



COMMUNITY CARE DURHAM

BY-LAW NUMBER 2

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BY-LAW NUMBER 2

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS
OF**

COMMUNITY CARE DURHAM

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1
DEFINITIONS

1.1 Definitions - In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires:

- (a) **“Act”** means the *Not-For-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, in each case as amended or re-enacted from time to time;
- (b) **“Annual Financial Statements”** means the comparative financial statements of the Corporation, as prescribed by the Act, the report of the Auditor/Accountant, if any, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or By-laws;
- (c) **“Annual Meeting”** means an annual meeting of Members of the nature described in Section 4.1;
- (d) **“Articles”** means the articles of incorporation, or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival and any letters patent or supplementary letters patent of the Corporation from time to time in force and effect;
- (e) **“Auditor/Accountant”** means the person appointed from time to time pursuant to Section 14.2 to conduct an audit or review engagement, if any, of the financial statements of the Corporation;
- (f) **“Board”** means the board of directors of the Corporation;
- (g) **“Business Day”** means any day of the week other than Saturday or Sunday, or a statutory or civic holiday observed in Ontario;
- (h) **“By-laws”** means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (i) **“CEO”** means the Chief Executive Officer of the Corporation;
- (j) **“Committee”** means a committee established by the Board pursuant to Section 7.1 or, where the context permits, a subcommittee of such committee;

- (k) **“Corporation”** means **“Community Care Durham”**, a corporation without share capital governed by the Act;
- (l) **“Director”** means an individual occupying the position of director of the Corporation by whatever name the individual is called;
- (m) **“Director Member”** means an individual who is a Member by virtue of being a Director;
- (n) **“Excluded Person”** means:
 - (i) any person who is not an individual;
 - (ii) any person who is under 18 years of age;
 - (iii) any person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - (iv) any person who has been found to be incapable by any court in Canada or elsewhere;
 - (v) any person who has the status of bankrupt;
 - (vi) any person who is an “Ineligible Individual” as defined under the *Income Tax Act*;
 - (vii) any Director who has breached the Corporation’s Code of Excellence for Directors and in respect of whom, the Board has not waived the Breach;
- (o) **“Managing Director”** means a Director appointed pursuant to Section 7.1(e);
- (p) **“Member”** means a member of the Corporation and **“Members”** means the collective membership of the Corporation;
- (q) **“Officer”** means an officer of the Corporation;
- (r) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (s) **“persons”** includes individuals, firms and corporations;
- (t) **“Proxy Holder”** means a person holding a proxy given by a Member in compliance with the requirements of this By-law and the Act;
- (u) **“Recruitment and Development Committee”** means the Committee detailed in Section 7.2;
- (v) **“Secretary”** means the secretary of the Corporation;

- (w) **“Special Business”** means all business transacted at a Special Meeting and all business transacted at an Annual Meeting except the consideration of financial statements and the report of the Auditor/Accountant thereon, the election of Directors, the reappointment and remuneration of an incumbent Auditor/Accountant and an extraordinary resolution (as such term is defined in the Act) to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (x) **“Special Meeting”** means a meeting of Members other than an Annual Meeting;
- (y) **“Special Resolution”** means a resolution of the Members in respect of which the Act, the Articles or the By-laws requires approval by at least-two thirds of the votes cast thereon; and
- (z) **“Specified Number of Directors”** has the meaning given to it in Section 5.2(c).

1.2 Interpretation - In this By-law, unless the context otherwise requires, words importing the singular include the plural and vice versa and words importing one gender include all genders. The insertion of headings in this By-law is for convenience of reference only and shall not affect the interpretation hereof. References to an Article or Section refer to the applicable article or section of this By-law. Whenever the words **“include”**, **“includes”** or **“including”** are used in this By-law, such words shall be deemed to be followed by the words “without limitation”. If any of the provisions contained in this 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.

ARTICLE 2 GENERAL

2.1 Books and Records - The Board shall see that all books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

3.1 Membership - There shall be a single class of membership in the Corporation, comprised of registered clients of the Corporation, registered volunteers of the Corporation, and the Directors from time to time (i.e., the Director Members).

3.2 Transferability and Termination of Membership - Membership is not transferable and the membership of a Member shall lapse and terminate:

- (a) in the case of a Director Member, on the Member ceasing to be a Director, except where a Member’s term as a Director expires at an Annual Meeting pursuant to Section 5.4 and such Member is re-elected as a Director at the same Annual Meeting;
- (b) in the case of a Member who is not a Director Member:

- (i) if the Member dies or resigns;
- (ii) if the Member fails to meet any conditions for membership set forth in Section 3.1;
- (iii) if the Member withdraws in accordance with Section 3.4; or
- (iv) if the Member's term of membership (if any) expires.

