commence on April 1 of each year and shall expire on March 31 of the subsequent year.

6. Membership Fees

- a. The annual membership fees payable by each Member shall from time to time be fixed by the Board. Membership fees shall be payable by each Member, unless waived by the Board, upon the initial application of the Member for membership and thereafter on or before April 1 of each year.
- b. A Member shall only be entitled to vote, move or second any motion, or speak to any motion at the Annual General Meeting or at any other Special Meeting of the Members of the Corporation, if his or her membership fees are paid in full not less than thirty (30) days prior to the date of the Meeting, or have been waived by the Board.
- c. A member who has not paid his or her annual membership fees by April 30 shall automatically and without further notice cease to be a Member.

7. Annual General Meeting or other Meetings of Members

- a. The Annual General Meeting and other Meetings of Members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board may determine, and on such day as the Board shall appoint, provided that the Annual General Meeting shall be held before July 1 of each year.
- b. At every Annual General Meeting, the following items shall be presented and are deemed to be ordinary business:
 - i. the agenda for the Meeting;
 - ii. the minutes of the previous Annual General Meeting and all subsequent other Meetings of Members;

- iii. the annual financial statements of the Corporation for the immediately preceding fiscal year;
 - iv. the report of the auditor or such other person who has been appointed by the Board to review the annual financial statements of the Corporation;
 - v. the reappointment or new appointment of the auditor;
 - vi. the election of Directors; and
 - vii. such other or special business as may be set out in the notice of the Meeting.
- c. All other business transacted at the Annual General Meeting shall be deemed special business. No special business proposed by a Member shall be included on the agenda for an Annual General Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual General Meeting in accordance with the Act, in order that such item can be included in the notice of the Annual General Meeting.
 - d. The rules contained in Roberts Rules of Order shall govern at all Annual General Meetings, other Meetings of Members and Meetings of the Board.
 - e. The Board or the President or any Vice President shall have power to call, at any time, a Special Meeting of the Members of the Corporation.
 - f. Upon written request delivered to the Secretary and signed by not less than ten percent of the Members who at such time are entitled to vote as provided in Section 6b, the Secretary shall call a Special Meeting of the Members within twenty-one (21) days of receipt of such request.
 - g. At any Special Meeting of the Members, general business may be discussed and urgent business may be transacted, but ordinary business shall be the function of the Board and the Officers of the Corporation.
 - h. Employees of the Corporation may serve as advisors or consultants to the Board or its Committees, but shall have no vote nor shall they hold position as an Officer.

8. Chair of Member Meetings

The President shall be the Chair of all Member Meetings. In the President's absence, the President may designate another Director to chair the Member Meeting. If there is no such designation, the Vice President shall act as Chair. In the event both the President and Vice President are absent and no designation has been made, the Members present at any Member Meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the Meeting.

9. Notice of Member Meetings

Notice of the Annual General Meeting and all other Meetings of Members shall be provided to all Members, all Directors and to the auditor in accordance with Section 42 of this By-law. Written notice of the date, time and place of every Annual General Meeting or other Meeting of Members shall be given to each, Director and to the auditor Member not less than fourteen (14) days nor more than fifty (50) days before the date fixed for the holding of such Meeting. Notice of any Member Meeting where special business will be transacted shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each Meeting shall remind Members of the right to vote by proxy.

10. Error or Omission in Notice of Member Meetings

No error or omission in giving notice of any Annual General Meeting, Meeting of Members or an adjourned Meeting, whether an Annual General Meeting or other Meeting of Members, shall invalidate any such Meeting or make void any proceeding taken or business transacted thereat, provided that a quorum of Members was present.

11. Adjournments of Member Meetings

The Chair at any Meeting of Members may, with the majority consent of Members present at the Meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, Directors or the auditor, unless the Meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned Meeting which might have been properly brought before or dealt with at the original Meeting in accordance with the notice calling the same.

