

Church Street School Cultural Centre

GENERAL BY-LAW NUMBER 2013- 1

As amended by Resolutions adopted by a Special Members meetings held on September 9, 2015,
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1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Agreement” means Provision of Cultural Services Agreement between the Corporation and the Town dated January 1, 2013, as the same may be amended from time to time;
- (c) “Annual Meeting” means an annual meeting of Members as provided in section 6.01;
- (d) “Annual Business” shall include: consideration of the financial statements; consideration of the audit report; election of Directors; and reappointment of the incumbent Auditor;
- (e) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including letters patent, supplementary letters patent, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization or articles of revival;
- (f) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 15;
- (g) “Board” means the Directors of the Corporation from time to time;
- (h) “Board Regulation” means a regulation passed by the Board in accordance with Article 7;
- (i) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (j) “Corporation” means **Church Street School Cultural Centre**;
- (k) “Council” means the Town Council consisting of the Mayor and Council Members elected by the constituents of the Town of Aurora;
- (l) “Director” means a member of the Board;
- (m) “*ex officio* Director” means a person who holds office as an *ex officio* Director pursuant to section 3.02;
- (n) “Government Regulations” means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;

- (o) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹
- (p) "Member" means a person who has become a Member in accordance with section 2.01;
- (q) "Officer" means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (r) "ONCA" means the *Not-for-profit Corporations Act, 2010*, S.O., c.15, and any statute or regulations that may be substituted, as amended from time to time;
- (s) "Ordinary Resolution" means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;
- (t) "Proposal" means a notice given to the Corporation by a Member pursuant to section 2.04(b) of any matter the Member proposes to raise at a meeting of Members pursuant to the Act;
- (u) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;

¹ As of March 13, 2012, section 149.1 of the *Income Tax Act* defines "ineligible individual" as follows:
"ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

- (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
- (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (v) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (w) "Special Meeting" means a meeting of Members that is not an Annual Meeting;
- (x) "Special Resolution" means:
- (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by two-thirds (2/3) of the votes cast at a meeting of Members called for the purpose of considering the Special Resolution, or in lieu of such confirmation, by the consent in writing of all of the Members; and
 - (ii) once the ONCA comes into force, a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;
- (y) "Town" means the Corporation of the Town of Aurora in the Regional Municipality of York in the Province of Ontario as governed by the Council; and
- (z) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation, consisting of those individuals who are the Directors of the Corporation from time to time, each of whom shall cease to be a Member immediately upon ceasing to be a Director.

2.02 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

2.03 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;

- (b) if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the expulsion of a Member from the Corporation in accordance with section 2.04; or
- (e) the liquidation or dissolution of the Corporation under the Act.

2.04 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - (i) a material violation of any provision of the Articles, By-Laws, Board Regulations, or written policies of the Corporation; or
 - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion.
- (b) If a Member has, as determined by the Board:
 - (i) submitted a Proposal to the Corporation for the primary purpose of enforcing a personal claim or redressing a personal grievance against the Corporation or its Directors, Officers, Members or debt obligations holders;
 - (ii) on more than one (1) occasion, submitted a Proposal that does not relate in a significant way to the activities or affairs of the Corporation;
 - (iii) on more than one (1) occasion, failed to present, in person or by proxy, a Proposal that had been included in a notice of meeting to the Members at the Member's request;
 - (iv) on more than one (1) occasion, submitted substantially the same Proposal in a notice of a meeting of the Members held not more than two (2) years before the receipt of the Proposal and the Proposal was defeated; or
 - (v) the rights conferred by the Member's right to submit a Proposal are being abused to secure publicity.
- (c) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.
- (d) In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.04, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.05 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

3 BOARD OF DIRECTORS

3.01 Board

Subject to the passage of any Special Resolution changing the number of Directors of the Corporation, immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at twelve (12) Directors, two of whom shall be *ex officio* Directors as set out in section 3.02. The Members may, by Special Resolution, increase or decrease the number of Directors of the Corporation from time to time, to not less than three (3) Directors. Upon the coming into force of the ONCA, the Members thereafter delegate to the Directors the right to fix the number of Directors from time to time.²

3.02 Ex Officio Directors

There shall be up to two *ex officio* Directors, each of whom shall be a representative appointed by the Council pursuant to section 10 of the Agreement.

3.03 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) be a resident of the Town of Aurora;
- (c) in the case of *ex officio* Directors, be a representative appointed pursuant to section 10 of the Agreement;
- (d) be a Member of the Corporation;
- (e) not have the status of a bankrupt;
- (f) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (g) not be a person who has been declared incapable by any court in Canada or elsewhere;
- (h) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.04, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made; and
- (i) execute a Consent to Act as a Director and a Director's Confidentiality Agreement, in such forms as shall be approved by the Board from time to time.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.06.