3.3 Dues - No dues or fees shall be payable by the Members, unless the Board resolves to charge them and sets a specified amount.

3.4 Withdrawal by a Member - Any Member who is not a Director Member may withdraw from the membership of the Corporation at any time by delivering to the Corporation a resignation from their position as Member, which resignation shall be effective on the date upon which it is received by the President or such later date as is specified therein. In case of a Director Member, such individual may withdraw from membership in the Corporation by resigning as a Director.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Annual Meetings -

- (a) An Annual Meeting shall be held on a day and a place fixed by the Board not later than fifteen (15) months after the preceding Annual Meeting.
- (b) A copy of the Annual Financial Statements shall be made available to all Members (including by giving a copy to a Member if so requested by the Member) not less than five (5) days prior to the Annual Meeting (or other period required by the Act).
- (c) The agenda for business to be transacted at the Annual Meeting shall include:
 - (i) receiving a report of the Auditor/Accountant and presentation of the Annual Financial Statements;
 - (ii) election of Directors to fill vacancies on the Board (if any);
 - (iii) appointing an Auditor/Accountant to hold office until the next Annual Meeting; and
 - (iv) such other business as may properly come before the meeting, having regard to among other things, the notice requirements of Section 4.3(c).

4.2 Special Meetings - The Directors may call a Special Meeting from time to time to transact any business that is appropriate to come before the Members. Subject to compliance with

the Act, the Board shall call a Special Meeting on written requisition of the Members who hold at least five percent (5%) of votes that may be cast at the meeting.

4.3 Notice of Meetings of Members -

- (a) Basic Requirements – Written notice of the time and place of each meeting of Members shall be given to each Member who is entitled to vote at the meeting, each Director (acknowledging that the Directors are also Director Members), the CEO, and the Auditor/Accountant.
- (b) Method of Giving - For the purpose of this Section 4.3, notice may be given by mail, courier or personal delivery or by telephonic, electronic or other communication to each person entitled to attend the meeting, during a period of ten (10) to fifty (50) days before the day on which the meeting of Members is to be held.
- (c) Content - Where Special Business will be transacted at a meeting of Members, notice of the meeting shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and shall state the text of any Special Resolution to be submitted at the meeting.
- (d) Waiver - Any person who is entitled to notice of a meeting of Members may waive notice before or after the meeting, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.4 Chairing Meetings - The President shall be the chair of meetings of Members. If the President is: (a) not present within fifteen (15) minutes from the time fixed for holding any meeting of Members; or (b) present, but unable to chair the meeting, then the Vice-President shall act as the chair of the meeting. If both the President and the Vice-President: (i) are not present within fifteen (15) minutes from the time fixed for holding any meeting of Members; and/or (ii) are present, but unable to chair the meeting, then the Members present shall choose a Director to chair the meeting. If no Director is present or willing to so serve, then the Members present shall choose one of their number to chair the meeting.

4.5 Persons Entitled to be Present - The only persons entitled to attend meetings of Members are the Members, the Directors, the CEO, the Auditor/Accountant and any other persons who are entitled or required under any provision of the Act, the Articles or By-laws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the consent of the Members present at the meeting.

4.6 Quorum - Twenty-five (25) Members entitled to vote at the meeting present in person or by proxy shall constitute a quorum at any meeting of Members.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

4.7 Voting - At any meeting of Members, each Member present in person or by proxy shall be entitled to one (1) vote on each question unless the Member is entitled under the Articles or By-laws to more than one vote, in which case each Member shall be entitled to the number of votes so specified.

4.8 Votes to Govern - Business arising at a meeting of Members shall, except where otherwise provided by the Act, the Articles, or the By-laws, be determined by a majority of the votes duly cast on the question, provided that:

- (a) each Member entitled to vote shall be entitled to one (1) vote;
- (b) voting shall be by show of hands unless, before or after any vote on a question, the chair of the meeting requires or a Member demands a vote by ballot, in which case Section 4.9 will apply;
- (c) the chair of the meeting shall not have a second and casting vote;
- (d) an abstention shall not be considered a vote cast; and
- (e) whenever a vote by show of hands is taken on a question, unless a ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost 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 of or against the motion.

4.9 Ballot - If a ballot is required or demanded, the vote by ballot shall be held in such manner as the chair of the meeting shall direct.