12. Quorum at Member Meetings

A quorum for the transaction of business at any Annual General Meeting or other Meeting of Members shall consist of not less than fifteen (15) Members entitled to vote at such Meeting as provided in Section 6b of this By-law, present in person or by proxy, at least two (2) of whom shall be a Director and at least one (1) of whom shall be an Officer of the Corporation. If a quorum is not maintained throughout the Meeting, discussions shall be permitted to continue but no business shall be transacted after a quorum has been lost.

13. Voting of Members at Meetings

- a. At all Meetings of Members, every question shall be decided by a majority of the votes of the Members entitled to vote at such Meeting as provided in Section 6b, present in person or by proxy, unless otherwise required by the By-laws or by the Act.

- b. Each Member entitled to vote at such Meeting as provided in Section 6b shall be entitled to one (1) vote on each question arising at such Meeting of Members.
- c. Unless a written ballot be demanded, votes shall be taken by a show of hands among all Members present and entitled to vote, with the Chair abstaining.
- d. An abstention shall not be considered a vote cast.
- e. Before or after a show of hands has been taken on any question, the Chair of the Meeting may require, or any Member entitled to may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the Meeting shall direct.
- f. Where an equal number of votes is cast on a particular question (a tie vote), the Chair of the Meeting shall cast a tie-breaking vote.
- g. Whenever a vote by a show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the Meeting that a motion has been carried or defeated and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

14. Proxy Votes by Members

At all Meetings of Members, a Member entitled to vote at such Meeting as provided in Section 6b may vote by proxy executed in writing by the Member or by their duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation not less than two (2) business days prior to the Meeting. 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 notice of the Meeting. No proxy shall be valid i) after thirty days (30) days from the date of its execution unless otherwise provided in the proxy, or ii) after the date of the conclusion of the Meeting at which the proxy was intended to be utilized, including all adjournments of such Meeting.

15. Board of Directors

- a. Until the proclamation of the Not-for-Profit Corporations Act, 2010 (Ontario), the affairs of the Corporation shall be managed by a Board consisting of 17 Directors, and following the proclamation of the Not-for-Profit Corporations Act, 2010 (Ontario), the affairs of the Corporation shall be managed by a Board consisting of a minimum of five (5) and a maximum of seventeen (17) Directors. At no time shall the specified number of Directors be less than three (3).
- b. Following the proclamation of the Not-For-Profit Corporations Act, 2010 (Ontario), the authorized number of Directors of the Corporation shall be changed to a range of a minimum of five (5) and a maximum of seventeen (17) Directors. Thereafter, to change

the number of Directors within such authorized range, the Members may from time to time by ordinary resolution passed by a majority of the votes properly cast at a Members Meeting, of which notice has been given in accordance with the provisions of this By-law specifying the intention to pass such a resolution, increase or decrease the number of Directors, provided that such number shall not be less than the minimum number nor more than the maximum number of Directors then authorized in the Articles or this By-law as the case may be, and provided further that no such decrease in the number of Directors shall shorten the term of an incumbent Director. In addition to the powers of the Members to increase or decrease the number of Directors within such range, such powers are also delegated to the Directors to effect such change by ordinary resolution provided that there is a quorum of Directors then in office.

