

# BY-LAWS: PREFACE

The By-laws of the organization provide direction to the Board of Directors (hereinafter referred to as the “Board”) as it relates to:

- Eligibility for membership to the Corporation
- Requirements related to meetings of the membership (i.e. Annual General Meeting)
- The nomination and election of Directors
- Requirements related to the meetings of the Directors
- The election, appointment and responsibilities of Officers of the Corporation
- Committees of the Corporation
- Specific requirements related to finances of the Corporation
- Indemnification clause for the Directors
- Amendments to the By-laws
- General provision/requirements (e.g. requirement for the appointment of an auditor; requirements for the keeping of books and records, etc.)

It is important for Board members to review the By-laws each year. Every four years, a complete review is done (including a review of consistency with the Ontario Not-for-Profit Corporations Act).

Recommended changes are brought to the next Annual General Meeting for consideration and approval by the membership as needed.

# BY-LAW NO. 1

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## PREAMBLE

WHEREAS the Corporation wishes to repeal and replace By-law No. 2 approved on September 12, 2017;

WHEREAS the Corporation wishes to renumber By-law No.2 by naming it By-law No.1 (to eliminate potential confusion as to the existence of a By-law No.1);

NOW THEREFORE BE IT ENACTED as the amended and restated By-law of the Corporation as follows:

## ARTICLE I – INTERPRETATION

1.1 In all By-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the Ontario *Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Annual General Meeting” means that meeting of the Members which, pursuant to the Act, must be held annually and within the prescribed period following the end of the Corporation’s fiscal year.
- (c) “Articles” any instrument that incorporates the Corporation or modifies its incorporating instrument, including the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation, letters patent, supplementary letters patent or a special act;
- (d) “By-laws” means this By-law and all other By-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Corporation” means the Pinecrest-Queensway Community Health Centre.
- (f) “Director” means a member of the Board.
- (g) “Director-Officer” has the meaning assigned in Article VII.
- (h) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.
- (i) “Officer” means an officer of the Corporation.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes (e.g. more than half) cast on that resolution.
- (k) “Special Business” has the meaning assigned in Article IV of this By-law.
- (l) “Special General Meeting” has the meaning assigned in Article IV of this By-law.

(m) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.2 In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined, all terms contained in this By-law and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and vice versa;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.3 The name of the Corporation is "Pinecrest-Queensway Community Health Centre" together with the French language equivalent thereof being "Centre de santé communautaire Pinecrest-Queensway".

## **ARTICLE II - HEAD OFFICE**

2.1 The head office of the Corporation shall be in the City of Ottawa.

## **ARTICLE III - MEMBERSHIP**

3.1 **ELIGIBILITY.** Subject to the Articles, there shall be one class of members in the Corporation. Any of the following natural persons who support the vision, mission and values of the Corporation and is eighteen (18) years of age or older is eligible to become a Member:

3.1.1 Any resident of the City of Ottawa who is not an employee of the Corporation;

3.1.2 Such other natural persons as may be granted admission to the membership by an affirmation vote of not less than 75% of the Board.

3.2 **ADMISSION.** Eligible persons must submit a duly completed written application to the Corporation to be admitted into the Membership. Except as set out in Section 3.1.2 above, a natural person that is eligible for Membership that has submitted a duly completed written application shall be approved into the Membership.

3.3 **MEMBERSHIP TERM.** Each Membership is effective as of the later of: (a) the opening of the Annual General Meeting first following a person's approval into the Membership or (b) the date of the Corporation's approval of the Membership; and except for Directors, the Membership automatically expires at the opening of the subsequent Annual General Meeting. Director's Membership shall be deemed to continue for so long as the Director occupies the position as Director.

- 3.4 TERMINATION OF MEMBERSHIP. A membership in the Corporation is terminated when:
- 3.4.1 the Member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
  - 3.4.2 a Member fails to maintain any qualifications for membership described in this By-law;
  - 3.4.3 the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
  - 3.4.4 the Member is expelled in accordance with section 3.5 of this By-law (Discipline of Members) or is otherwise terminated in accordance with the Articles or By-laws;
  - 3.4.5 at a Special Meeting of Members, a Special Resolution is passed to remove the Member provided that the Member shall be granted the opportunity to be heard at such meeting;
  - 3.4.6 the Member's term of membership expires; or
  - 3.4.7 the Corporation is liquidated or dissolved under the Act.