4.10 Absentee Voting - Subject to compliance with the Act, in addition to voting in person in accordance with Section 4.8, the following shall apply:

- (a) Proxies - At any meeting of Members, a Proxy Holder, who shall be a Member, shall be entitled to exercise, subject to any restrictions expressed in the appointing instrument, the same voting and other rights that such Member would be entitled to exercise if present at that meeting. A proxy shall be in writing, executed in the manner prescribed by the Act and shall conform to the requirements of the Act. A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority or at such earlier time and in such manner as the Board may prescribe. Per the Act, if the Board prescribes an earlier time for deposit of proxies, the time fixed may not exceed forty-eight (48) hours, excluding days which are not Business Days, before the meeting of Members to which the proxy relates and must be specified in the notice calling the meeting.
- (b) Voting By Mail or by Telephonic or Electronic Means - A Member may vote by mail or by telephonic or electronic means if:
 - (i) votes can be verified as having been made by Members entitled to vote; and
 - (ii) the Corporation is not able to identify how each Member voted.

- 4.11 Attendance at Meetings by Communication Facility; Meetings by Communication Facility-** Members will be entitled to participate in meetings of Members by means of telephone conference or electronic facilities that permit all persons participating in the meeting to communicate adequately with each other during the meeting if the Corporation makes such means available, provided that procedures are in place to permit Members to vote by ballot or in a similar confidential manner. A meeting of Members may be held entirely by means of such telephonic, electronic or other communications if the Board or the Members calling the meeting so determine.
- 4.12 Deemed Attendance-** A Member participating in a meeting of Members by means set out in Sections 4.10 or 4.11 is deemed to be present at the meeting.
- 4.13 Location of Meeting-** A meeting of Members shall be held in a place in Ontario designated by the Directors, if they call the meeting or the Members, if they call the meeting. Such geographic limitations shall not apply to meetings held entirely by communication facilities.

ARTICLE 5 DIRECTORS

- 5.1 Nominations Process** – Prior to any Annual Meeting at which vacancies will arise on the Board (“**Vacancies**”):
- (a) commencing in January of each year, the Recruitment and Development Committee shall recruit candidates in respect of any Vacancies. As part of this recruitment process, the Recruitment and Development Committee shall solicit nominations to fill any Vacancies from the Members. Any nominations so received from Members shall be considered by the Recruitment and Development Committee in preparing the slate of nominee(s) to be put forward to the Board;
 - (b) the Recruitment and Development Committee shall assess the candidates (including any nominee(s) nominated by Members) and prepare a slate of nominees for presentation to the Board, provided that, the Recruitment and Development Committee shall ensure that none of the nominees included in its slate is an Excluded Person (who would thus be ineligible to serve as a Director); and
 - (c) the Board shall review the slate of nominees received from the Recruitment and Development Committee and subsequently present such slate to the Members at the Annual Meeting.
- 5.2 Number of Directors** - As provided for the in the Articles, the number of Directors shall be within the minimum number of three (3) and maximum number of fifteen (15) determined by the Board from time to time; provided that:
- (a) a decrease in the number of Directors does not shorten the term of an incumbent Director;
 - (b) the Board is empowered to increase the number of Directors between Annual Meetings from time to time provided that:

- (i) any Director appointed to office as a result of such increase within the minimum and maximum shall hold office for a term expiring not later than the close of the next Annual Meeting; and
- (ii) the total number of Directors so appointed may not exceed one-third (1/3rd) of the number of Directors elected at the previous Annual Meeting; and
- (c) the determined number of Directors as the same has been increased or decreased from time to time pursuant to this Section 5.2 is the “**Specified Number of Directors**”.

5.3 Qualifications - In order to serve as a Director, an individual must not be an Excluded Person.

5.4 Election and Term -

Each Director shall be elected for a term of two (2), three (3) or four (4) years, expiring at the close of the second (2nd), third (3rd) or fourth (4th) Annual Meeting, respectively, following their election unless:

- (a) any such individual was elected to complete the unexpired term of a former Director, in which case such individual shall be elected for the remainder of such term; or
- (b) prior to the meeting at which such individual is elected as a Director, the Board determines that, in the interests of providing for a staggered board, the individual filling such position should be elected for a term expiring at the end of the first or second Annual Meeting following the individual’s election.