- c. The Board shall include the immediate Past President who shall be an ex-officio voting member of the Board until such time thereafter as there is a new immediate Past President, and so on from time to time.
- d. Notwithstanding the title of Executive Director, the Executive Director shall not be a Director or member of the Board.
- e. The Board shall include a minimum of one (1) self-identified, self-advocate, who shall have full voting rights and who shall be appointed by the Board at the first Meeting of Directors immediately following an Annual General Meeting of the Members for a two (2) year term.
- f. Directors, except ex-officio Directors and Directors appointed by the Board, shall be elected or appointed by the Members at the Annual General Meeting for staggered terms on a rotational basis. Each Director elected or appointed by the Directors or the Members shall hold office for a two (2) year term, commencing immediately after the Annual General Meeting, and shall hold office until their successor shall be duly elected or appointed.
- g. Half of the Directors shall be elected or appointed every two (2) years and the other half shall be elected or appointed in alternate years.
- h. No Director, other than in the ex-officio capacity as Past President, shall serve for more than a total of eight (8) consecutive years. The Past President shall remain an ex-officio Director until such time thereafter as there is a new immediate Past President. The position of a Past President who resigns or otherwise leaves office before there is thereafter a new immediate Past President shall remain vacant and shall not be filled by the preceding Past President or otherwise other than by there being thereafter a new immediate Past President.
- i. No person shall be elected or appointed as a Director at the Annual General Meeting unless not less than thirty (30) days prior to the Annual General Meeting, the Secretary has received the written consent of such person to have his or her name placed in nomination at such Annual General Meeting.

- j. Members may by resolution passed by a majority of the votes properly cast at a Members Meeting, of which notice has been given in accordance with the provisions of this By-law specifying the intention to pass such a resolution, remove any Director before the expiration of his or her term of Office, and may, by a majority votes cast properly at that Meeting, elect any properly qualified person to fill the vacancy for the remainder of the term of the removed Director.
- k. The Board may appoint by majority vote one (1) or more additional Directors to hold office for a term expiring not later than the close of the next Annual General Meeting of the Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected by the Members at the previous Annual General Meeting.
- l. No employee of the Corporation or their Significant Other, parent, grandparent, sibling or child shall be eligible to be a Director.

16. Vacancies in the Board of Directors

- a. The office of a Director shall be vacated immediately:
 - i. if the Director resigns by written notice delivered to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - ii. if the Director dies or becomes bankrupt;
 - iii. if the Director is found to be incapable of managing property by a court or under Ontario law;
 - iv. if, at a Meeting of the Members, of which notice has been given in accordance with the provisions of this By-law specifying the intention to pass such a resolution, a resolution is passed by a majority of the votes properly cast by the Members removing the Director before the expiration of the Director's term of office; or
 - v. if, upon not less than fifteen (15) days' written notice to a Director specifying the intention to pass such a resolution, by a majority vote of the Board, the unexcused absences of a Director from not less than three (3) consecutive Directors' Meetings is deemed by the Board to constitute sufficient reason to remove such Director before the expiration of the Director's term of office.
- b. Filling Vacancies in the Board of Directors
 - i. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill any vacancy or vacancies

such that there is then at least a quorum of Directors and, if they fail to call such a Meeting, the Meeting may be called by any Member;

- ii. if a vacancy occurs as a result of the Members removing a Director at a Members Meeting properly called, the Members may fill the vacancy by a majority of votes properly cast at that Meeting. Any such Director elected to fill a vacancy shall hold office for the remainder of the term of the removed Director; and
- iii. if there is a quorum of Directors, the Board may by majority vote fill any other vacancy, and the appointee shall hold office for the remainder of the term of the vacated Director.

17. Powers of the Board of Directors

- a. The Board shall govern the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any contract which the Corporation may lawfully enter into and, save as is hereinafter provided, shall exercise all such other powers and do all such other acts and things as the Corporation is by its Articles and By-laws authorized, or otherwise authorized, to exercise and do.
- b. Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any rights and interests therein, for such consideration and upon such terms and conditions as the Directors may deem advisable.
- c. The Board may, subject to the Act, constitute such Committees and Advisory Boards as it may from time to time deem necessary or advisable to assist the Board in the governance and management of the affairs of the Corporation, and may determine the number and identity of persons (not necessarily Directors or Members), who shall participate in such Committees and Advisory Boards and the duties to be undertaken by them, provided that such duties shall be of an advisory nature only, and that all powers vested in the Board shall be exercised only by the Board, except as otherwise provided in this By-law. The Board may by resolution remove any Committee or Advisory Board member, or dissolve any Committee or Advisory Board. The President shall be an ex-officio voting member of all Committees and Advisory Boards.