#### ARTICLE IV - MEETINGS OF MEMBERS

- 4.1 ANNUAL GENERAL MEETINGS - The Annual General Meeting shall be held at any place within the City of Ottawa within six (6) months following the end of the fiscal year. At each Annual General Meeting there shall be presented: (a) a report of the Chair on the affairs of the Corporation for the previous fiscal year; (b) the financial statements of the Corporation and the auditor's report thereof, and (c) such other information or reports relating to the affairs of the Board and the Corporation as the Board may determine. All documents shall be made available in both official languages. Members can address the assembly in either or both official languages.
- 4.2 SPECIAL GENERAL MEETINGS – Other meetings of the Members (to be known as “**Special General Meetings**”), subject to the Act, may be convened by the Chair of the Board or by the Board to be held at a date and time and at any place within the City of Ottawa, or in the absence of such determination, at the registered office of the Corporation.
- 4.3 SPECIAL BUSINESS - All business transacted at a Special General Meeting and all business transacted at an Annual General Meeting, except consideration of the financial statements, auditor's report, election of Directors and appointment of the reappointment of the incumbent auditor or person to conduct a review engagement, is “**Special Business**”.
- 4.4 NOTICE OF MEMBERS' MEETINGS – In addition to serving notices of meetings on each Member, Directors and the auditor as required by Article XVI of this By-law, public notice, stating the day, hour and place of a Members' meeting and the general nature of business to be transacted shall be given in two or more forms at least two (2) weeks and not more than fifty (50) days in advance

of every Annual General Meeting or Special General Meeting. Public notices will be provided in both official languages. A notice of meeting of Members at which Special Business is to be transacted must state the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and must state the text of any special resolution to be submitted at the meeting.

- 4.5 VOTING - All Members who are in good standing shall have the right to vote on all questions put to the general Membership. Every question submitted to the Membership shall be decided by a majority of votes cast at a properly constituted meeting. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or lost shall be conclusive evidence of the fact. In case of equality of votes, the Chair shall have a second or casting vote in addition to the vote s/he is entitled to as a Member. If at any meeting a secret ballot is requested, it shall be taken.
- 4.6 ABSENTEE VOTING. - A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed procedures for collecting, counting, and reporting the results of any vote in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- 4.7 CONDUCT OF MEETINGS - The Chair of the Board or another person designated by the Board shall be the Chair at each Annual General Meeting and Special General Meeting.
- 4.8 QUORUM - A quorum for the transaction of business at any Annual General Meeting or Special General Meeting shall consist of not less than a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 4.9 PUBLIC MEETINGS - Every meeting of the Members is open to the public unless a majority of the Members present decides otherwise.
- 4.10 MEMBERS MEETINGS HELD BY ELECTRONIC MEANS - A Members' meeting may be held by telephonic or electronic means in accordance with the Act as follows:
- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act. A person participating in a meeting by such means is deemed to be present at the meeting.
  - (b) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose only if that facility enables the votes to be gathered in a manner that permits their subsequent

verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

- 4.11 RESOLUTION IN LIEU OF MEETING - A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the auditor in relation to their resignation, removal or replacement in accordance with the Act. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

#### **ARTICLE V - DIRECTORS**

- 5.1 POWERS AND COMPOSITION - The Board shall be composed of minimum of nine (9) and maximum of thirteen (13) voting Directors. The Board shall be responsible for the management and conduct of the activities and affairs of the Board and the Corporation in accordance with the Corporation's objectives, the Act, the Articles, By-laws and other applicable laws.

5.1.1 The Board may, from time to time, appoint advisors to sit on the Board, and to participate in Board meetings, as it deems appropriate.