5.5 Term Limits- A Director who has completed eight (8) consecutive years in office as a Director shall not be eligible for re-election, provided that such individual will become eligible (provided, for certainty, that they meet the qualifications set by Section 5.3) once again to serve as a Director after at least a one (1) year absence from the Board. For greater certainty, despite the foregoing eight (8) year maximum, the consecutive term length of a Director may exceed eight (8) years if the Annual Meeting in that Director’s final year of service falls after the date on which the Director would reach eight (8) consecutive years of service, but the Director may only serve until the expiry of such Annual Meeting (i.e., the Annual Meeting in their last year of service).

5.6 Vacation of Office - The office of a Director shall automatically be vacated when such Director:

- (a) resigns, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) is removed from office at a Special Meeting called for this purpose, following which the Members may elect any individual who meets the qualifications set out in Section 5.3 in place of such Director for the remainder of the term of such Director; or

(c) dies or ceases to meet the qualifications for being a Director set out in Section 5.3.

5.7 Written Statement - A Director may submit to the Secretary a written statement giving reasons for resigning, or if a meeting is called for the purpose of removing such Director, for opposing such removal or replacement. Where the Secretary receives such a statement, the Secretary shall immediately give the Members a copy of the statement.

5.8 Vacancies - Subject to Section 5.6(b), and so long as the number of Directors in office is equal to or in excess of a quorum of the Specified Number of Directors, the Directors may fill a vacancy among the Directors and a Director so appointed shall hold office for the remainder of the unexpired portion of the term of the vacating Director, after which time, the individual shall be eligible to be elected as a Director. If the number of Directors in office is less than a quorum of the Specified Number of Directors or if 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 to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member who is entitled to vote.

5.9 No Remuneration -

(a) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties, including those pertaining to travel to and attendance at meetings of the Board, of any Committee, or of the Members, or otherwise in connection with carrying out the activities of the Corporation.

(b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, 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; and

(iii) in compliance with:

(A) the conflict of interest provisions of the Act and the policies of the Corporation whether contained in the By-laws or otherwise; and

(B) any other law applicable to charitable corporations including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

ARTICLE 6 BOARD MEETINGS

6.1 Place of Meetings - Except as the Articles or By-Laws otherwise provide, the Board may hold its meetings at any place within or outside Ontario as it may from time to time

determine. Such geographic limitation shall not apply to meetings held entirely by communication facilities.

6.2 Regular Meetings - The Board shall meet at least nine (9) times in each year. The Board may, by resolution, establish the date, time and place of regular meetings of the Board (“**Regularly Scheduled Meetings**”). A copy of such resolution or a list of such dates, times, and places shall be sent to each Director following the passage of such resolution. With the exception of a meeting at which the matters referred to in Section 6.5 are to be discussed, thereafter no other notice in respect of a Regularly Scheduled Meeting will be required to be sent.

6.3 Calling of Meeting- A meeting of the Board that is not a Regularly Scheduled Meeting may be called:

- (a) by the President;
- (b) upon the written request of at least three (3) Directors; or
- (c) by the Board, by passing a resolution to that effect.

6.4 Notice of Directors’ Meetings - Subject to Section 6.2, a meeting of the Board that is not a Regularly Scheduled Meeting may be announced at the preceding meeting of the Board (if practical) or given to each Director not less than ten (10) days before the meeting is to take place if the notice is sent by mail and not less than forty-eight (48) hours before the meeting is to take place if the notice is sent electronically.

6.5 Content of Notice - If any of the following matters are to be considered at a meeting of the Board, the notice of meeting must specify that matter:

- (a) submitting to the Members any question or matter requiring the approval of Members;
- (b) filling a vacancy among the Directors or in the office of the Auditor/Accountant or appointing additional Directors;
- (c) issuing debt obligations, except as previously authorized by the Directors;
- (d) approving the Annual Financial Statements;
- (e) adopting, amending or repealing any by-laws; or
- (f) establishing contributions to be made, or dues to be paid, by Members.

In the case of any other business, the notice of a meeting of the Board need not specify the purpose of the business to be transacted at a Board meeting.

6.6 Meetings without Notice - A meeting of the Board may be held at any time and place without notice if all Directors who are present, and all those who are not present, either before or after the meeting, waive notice thereof. The attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except if the Director attends a meeting