18. Remuneration of Directors

- a. Directors shall serve as such without remuneration and shall not, directly or indirectly, receive any payment, fees, profit, salary or honorarium in their capacities as Directors, except for reimbursement of reasonable out-of-pocket expenses related to their functions as Directors.

- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in a capacity other than as a Director, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made;
 - iii. in compliance with the conflict of interest provisions of the Act; and
 - iv. in compliance with provisions of the Act or laws applicable to charitable corporations.

19. Meetings of Board of Directors

- a. Except as otherwise required by law, the Board may hold its Meetings at such place or places as the Board, from time to time, shall determine. With the consent of a majority of the Directors, the Board may hold its Meetings by conference call or by other such means that the Board determines.
- b. Meetings of Directors may be called by the President, a Vice President, or by the Executive Director. Meetings of Directors may be called on the direction in writing of three (3) Directors for a stated purpose. The Statutory Declaration of the President, Vice President, Executive Director, or by the three (3) Directors, as the case may be, who called the Meeting, that notice of such Meeting has been properly given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- c. Meetings of Directors shall be held not less than four (4) times in each fiscal year of the Corporation.

20. Chair of Director Meetings

The President shall preside as the Chair of all Meetings of Directors. In the President's absence, the President may designate another Director to chair the Meeting of Directors. If there is no such designation, the Vice President shall act as Chair. In the absence of both the President and Vice President and where no designation has been made, the Directors present shall choose one of the Directors present to act as the Chair of the Meeting.

21. Notice of Directors' Meetings

- a. Notice of each Directors Meeting shall be provided to all Directors in accordance with Section 42 of this By-law. Written notice of the date, time and place of each Meeting of Directors shall be given to each Director not less than five (5) days before the Meeting is scheduled to take place, and if given by mail shall be mailed to each Director not less

than seven (7) days before the Meeting is to take place. Notice of a Meeting of Directors is not necessary if all of the Directors are present, and none objects to the holding of the Meeting, or if those absent, either before or after the Meeting, have, in writing, have waived notice or have otherwise signified their consent to the holding of such Meeting. Notice of an adjourned Meeting is not required if the date, time and place of the adjourned Meeting is announced at the Meeting at the time of the adjournment. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first Meeting immediately following each Annual General Meeting.

- b. Notwithstanding the foregoing, the Board may by resolution appoint a day or days in any month or months, and a place or places, and a time or times, for regular Meetings, and upon sending a copy of such resolution to each Director, no other notice shall be required for any such regular Meetings.
- c. No error or omission in giving notice of any Meeting of Directors shall invalidate any such Meeting, or invalidate or make void any proceeding taken or business transacted thereat, provided that a quorum of Directors was present.
- d. At any Meeting of Directors, so long as a quorum is present, the Directors may transact or consider any business, either special or general, at any Meeting of the Board.

22. Participation in Directors Meeting by Telephone or Other Communications Facilities

If all the Directors participating consent, and a quorum of Directors is participating, any or all of the Directors may participate in any Meeting of Directors by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that Meeting.

23. Quorum – Director’s Meetings

A quorum for the transaction of business at any Meeting of Directors shall consist of a majority of the then specified number of Directors, including one (1) who is an elected Officer, as provided in accordance with the provisions of the Articles, or this By-law, as the case may be.

24. Voting of Directors at Meetings

Questions arising at any Meeting of Directors shall be decided by a majority of votes, with the Chair abstaining except in the case of an equality of votes. Each Director present shall have one (1) vote. In the case of an equality of votes (a tie vote), the Chair shall cast a tie-breaking vote. All votes at any such Meeting shall be taken by a show of hands of all Directors present, unless a poll is requested by any Director, either before or after the show of hands. If a poll is requested, such poll shall be taken in such manner as the Chair of the Meeting shall direct. The Chair shall make a declaration that a motion

has been carried or defeated and an entry to that effect shall be recorded in the minutes and shall be conclusive evidence of the fact without further proof.