5.1.2 The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time. The Directors shall have the power to enter into a trust arrangement with a trust company or any similar financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

5.1.3 The Board shall take such steps as they may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

5.1.4 The following shall be entitled to attend all meetings of the Board in a non-voting observer capacity:

- (i) the Chief Executive Officer of the Corporation;
- (ii) two representatives of the staff of the Corporation chosen according to a policy on the subject adopted, and amended, by the Board from time to time; and
- (iii) if invited by the Board, the person who filled the position of Chair immediately prior to the current Chair if such person is not already a director on the Board.

The Corporation shall give such individuals copies of all notices, minutes, consents and other materials that it provides to its directors. Such representative may participate in discussions of matters brought to the Board, but shall not be permitted to vote on matters to come before the Board. Notwithstanding the foregoing, the Board reserves the right, in good faith and with a view to serving the best interests of the Corporation, to exclude such individuals from access to any material or meeting or portion thereof if: (a) the Board believes upon advice of counsel that such exclusion is reasonably necessary to preserve the solicitor-client privilege; or (b) the Board, acting reasonably, otherwise determines

that the exclusion is required in order to deal appropriately with (I) a matter involving a conflict between the Corporation and such board observer or a party represented by such board observer; or (II) a confidential or highly sensitive matter.

5.2 Except as otherwise provided in the Act, the Articles, By-laws and other applicable laws, Directors shall be elected for a term of two (2) years by the Members of the Corporation at an Annual General Meeting of such Members. No Director shall be elected as a Director for a period exceeding six (6) consecutive years unless the Board by Ordinary Resolution authorizes an extension to such term for a further period to be set out in such resolution, and further that such resolution of the Directors shall not be effective until ratified by the Members at the next Annual General Meeting or Special General Meeting. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected, notwithstanding the expiration of their then current term.

5.2.1 There shall be on the Board a minimum of six (6) Directors who are residents of, or work in, the communities served by the Corporation. The Board of directors shall be empowered to adopt, and to amend, policies from time to time which set out more specific guidelines for use in determining whether an individual satisfies the requirements of this Section in the opinion of the Board, which policies shall be binding for the purposes of this Section.

5.2.2 There shall be on the Board of Directors a minimum of two (2) francophone Directors, where "francophone" means someone whose first language is French or who speaks French and is culturally sensitive to the needs of the French speaking community.

5.3 QUALIFICATIONS OF DIRECTORS - The following are disqualifications from being a Director:

- a) A person who is under eighteen (18) years of age
- b) A person who is an employee of the Corporation
- c) A person who has been found under the Substitute Decision Act or the Mental Health Act not to be capable of managing property
- d) A person who has been found incapable by a Court in Canada or elsewhere
- e) A person who is not an approved Member in good standing
- f) A person who has the status of bankrupt
- g) A person who is not an individual.

5.4 REMUNERATION - The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, however, a Director may be paid or reimbursed for reasonable expenses incurred in the performance of his/her duties.

5.5 CONFLICT OF INTEREST - It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or proposed arrangement if and when prohibited by the Act. Such declaration of conflict of interest shall be noted in the minutes of the Board.

- 5.6 FILLING VACANCIES – In accordance with, and subject to, the Act and the Articles, so long as there is a quorum of Directors in office (e.g. at least 50%+1 of the minimum number of Directors), a vacancy occurring in the Board may be refilled by a qualified person appointed by the Board, which appointment is valid until the close of the next Annual General Meeting. In the absence of a quorum of the Board, the Board shall forthwith call a Special General Meeting to fill the vacancy. A Director so appointed or elected shall hold office until the close of the next Annual General Meeting. If elected by the Members at the Annual General Meeting, that Director's two-year term will constitute the 1<sup>st</sup> of 3 two-year terms the Director is eligible to stand for election.
- 5.7 NOMINATIONS – In accordance with, and subject to the Act, nominations to the Board of Directors may be made only in accordance with the nominating and election procedures prescribed by the Board from time to time.
- 5.8 CEASING TO HOLD OFFICE - A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with the Act or these By-laws, or no longer fulfils all of the qualifications to be a Director set out in the Act or these By-laws, as determined in the sole discretion of the Board.
- 5.9 RESIGNATION - A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.
- 5.10 REMOVAL - The Members may, by Ordinary Resolution passed at a meeting of Members and for any other reason, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which, such vacancy may be filled by the Board, subject the provisions of the Act and this By-law.
- 5.10 CONTINUED AUTHORITY - Notwithstanding the minimum requirements of Sections 5.1 and 5.2 relating to Board composition, so long as there is a quorum of Directors in office (at least 50%+1 of the minimum number of Directors), any change in the composition of the Board between meetings of Members which causes the Board to fail to meet the requirements of Sections 5.1 or 5.2 shall not invalidate the Board and the Directors then in office may continue to carry out the duties and exercise all the powers of Directors until the next meeting of Members.