for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

- 6.7 Meetings by Communication Facility** - If all of the Directors consent, a meeting of the Board may be held by such telephonic or electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- 6.8 Chairing Meetings** - The President shall be the chair of meetings of the Directors. If the President is: (a) not present within fifteen (15) minutes from the time fixed for holding any Board meeting; or (b) present, but unable to chair the meeting, then the Vice-President shall act as the chair of the meeting. If both the President and the Vice-President: (i) are not present within fifteen (15) minutes from the time fixed for holding any Board meeting; and/or (ii) are present, but unable to chair the meeting, then the Directors present shall choose one of their number to chair the meeting.
- 6.9 Quorum** - The presence of a majority of the Directors shall be necessary to constitute a quorum for the transaction of business at meetings of the Board, provided that a Director who is absent due to a conflict of interest shall be considered present at the meeting for quorum purposes. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting.
- 6.10 Written Resolution in Lieu of Meeting** - A resolution in writing signed by all Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Directors.
- 6.11 Voting** -
- (a) Any question arising at any meeting of the Board shall be decided by a majority of votes. Subject to Article 11, each Director is entitled to exercise one (1) vote.
 - (b) All votes at any such meeting shall be taken by show of hands. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question. Voting by proxy is not permitted at Board meetings.
 - (c) A Director who is present at a meeting of the Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that their dissent be entered in the minutes of the meeting;

- (iii) the Director gives their dissent to the Secretary (or person acting as the secretary of the meeting if the Secretary is not present) before the meeting is terminated; or
 - (iv) the Director submits their dissent immediately after the meeting is terminated (i.e., right after the meeting has terminated, the meeting, right after the meeting has terminated) to the Corporation.
- (d) A Director who votes for or consents to a resolution is not entitled to dissent under Section 6.11(c) in respect of such resolution (such that, by way of example only, a Director who votes for a resolution to amend the By-law at a Board meeting cannot subsequently submit their dissent in respect of such resolution).
- (e) A Director who was not present at a meeting at which: (i) a resolution was passed; or (ii) action taken, is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director,
- (A) causes their dissent to be placed within the minutes of the meeting; or
 - (B) submits their dissent to the Corporation.

6.12 Casting Vote - The chair of a meeting of the Board shall not have a second or casting vote.

6.13 Persons Entitled to be Present - The only persons entitled to attend meetings of the Directors shall be the Directors and others who are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. In addition, the CEO shall have a right to attend at all or any portion of meetings of the Directors, except where the chair of the meeting or the Board determines that it would be inappropriate for the CEO to attend all or any such portion of a meeting due to the matters being discussed. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. Only the Directors and the CEO will have the right to speak at such meetings, although others duly present at any such meeting shall be allowed to speak with the consent of the Directors.

6.14 Rules of Order - The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the Articles or the By-laws, the provisions of the Act, the Articles or the By-laws, as applicable, shall prevail.

ARTICLE 7 COMMITTEES

7.1 Committees - Generally

- (a) The Board shall strike the following committees to be governed by and operate in accordance with the terms of reference developed by the Board for each Committee:

- (i) Recruitment and Development Committee;
 - (ii) Finance, Audit and Risk (“**FAR**”) Committee;
 - (iii) Quality & Safety (“**Q & S**”) Committee;
 - (iv) Fund Development Committee; and
 - (v) CEO Performance & Evaluation Committee.
- (b) Without limiting the generality of the foregoing, the Board shall create any such additional Committees it determines necessary for the execution of the Board’s responsibilities.
- (c) The Board shall determine the composition and terms of reference for any such Committee. The Board may dissolve any Committee or add or remove any Committee member by resolution at any time. Membership of each Committee shall not be restricted to persons who are Directors, provided that if an Audit Committee is established, a majority of its members shall be individuals who are not Officers or employees of the Corporation or its affiliates.
- (d) The chairs of all Committees shall make best efforts to:
 - (i) attend the meetings of their respective Committees;
 - (ii) ensure the effective management of the Committee; and
 - (iii) further ensure adherence to all policies of the Corporation.
- (e) The Board may appoint from their number a Managing Director or a Committee of Directors and may delegate to the Managing Director or Committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

7.2 Recruitment and Development Committee

- (a) The Recruitment and Development Committee shall be appointed by the Board and chaired by a Director. The Terms of Reference for the Recruitment and Development Committee prescribe the composition of this Committee.
- (b) Among the duties of the Recruitment and Development Committee is the recruitment process in respect of vacant Director positions and the related preparation of a slate of nominees for such vacancies, in accordance with Section 5.1.
- (c) The Recruitment and Development Committee shall be responsible for recommending candidate(s) to fill any vacancy that arises on the Board in between Annual Meetings.