25. Directors' Conflict of Interest

- a. Every Director who in any way, directly or indirectly, or whose Significant Other, directly or indirectly, has an interest or has a perceived interest in a proposed or existing contract or transaction with the Corporation shall in accordance with the Act make a full and fair declaration and disclosure of the nature and extent of the interest at a Meeting of the Board and such declaration shall be recorded in the minutes.
- b. In the case of a proposed contract or transaction, the declaration of interest shall be made at the Meeting of the Board at which the question is first taken into consideration. In the case of an existing contract or transaction, the declaration shall be made at the first Meeting of the Board after such Director becomes a Director or the interest comes into being and such declaration shall be recorded in the minutes.
- c. After making such a declaration, such Director shall not participate in discussions or deliberations and shall not vote on such a contract or transaction, and shall not be counted in the quorum present. If a Director has made a timely declaration of an interest in a contract or transaction in compliance with this Section, such Director is not accountable to the Corporation for any profit or loss realized from the contract or transaction.
- d. If a Director fails to make a declaration of their interest in a contract or transaction in compliance with this Section, such Director shall account to and reimburse the Corporation for all profit realized by such Director, directly or indirectly, from such a contract or transaction, unless otherwise determined by the Board.

26. Officers

- a. The Officers of the Corporation shall consist of a President who shall act as Chair of the Board, one or more Vice Presidents, a Treasurer, an Executive Director, a Chief Executive Officer and a Secretary (the latter three Officer positions being occupied by a single person), and such other Officers as the Board may determine from time to time.
- b. The Officers, with the exception of the person occupying the three Officer positions as Executive Director, Chief Executive Officer and Secretary, shall be elected or appointed by the Board from among the Directors at the first Meeting of Directors after each Annual General Meeting, provided that in default of such an election or appointment, the current incumbent Officers shall continue to hold their respective Offices until their successors are elected or appointed.
- c. If, for any reason, an Officer's position other than the positions of Executive Director, Chief Executive Officer and Secretary, becomes vacant, the Board shall elect or appoint from among the Directors a new Director to fill the vacant Officer position.

- d. The Offices of the Executive Director, Chief Executive Officer and Secretary shall be filled by appointment by the Board, and shall not be a Director.
- e. A Director may hold only one (1) Officer position, except that the President and the Chair may be the same person, and the Executive Director, Chief Executive Officer and Secretary shall be the same person and shall not be a Director.
- f. No Officer, with the exception of the Executive Director, Chief Executive Officer and Secretary, may hold the same office for more than eight (8) consecutive years.
- g. The Board may, by resolution, remove any Officer of the Corporation at any time.
- h. The Board may appoint such other Officers and Agents as it deems necessary or advisable from time to time, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

27. Indemnity of Directors and Officers

- a. Every Director, Officer, Committee member or Advisory Board member of the Corporation and their heirs, executors and administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
 - i. any liability and all costs, charges and expenses whatsoever which he or she may sustain or incur in respect of any action, suit or other proceeding which is brought, commenced or prosecuted against him or her in respect of any act, omission, deed, matter or thing whatsoever, made, done or permitted by him or her, in respect of the execution of the duties of their office or position, unless it is in respect of any liability, costs, charges or expenses which are occasioned by their own willful neglect or default or arise as a result of acts outside the scope or duties of their office or position; and
 - ii. all other costs, charges and expenses which he or she may sustain or incur in respect of or in relation to the affairs of the Corporation, provided that any Director or Officer shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses which he or she may sustain or incur in respect of any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed under any Statute, unless it is in respect of any liability, costs, charges or expenses which are occasioned by their own willful neglect or default or arise as a result of acts outside the scope or duties of their office or position.