#### **ARTICLE VI - MEETING OF DIRECTORS**

- 6.1 REGULAR MEETINGS - The Board shall meet at least (7) times in each year.
- 6.2 CALLING OF MEETINGS - Meetings of the Board may be called by the Chair, the Vice -Chair or any two (2) Directors at any time.
- 6.3 MEETINGS BY ELECTRONIC MEANS – If all Directors consent thereto in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other common communications facilities so as to permit all persons participating in the meeting



to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

The Board Chair or designate shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Board Chair or designate at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable means as determined by the Chair to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes.

6.4 NOTICE - Notice of meetings of the Board shall be delivered in accordance with Article XVI to each Director not less than 2 days before the meeting is to take place or shall be mailed to each Director not less than 5 days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meetings no notice need be sent. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting.

6.5 QUORUM - A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors.

6.6 VOTING - Questions arising at any meetings of Directors shall ordinarily be decided by Ordinary Resolution. Each Director is authorized to exercise one (1) vote and in case of an equality of votes, the Chair shall have a second, or casting vote. A Director shall not be entitled to vote by proxy.

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. A declaration by the Chair of the meeting that a resolution has been carried by a simple majority or not carried shall be conclusive.

6.7 DISSENT AT MEETING - Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting; or
- (b) the Director requests a dissent to be entered in the minutes of the meeting; or
- (c) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (d) the Director sends a dissent to the Chair by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not later record a dissent.

6.8 DISSENT OF ABSENT DIRECTOR - A Director who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair by registered mail or delivers it to the registered office of the Corporation.

- 6.9 RESOLUTIONS IN LIEU OF MEETINGS - A resolution in writing, signed by all the Directors entitled to vote on that resolution at the meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of Directors or a committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

#### **ARTICLE VII - OFFICERS**

- 7.1 ELECTION, APPOINTMENT OF OFFICERS – The Board shall appoint a Director in each of the following officer positions: a Chair, Vice-Chair, Secretary and Treasurer (each a “**Director-Officer**”). Director-Officers shall be elected annually at the first meeting of the Board following the Annual General Meeting of Members. These four (4) Director-Officers shall remain in office until their successors are elected or appointed by the Board to fill a vacancy or until removed from office by a Special Resolution of the Board. In addition to Director-Officers, the Board is responsible for the appointment of a Chief Executive Officer who shall be an officer of the Corporation and whose responsibilities are described in Article X of these By-laws. The Board may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- 7.2 CHAIR - The Chair when present, acts as Chair at all meetings of the Board. The Chair is authorized to sign contracts, documents or instruments in writing as require a signature and shall have such other powers and duties as may from time to time be assigned by the Board or as are incident to the office. The Chair shall be an ex officio member of all committees of the Board. In the absence of the Chair and Vice-Chair, the members present at any meeting of the Board shall choose another member of the Board to act as Chair.
- 7.3 VICE-CHAIR - The Vice-Chair shall be vested with all powers and shall perform all the duties of the Chair in the absence of or inability or refusal of the Chair so to act. The Vice-Chair is authorized to sign such contracts, documents or instruments in writing as require a signature and shall have such other powers and duties as may from time to time be assigned by the Board.
- 7.4 SECRETARY - The Secretary shall ensure the safekeeping of the minute book of the organization and copies of other documents. The Secretary will assure that minutes of meetings are recorded. The Secretary is authorized to sign such contracts, documents or instruments in writing as require the Secretary’s signature and shall have such other powers and duties as may from time to time be assigned by the Board.
- 7.5 TREASURER - The Treasurer shall ensure proper control over the financial affairs of the organization, sign such contracts, documents or instruments in writing as require the Treasurer’s signature and shall have other powers and duties as may from time to time be assigned by the Board.
- 7.6 VACANCIES - If the office of the Chair, Vice-Chair, Secretary, Treasurer becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors, by Special Resolution, may appoint a Director to fill such vacancy.