7.3 FAR Committee

- (a) The FAR Committee shall be appointed by the Board and chaired by a Director, provided that, per the Act, the majority of the FAR Committee must not be Officers or employees of the Corporation or of any of its affiliates. Subject in all cases to the aforementioned requirement of the Act (and any other requirements applicable to audit committees), the Terms of Reference for the FAR Committee prescribe the composition of this Committee.
- (b) The FAR Committee will be responsible for the financial oversight of the Corporation, in accordance with its Terms of Reference and report to the Board. Among the duties of the FAR Committee is arranging for the tendering process of the selection of an Auditor, as needed (but at least every four (4)) years.

7.4 Q & S Committee

- (a) The Q & S Committee shall be appointed by the Board and chaired by a Director. The Terms of Reference for the Q & S Committee prescribe the composition of this Committee.
- (b) Among the duties of the Q & S Committee is to assist the Board in overseeing and ensuring the quality of care and services, client safety, and customer service provided throughout the organization as per the Committee's Terms of Reference.

7.5 Fund Development Committee

- (a) The Fund Development Committee shall be appointed by the Board and chaired by a Director. The Terms of Reference for the Fund Development Committee prescribe the composition of this Committee.
- (b) Among the duties of the Fund Development Committee is supporting the Board in its oversight responsibilities relating to fundraising and capital development initiatives, policies, and governance of the Corporation.

7.6 CEO Performance & Evaluation Committee

- (a) The CEO Performance & Evaluation Committee shall be appointed by the Board and chaired by the President. The Terms of Reference for the CEO Performance & Evaluation Committee prescribe the composition of this Committee.
- (b) Among the duties of the CEO Performance & Evaluation Committee, are:
 - (i) providing advice to the Board in its appointment of a qualified and competent individual to act as the CEO; and
 - (ii) conducting annual formal reviews on the performance of the CEO in a manner that is transparent, respectful, developmental, and inclusive of the CEO and the Board.

ARTICLE 8 OFFICERS

8.1 Executive Officers - The Directors shall appoint from time to time:

- (a) a President, who shall be appointed by the Board from among their members, and who shall act as the chair of the Board;
- (b) a Vice-President, who shall be appointed by the Board from among their members; and
- (c) a Secretary, who shall be appointed by the Board from among their members.

Unless waived by the Board, in order to be eligible to serve as:

- (i) the Vice-President or the Secretary, an individual must have completed at least one (1) full year as a Director; and
- (ii) the President, an individual must have served: (A) a minimum of two (2) years as a Director, one of which as the Vice President; and (B) as the chair of a standing Committee for at least one (1) year.

8.2 Roles and Responsibilities of Certain Officers

- (a) The President shall:
 - (i) together with the CEO, develop the agendas for Board meetings, with the in accordance with the Regularly Scheduled Meetings;
 - (ii) preside, when present, at all meetings of the Board and of the Members;
 - (iii) perform all duties incident to this office; and
 - (iv) have such powers as may be assigned, from time to time, by the Board.
- (b) The Vice-President shall:
 - (i) perform the duties of the President in the event of their absence, resignation or inability to perform their duties, and in such event shall have all the powers of the President;
 - (ii) be the chair of the Recruitment and Development Committee; and
 - (iii) perform other duties as may be assigned, from time to time, by the Board.
- (c) The Secretary shall:

- (i) ensure the minutes of Board and Members' meetings are recorded and signed;
 - (ii) maintain accurate records of the Corporation and ensure the security of such records and documents of the Corporation;
 - (iii) be responsible for preparing and maintaining the Directors' ledger, Officers' ledger and Members' ledger, in an up-to-date manner;
 - (iv) be responsible for making the records of the Corporation available to Members, on request, in accordance with the provisions of the Act;
 - (v) ensure that the contact information for Directors, Officers and Members remains up-to-date and accurate;
 - (vi) track the terms of Board members and Officers; and
 - (vii) perform other duties as may be assigned, from time to time, by the Board.
- (d) The CEO shall be responsible to the Board for all operations of the Corporation and, within Board Policies, they shall be:
- (i) responsible for organizational accomplishment with the Strategic Plan and in compliance with the Corporation's Mission Statement;
 - (ii) responsible for organizational operation within the boundaries of prudence, legal constraints, and values established in Board Executive Limitations policies;
 - (iii) Responsible for supervision of the day-to-day management of the Corporation; and
 - (iv) available for consultation with the advisory Committees, as required.

For certainty, the CEO shall be entitled to be given notice of, attend, and speak at (but not vote) all meetings of the Board and Committees.

8.3 Other Officers - In addition, the Board may appoint from time to time, such other Officers as the Directors may determine, including one or more assistants to any Officer to assist such Officer in the discharge of that Officer's duties and powers, and any of the duties and powers of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board otherwise directs. Except as specified above

or in respect of such other Officers, as specified by the Board, an Officer may but need not be a Director and one individual may hold more than one office.