28. Protection of Directors and Officers

- a. No Director, Officer, Committee member or Advisory Board member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, Committee

member or Advisory Board member or employee of the Corporation, or for joining in any receipt, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or position provided that they have:

- i. complied with the Act and the Articles and By-laws;
- ii. exercised their powers and discharged their duties in accordance with the Act;
- iii. no act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Directors; and
- iv. relied upon the accuracy of any statement or report prepared by the Corporation's auditors and shall they not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

29. Duties of President and Vice President(s)

- a. The President shall, when present, preside as Chair at all Meetings of the Members, the Board, and the Executive Committee of the Corporation. The President or a Vice President designated by the Board shall ensure that all orders and resolutions of the Board are carried into effect and the President or a Vice-president or other Officer designated by the Board for that purpose shall sign all documents requiring the signature of an Officer. The President shall be an ex-officio voting member of all Committees and Advisory Boards.
- b. During the absence or inability of the President, the duties and powers of the President shall be exercised by a Vice President or other Officer designated for such purpose by the Board.
- c. The President and each Vice President shall perform such other duties as may from time to time be determined by the Board.

30. Duties of Treasurer

- a. The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation are maintained, and that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such financial institutions or otherwise as may from time to time be designated by the Board.

- b. The Treasurer shall ensure that the funds of the Corporation are disbursed in accordance with the directions of the Board.
- c. The Treasurer shall ensure that the annual financial statements of the Corporation are audited.
- d. The Treasurer shall perform such other duties as may from time to time be determined by the Board.

31. Duties of the Executive Director, Chief Executive Officer and Secretary

- a. The Executive Director shall also be the Chief Executive Officer and Secretary of the Corporation. The Secretary shall ensure that a record of all Annual General Meetings and other Meetings of Members and Meetings of the Board is kept. The Chief Executive Officer shall attend to correspondence on behalf of the Members and the Board and shall prepare or have prepared all reports required under any Act or regulation for the Province of Ontario or the Government of Canada or any other governmental authority.
- b. The Chief Executive Officer shall be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of any applicable Act or Regulation.
- c. The Chief Executive Officer shall perform such other duties as may from time to time be determined by the Board.

32. Duties of Other Officers

The duties of all other Officers of the Corporation shall be such as may from time to time be determined by the Board.

33. Executive Committee

- a. There shall be an Executive Committee of the Board, consisting of the President, the Past-President, the Treasurer, one or more Vice Presidents, and/or one or more other Directors designated by the Board. The Executive Director shall not be a member of the Executive Committee, but shall, unless otherwise determined by the Executive Committee, be entitled to attend meetings as Secretary in a non-voting capacity. Other senior managers of the Corporation may be requested to participate in an advisory or consultative non-voting capacity.
- b. The President shall act as the Chair of the Executive Committee.
- c. A majority of the members of the Executive Committee shall constitute a quorum.

- d. The Executive Committee shall possess and may exercise between Meetings of the Board and subject to any restrictions which the Board may from time to time impose, all the powers of the Board in the governance of the affairs of the Corporation.
- e. The Executive Committee shall keep minutes of its Meetings, in which shall be recorded all actions taken by it, which actions shall be communicated to the Board as soon as practicable.
- f. The Executive Committee may invite the Officers, Directors, senior managers and other employees of the Corporation from time to time to attend Meetings or portions of Meetings of the Executive Committee and to assist thereat in an advisory or consultative non-voting capacity in discussions and considerations of the affairs of the Corporation.

34. Standing Committees

- a. The Board shall have the power and authority to establish standing committees to advise the Board on policy, service or any other issues pertinent to the operation and affairs of the Corporation. Each standing committee shall be established at the will of the Board, with the Chair of each committee being a Director designated by the Board. The Board shall appoint to each such committee the persons to serve on such committee.
- b. No standing committee shall have the authority to bind the Corporation for the payment of money or the performance of any contract or the carrying out of any obligation or duty, the authority to do so being specifically reserved expressly to the Board or the duly authorized personnel and elected Officers of the Corporation.
- c. The Board shall furnish the Chair of each standing committee with the terms of reference within which their committee shall function and the duties of such committee.
- d. Each standing committee will from time to time submit a report of its work to the Board and shall do so upon request of the Board.
- e. The Board may by resolution dissolve any standing committee at any time.