#### **ARTICLE VIII - EXECUTIVE AND NOMINATING COMMITTEES**

- 8.1 EXECUTIVE COMMITTEE - There shall be an Executive Committee composed of the Chair, Vice-Chair, Secretary and Treasurer, each being a Director of the Corporation. The Chief Executive Officer shall be a non-voting member of such committee.
- 8.2 AUTHORITY - The Executive Committee shall have such powers and responsibilities as may be delegated to it from time to time by the Board. The Executive Committee shall have authority to act on behalf of the Board between meetings of the Board. All decisions of the Executive Committee shall be reported to the Board but only those matters specifically identified by the Board shall be subject to ratification by the Board before implementation effect.
- 8.3 MEETINGS - Meetings of the Executive Committee shall be held at any time or place to be determined by the members of such committee provided that 48 hours' notice of such meeting shall be given to each member. The provisions of Article VI, as appropriate, shall apply as applicable to the operation of the Executive Committee.
- 8.4 NOMINATING COMMITTEE - There shall be a Nominating Committee composed of three (3) Directors who shall be appointed by the Board of Directors. The nominating committee shall have as its mandate the power and task of seeking out and recommending individuals to be put forward for election as Directors at the Annual General Meeting. The Nominating Committee shall seek out such qualified individuals in accordance with the policy and guidelines as provided to such committee by the Board of Directors. The Nominating Committee shall seek to ensure that the minimum number of francophone Members is maintained at all times.

#### **ARTICLE IX - OTHER COMMITTEES**

- 9.1 ADDITIONAL COMMITTEES - In addition to the committees set out in this By-law, the Board may from time to time constitute such Board committees or other advisory bodies as it deems necessary or appropriate and, subject to the limitations imposed by the Act, it shall prescribe their duties and responsibilities. Any committee member may be removed by the Board. Unless otherwise determined by the Board, the committees may convene, adjourn and otherwise regulate their meetings as they think fit, provided however, that a majority of the voting members of each committee shall constitute a quorum thereof. All committees constituted by the Board shall be accountable to the Board.
- 9.2 LIAISON - A person who will act as liaison for each committee will be appointed by the Board to report activities on a regular basis.
- 9.3 MINUTES - All committees shall ensure minutes of meetings are recorded, which minutes shall be kept in a record book at the head office of the Corporation.

#### **ARTICLE X - CEO APPOINTMENT**

- 10.1 APPOINTMENT AND ROLE. The Board shall appoint a Chief Executive Officer who will have the authority to carry through or cause to be carried through the strategic direction of the Corporation, policies and decisions of the Board and who shall manage the Corporation's affairs on a day-to-day basis. The Chief Executive Officer is the chief executive manager of the Corporation and is authorized to sign all documents on behalf of the Corporation other than

documents required to be signed by Director-Officers of the Corporation. The Chief Executive Officer is an ex officio member of the Board and all Board committees. The Chief Executive Officer will report on his/her activity in writing on a monthly basis to the Board.