8.4 Powers and Duties - The Board may, from time to time, and subject to the provisions of the Act, specify, vary, add to or limit the powers and duties of any Officer.

8.5 Term of Office-

- (a) The President shall be appointed for a two (2) year term. The Vice-President shall be appointed for a term of at least one (1) year. The Secretary shall be appointed for a term of between two (2) to four (4) years.
- (b) Other than the restrictions on terms set forth in Section 8.5(a), an Officer shall cease to hold office upon the resolution of the Board and unless so removed, an Officer shall hold office until the earlier of:
 - (i) the Officer's successor being appointed,
 - (ii) the Officer's resignation, or
 - (iii) the Officer's death.
- (c) The Board, in its discretion, may remove any Officer, without prejudice to such Officer's rights under any employment contract or at law.
- (d) Notwithstanding the foregoing, it is the expectation that an individual appointed as the President will hold such office for two (2) consecutive years. It is expected though not required that the individual holding the office of Vice-President shall be appointed as the President on the vacation of that office as follows:

<i>Year 1</i>	<i>Year 2</i>	<i>Year 3 & 4</i>
<i>Director</i>	<i>Vice President</i>	<i>President</i>

8.6 Remuneration of Officers - Subject to applicable law (including charities law), the Officers shall be paid such reasonable remuneration for their services as the Board may from time to time determine. Officers shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

ARTICLE 9 CONFIDENTIALITY

9.1 Duty of Confidentiality - Every Committee member, Officer and Director shall respect the confidentiality of matters brought before them in that capacity, bearing in mind that unauthorized statements may adversely affect the interests of the Corporation.

Accordingly, unless specifically authorized to do so the Board, Directors shall refrain from making any statement or statements on behalf of the Board to the media or the public.

ARTICLE 10

PROTECTION OF DIRECTORS AND OFFICERS

- 10.1 Limitation of Liability** - Every Director, Officer and Committee member in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director, Officer or Committee member shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Committee member or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful or wilful neglect or default.
- 10.2 Indemnity** - Subject to any limitations in the Act or otherwise imposed by law, the Corporation shall, from time to time and at all times, indemnify and save harmless each Director, Officer, Committee member, former Director, former Officer, former Committee member and/or another individual who acts or acted at the Corporation's request as a director and/or an officer or in a similar capacity of another entity (and, collectively, their respective heirs, executors and administrators, and estate and effects), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided that the individual to be indemnified:
- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director, officer, committee member or in a similar capacity at the Corporation's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.
- 10.3 Advance of Costs** - The Corporation may advance money to a Director, an Officer and/or other individual referred to in Section 10.2 for the costs, charges and expenses of a proceeding referred to in Section 10.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 10.2(a) and 10.2(b).
- 10.4 Insurance** - Subject to any limitations in the Act or otherwise imposed by law, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 10.2 against any liability incurred by the individual in the individual's capacity as Director, Officer and/or Committee member, or in the individual's capacity as

director, officer and/or committee member or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

- 10.5 Indemnities Not Limiting** - The provisions of this Article 10 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

ARTICLE 11 CONFLICT OF INTEREST

- 11.1 Disclosure of Interest** - A Director or Officer who,

- (a) is a party to a contract or transaction or proposed contract or transaction with the Corporation; or
- (b) is a director or an officer of, or has an interest in, any person who is a party to a contract or transaction or proposed contract or transaction with the Corporation,

shall disclose to the Corporation in writing or request to have entered in the minutes of a meeting of the Directors the nature and extent of their interest; provided that the provisions of this Section 11.1 and the remaining provisions of this Article 11 shall only apply in respect of contracts, transactions and interests which are material.

- 11.2 Time of Disclosure for Director** - The disclosure required by Section 11.1 must be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
- (c) if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
- (d) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.

- 11.3 Time of Disclosure for Officer** - The disclosure required by Section 11.1 must be made, in the case of an Officer who is not a Director:

- (a) forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of the Directors;
- (b) if the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or
- (c) if a person who is interested in a contract or transaction later becomes an Officer forthwith after he or she becomes an Officer.