35. Nominating Committee

- a. The Board shall appoint a Nominating Committee not less than ninety (90) days prior to each Annual General Meeting. The Nominating Committee shall consist of five (5) appointees, three (3) of whom, including the Chair, shall be Directors. The other two (2) appointees to the Nominating Committee shall be Members entitled to vote as provided in Section 6b.
- b. The Nominating Committee shall co-ordinate the nominations for persons to be elected or appointed to the Board at the Annual General Meeting. Not less than sixty (60) days prior to the Annual General Meeting, the Nominating Committee shall cause to be published and to be sent to all Members and Directors in accordance with the provisions

of Section 42, an invitation to nominate persons willing to serve on the Board, together with the form of written consent required of such nominees, and stating the deadline for the receipt by the Nominating Committee of such nominations and consents. To be valid, a nomination must be in writing, it must be signed by the nominating Member, and it must be accompanied by the signed consent of the nominee. A Director whose term is ending and who is prepared to stand for a new term must be nominated and must consent as provided above. Members of the Nominating Committee are eligible to be nominated and/or to nominate other nominees.

- c. Following the passing of the stated deadline for receipt of nominations, no further nominees nominated by the Members will be accepted by the Nominating Committee. The Nominating Committee shall then meet to ensure that not less than the required number of nominees to fill all anticipated vacancies have been nominated, and if not, the Nominating Committee, by majority vote, shall nominate and obtain the written consent of sufficient additional nominees as shall be required, which may include members of the Nominating Committee. The Nominating Committee, by majority vote, may also nominate and obtain the written consent of any number of additional nominees.
- d. The Nominating Committee shall prepare a report to be sent not less than fourteen (14) days in advance of the Annual General Meeting of the Corporation to all Members and Directors in accordance with the provisions of Section 42, identifying those nominees duly nominated for election as a Director. A brief biography of each nominee shall be included, as well as, subject to the discretion of the Nominating Committee, its recommendations in relation to any one (1) or more of the nominees.
- e. If required by the Chair of the Annual General Meeting, the Nominating Committee will supervise the election of duly nominated nominees to the Board at the Annual General Meeting.

36. Financial Year

The Financial (Fiscal) Year of the Corporation shall terminate on March 31 of each year, unless otherwise determined by Statute or by resolution of the Board.

37. Banking

- a. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers of the Corporation, or by such other person or persons, and in such manner as shall from time to time be determined by resolution of the Board.
- b. All notes and drafts for collection on account of the Corporation and notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation shall be endorsed by such Officer or Officers of the Corporation, or by such other person or persons, and in such manner as shall from time to time be determined by resolution of the Board.

38. Deposit of Securities

- a. All securities of the Corporation shall be deposited for safekeeping with one or more financial institutions, which meet the Statutory requirements or Regulatory requirements for the Corporation, as selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only on the written order of the Corporation signed by such Officer or Officers of the Corporation, or by such other person or persons, and in such manner as shall from time to time be determined by a resolution of the Board, and such authority may be general or confined to specific instances.
- b. The financial institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

39. Books and Records

The Board shall ensure that all necessary books and records of the Corporation required by the By-laws or by any applicable Statute or law are regularly and properly kept.