#### **ARTICLE XI - FINANCIAL MATTERS**

- 11.1 All cheques, drafts or orders for the payment of money and all notes and acceptances of bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers, and in such manner as the Board may from time to time designate.
- 11.2 Unless otherwise fixed by resolution of the Board, the fiscal year of the Corporation shall end on March 31 in each year.
- 11.3 Any person so authorized by the Board of Directors may enter into contracts on behalf of the Corporation.
- 11.4 Contracts required by law to be under seal, such as long-term leases and real estate transactions, may be made on behalf of the Corporation under the Corporation's seal.
- 11.5 Contracts in writing which are not required to be under seal, may be signed by any person authorized to enter contracts on behalf of the Corporation. The person or persons so doing should make it clear that they are contracting on behalf of the Corporation.
- 11.6 Contracts and other documents requiring the seal of the Corporation must be previously approved by the Board of Directors. Contracts required in the ordinary day-to-day operations of the Corporation will not require previous approval.
- 11.7 The banking of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
- 11.8 The Directors of the Corporation may, without authorization of the members:
  - 11.8.1 borrow money on the credit of the Corporation;
  - 11.8.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
  - 11.8.3 give a guarantee on behalf of the Corporation; and
  - 11.8.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 11.9 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 84(1) (Presentation of Annual Financial Statements to Members) of the Act to the members, publish a notice to its members stating that the annual

financial statements and documents provided in subsection 84(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

#### **ARTICLE XII - MINUTES OF MEETINGS**

- 12.1 The minutes of meetings of the Board of Directors other than those dealing with confidential matters shall be posted on the website. The agendas and minutes of Board meetings shall be made available in both official languages upon request. The minutes of such meetings shall also be kept at the head office of the Corporation.

#### **ARTICLE XIII - INDEMNITY**

- 13.1 To the extent permitted by Section 46 of the Act and the *Charities Accounting Act*, every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, shall from time to time and at all times, be entitled to be advanced money to pay for certain costs and be indemnified and saved harmless out of the funds of the Corporation, from and against:

13.1.1 all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commences or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;

13.1.2 all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

- 13.2 The Corporation may only purchase and maintain insurance for the benefit of a Director or officer of the Corporation, a former director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, provided the Corporation complies with the *Charities Accounting Act* or a regulation made under that Act that permits such purchase.

#### **ARTICLE XIV - AMENDMENTS**

- 14.1 Subject to applicable legislation, the By-laws of the Corporation not embodied in the Articles may be repealed or amended by By-law enacted by the majority of the Directors at a meeting of the Board of Directors and sanctioned by Ordinary Resolution of the Members at a meeting duly called for the purposes of considering the said By-law, or at an Annual General Meeting of the Corporation provided that a Special Resolution of the Members is required if the amendment deals with a fundamental changes as set out in Section 103 of the Act.

#### **ARTICLE XV - GENERAL**

- 15.1 AUDITOR - The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for reporting to the Members at the next Annual General Meeting. The auditors shall hold office until the next Annual General Meeting provided the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the Board of Directors.
- 15.2 BOOKS AND RECORDS - The Board of Directors shall ensure that all the said books and records of the Corporation required by the Act and By-laws of the Corporation are properly maintained.
- 15.3 RULES AND REGULATIONS - The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws and relating to the management and operation of the Corporation as they deem expedient.

#### **ARTICLE XVI - NOTICES**

- 16.1 SERVICE - Any notice required 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, delivered personally, or sent by 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 be given then to the last address of such Member or Director known to the Corporation; 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.
- 16.2 COMPUTATION OF TIME - Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 16.3 ERROR OR OMISSION IN GIVING NOTICE - No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

(As amended - Annual General Meeting - June 13, 1994)  
(As amended - Annual General Meeting - September 10, 1997)  
(As amended - Annual General Meeting - September 14, 1998)  
(As amended - Annual General Meeting - September 11, 2001)  
(As amended - Annual General Meeting - September 14, 2004)  
(As amended - Annual General Meeting - September 13, 2005)  
(As amended - Annual General Meeting - September 12, 2006)  
(As amended - Annual General Meeting - September 9, 2009)  
(As amended - Annual General Meeting - September 11, 2012)  
(As amended - Annual General Meeting - September 13, 2016)  
(As amended - Annual General Meeting - September 12, 2017)  
(As amended - Annual General Meeting - September 7, 2021)  
(As amended – Annual General Meeting – September [•] , 2022)

(As amended – Annual General Meeting – September [12] , 2023)