- 11.4 Further Disclosure for Director or Officer** - Despite Sections 11.2 and 11.3, if Section 11.1 applies to a Director or Officer in respect of a contract or transaction or proposed contract or transaction that, in the ordinary course of the Corporation's business, would not require approval by the Directors or Members, the Director or Officer shall disclose to the Corporation or request to have entered in the minutes of meetings of the Directors, the nature and extent of their interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.
- 11.5 Director Not to Attend Meeting and Not to Vote** - A Director who is required to make a disclosure under Section 11.1 shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
- (a) is for indemnity or insurance pursuant to Article 10; or
 - (b) is with an affiliate of the Corporation, as such term is defined in the Act.
- 11.6 Continuing Disclosure** - For the purposes of this Article 11, a general notice to the Directors by a Director or Officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction.
- 11.7 Effect of Disclosure** - A contract or transaction for which disclosure is required under Section 11.1 is not void or voidable, and the Director or Officer is not accountable to the Corporation or its Members for any profit or gain realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the Committee that considered the contract or transaction, if:
- (a) disclosure of the interest was made in accordance with this Article 11;
 - (b) the Directors approved the contract or transaction; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- 11.8 Director Not to Benefit**- No Director shall, directly or through an associate (as such term is defined in the Act), receive a financial benefit, through a contract or otherwise, from the Corporation while it is a charitable corporation, unless the Act and the law applicable to charitable corporations have been complied with.

ARTICLE 12

EXECUTION OF DOCUMENTS

- 12.1 Cheques, Drafts, Orders, etc.** - All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the signing officer(s)

as designated from time to time by resolution of the Board and in the manner as determined by resolution of the Board from time to time.

- 12.2 Execution of Documents-** Documents requiring execution by the Corporation other than those to be executed in the normal course of business and cheques at or under the limit prescribed from time to time by the Board of Directors by resolution, may be signed by any two signing officers of the Corporation and all documents so signed are binding upon the Corporation without any further authorization or formality.

ARTICLE 13 NOTICE

- 13.1 Procedure for Sending Notices** - Any notice or other communication or document required or permitted to be given to a Member, Director or the Auditor/Accountant shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Corporation's records or, if the person is a corporation, to its registered office, or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current. A notice so delivered shall be deemed to have been received on the fifth day after mailing (excluding each day during which there is any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The President may change or cause to be changed the recorded address of any Member, Director or Auditor/Accountant in accordance with the information believed by the President to be reliable.
- 13.2 Undelivered Notices** - If any notice given to a Member in accordance with Section 13.1 is returned on three consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.
- 13.3 Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.
- 13.4 Waiver of Notice** - If a notice or other document is required by the Act, the By-laws or otherwise to be given, the person entitled to the notice or other document may waive that entitlement or may consent to abridge the time for the giving of the notice or other document in accordance with the requirements of the Act.
- 13.5 Error or Omission in Notice** - The accidental omission to give any notice to any Member, Director, Officer, member of a Committee or Auditor/Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate

any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 14

AUDITOR/ACCOUNTANT AND FINANCIAL MATTERS

- 14.1 Financial Year** - The financial year of the Corporation ends on March 31st in each year or on such other date as the Board may from time to time by resolution determine.
- 14.2 Auditor/Accountant** - The Members shall, by Ordinary Resolution at each Annual Meeting appoint an Auditor/Accountant to hold office until the next Annual Meeting, and if an appointment is not so made, the Auditor/Accountant in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Specified Number of Directors is then in office, fill any vacancy in the office of the Auditor/Accountant arising between Annual Meetings.
- 14.3 Qualification** - The person or firm appointed as Auditor/Accountant shall not be a Director, an Officer or an employee of the Corporation, or a business partner or employee of any such person, but shall be: (a) a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004* (Ontario); and (b) independent, within the meaning of the Act, of the Corporation, its affiliates, the Directors and Officers and the directors and officers of the Corporation's affiliates.
- 14.4 Remuneration** - The remuneration of the Auditor/Accountant may be fixed by Ordinary Resolution of the Members or, if not so fixed, shall be fixed by the Board.

ARTICLE 15

BY-LAWS

- 15.1 By-laws, Amendment or Repeal**— Subject to the Act and the Articles, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation which By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- 15.2 Enactment**- This By-law No. 2 shall come into force and effect upon its execution by the President following its confirmation by the Members. Upon this By-law No. 2 coming into force and effect all prior By-laws shall thereby be repealed.
- 15.3 Enactment**- This By-law No. 2 shall come into force and effect upon its execution by the President following its approval by the Board and approval and confirmation by the Members. Upon this By-law No. 2 coming into force and effect all prior By-laws shall thereby be repealed.

MADE by the Board on the ____ day of _____, 2023.

President

APPROVED AND CONFIRMED by the Members pursuant to a Special Resolution on the ____
day of _____, 2023.

President