40. Borrowing

- a. The Directors may from time to time:
 - i. borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
 - ii. issue, sell or pledge securities of the Corporation, including bonds, debentures, and debenture stock, for such sums and on such terms and at such prices as the Directors may deem expedient;
 - iii. assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, powers, choses in action, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise;
 - iv. without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise;

- v. that any or all of the foregoing powers may, from time to time, be delegated by the Directors to such Officer or Officers of the Corporation, or to such other person or persons, and in such manner as shall from time to time be determined by resolution of the Board; and
- vi. this Section of this By-law shall remain in force and be binding upon the Corporation as regards any person acting on the faith thereof until such person has received written notification from the Corporation that this Section of this By-law has been repealed or replaced.

41. Execution of Documents

- a. Deeds, transfers, assignments, licenses, contracts, obligations and other instruments in writing requiring execution by or on behalf of the Corporation may be signed by any two (2) of the following: the President, a Vice President, the Executive Director or the Treasurer, any of whom may affix the corporate seal of the Corporation to such instruments as may be required.
- b. The Board may from time to time, by resolution or otherwise, direct the manner in which, and the person or persons by whom, a particular document or instrument or type of document or instrument shall or may be executed by or on behalf of the Corporation.

42. Notices

- a. Any notice or other document required or permitted to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone (only if not required to be in writing), or delivered personally, or sent by courier, prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address is shown in the Corporation's records then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- b. No error or accidental omission in giving notice of any Board Meeting or any Member Meeting shall invalidate the Meeting or make void any proceedings taken or business transacted at the Meeting.
- c. Where a given number of days' notice or notice extending over any period is required to be given, the day of sending or posting of the notice shall not, unless otherwise provided, be counted in such number of days or other period.

43. Amendment of By-laws

- a. Unless otherwise required by the Articles, the Act or any Statute governing the affairs of the Corporation, this or any other By-law of the Corporation may be amended, repealed or varied by the Board, provided that the Directors have been given not less than ten (10) days' notice in writing of the proposed amendment.
- b. Any By-law or amendment to a By-law adopted, amended, repealed or varied by the Board, in order to remain effective, must be ratified and confirmed at the next Meeting of Members.
- c. The notice calling a Meeting of the Members at which ratification and confirmation of a By-law or amendment to a By-law is required shall be sent to all Members in accordance with the provisions of Section 42 not less than thirty (30) days prior to the Meeting and the notice shall also make clear reference to the By-law or amendment, as the case may be, that will be placed before the Members for ratification or confirmation at the Meeting.
- d. Should the Members fail to ratify and confirm the By-law or amendment that has been approved by the Board and presented to the Members, the proposed By-law or amendment or repeal will cease to be effective as at the date of such Meeting. In the alternative, the Members may ratify and confirm the By-law or amendment, with such further changes as the Members may impose.
- e. The Members may from time to time, upon proper notice having been given, amend, repeal or vary this or any other By-law of the Corporation.

44. Repeal of Previous By-laws

Upon this By-law coming into force, By-law No. 5 is repealed, provided that such repeal shall not affect the previous operation of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its/their repeal.

45. Transition

Until the proclamation of the Not-for-Profit Corporations Act, 2010 (Ontario), the Corporation shall be governed by and in accordance with the provisions of the Corporations Act of Ontario and the Regulations made under it, as amended or re-enacted from time to time, and where any of the provisions of this By-law are not in conformity with the provisions thereof, the said Act shall take precedence and the provisions of this By-law shall be deemed to be amended to the extent necessary to be in conformity with the said Act. Upon the proclamation of the Not-for-Profit Corporations Act, 2010 (Ontario), the Corporation shall be governed thereafter by and in accordance with the provisions of the said Act and the Regulations made under it, as amended or re-enacted from time to time, and where any of the provisions of this By-law are not in conformity

with the provisions thereof, the said Act shall take precedence and the provisions of this By-law shall be deemed to be amended to the extent necessary to be in conformity with the said Act.

46. Coming into Force

- a. This By-Law No. 6 was passed by the Board of Directors and sealed with the Corporate Seal this 23th day of March, 2016.
- b. This By-law No. 6 was ratified and confirmed at a Meeting of the Members on the 23th day of June, 2016.