² Section 22(1) of the ONCA provides that a corporation must have a minimum of three (3) Directors. Section 23(3) of the ONCA provides that not more than one-third of the Directors of a public benefit corporation may be employees of the Corporation or any of its affiliates.

3.04 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.³ If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 3.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 3.06.

3.05 Removal of Directors

- (a) The Members may, by two thirds ($\frac{2}{3}$) vote while the Act remains in force, and by Ordinary Resolution once the ONCA comes into force, remove a Director, other than an *ex officio* Director, from office at a Special Meeting called for that purpose before expiration of the Director's term of office, and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) The Council may remove an *ex officio* Director and appoint a replacement by providing written notice to the Corporation advising of the name of the *ex officio* Director to be removed, the name and address of the replacement, and the effective date in future that the replacement *ex officio* Director shall take office.
- (c) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (d) Where the Members do not fill the vacancy created by the removal of a Director pursuant to section 3.05(a), the vacancy may be filled in accordance with section 3.06(a).

3.06 Vacancies

- (a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board, other than a vacancy in the *ex officio* Directors, may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the director's predecessor.
- (b) In the event a vacancy occurs in the *ex officio* Directors, the Council shall appoint a person to fill the vacant position in the same manner as set out in section 3.05(b).
- (c) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

3.07 Remuneration of Directors

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

³ The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act or the ONCA, as applicable, and the Articles, Directors, other than *ex officio* Directors, shall be elected by the Members.⁴

4.02 Term of Office

Except for an *ex officio* Director, the term of office of each Director shall be two (2) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.03 Re-Election

Except for an *ex officio* Director, each Director is eligible for election for four (4) consecutive full two (2) year terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director; provided, however, that a Director who has completed the full terms of office described in this section 4.03 may be eligible to be re-elected for a further one (1) year term in extraordinary circumstances, if approved by Special Resolution.

4.04 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.05 Nominations

Candidates for the office of Director, other than an *ex officio* Director, shall comprise the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board. There shall be no nominations from the floor of the meeting at which Directors are elected.

4.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice.

5.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible but not more than ten (10) days following the Annual Meeting for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

⁴ Section 24(8) of the ONCA requires a Director to consent to act as such before or within 10 days of election or appointment, failing which the person ceases to be a Director. Section 24(9) of the ONCA permits the later consent of a Director which then validates the election. Section 97 of the ONCA requires the consents to be kept at the registered office, which may be requested without charge for inspection by a Director, Member or creditor.

5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act or the ONCA, as applicable.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Content of Notice

Any notice of a Board meeting shall specify the nature of the business to be conducted if the meeting is intended to:

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

5.06 Meetings by Electronic Conference

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may call a meeting of the Directors and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors. For greater certainty, an *ex officio* Director is entitled to be counted for the purpose of establishing quorum, but no *ex officio* Director is required to be present at a meeting of the Board in order for quorum to be achieved.

5.08 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director, including an *ex officio* Director, shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the event of an equality of votes, the motion shall be deemed to have been lost.

5.09 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.10 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual Meeting

- (a) An Annual Meeting shall be held within the Regional Municipality of York, in the Province of Ontario, at a place determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

- (a) Upon the coming into force of the ONCA, a Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting.⁵ A Special Meeting may be held separately from or together with an

⁵ Pursuant to the ONCA, a Special Meeting is required to pass an Extraordinary Resolution (80% vote required) or a Special Resolution, to remove a Director, Auditor or a person appointed to conduct a review engagement from office and to fill a vacancy on the Board if there is no quorum of directors; see By-Law sections 1.01(o), 3.05, 3.06 and 15.02. As well, section 60 of the ONCA provides, on a mandatory basis, that Members with at least 10% of the voting rights, or a lower percentage that is set out in the By-Laws, may requisition a meeting.

Annual Meeting. A Special Meeting shall be held within the Regional Municipality of York, in the Province of Ontario.

6.04 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including stating the text of any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery;
- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on a notice board, including the Corporation's web site, where such information is regularly posted and that is located in a place frequented by the Members; or
- (d) in a publication of the Corporation sent to call Members entitled to vote.

6.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor; and
- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

6.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least a majority of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) Provided however that where:
 - (i) less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; or
 - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.

- (d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

6.07 Chair

In the absence of the President and the Vice-President, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

6.08 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise required by the Act or the ONCA, as applicable, or the By-Laws. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation, the Act or the ONCA, as applicable, or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.09 Electronic, Mail or Telephone Voting

Upon the coming into force of the ONCA, the Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.10 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.11 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.12 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7 BOARD REGULATIONS

7.01 Board Regulations

The Board may make Board Regulations and policies with regard to any matter not inconsistent with the Act or the ONCA, as applicable, and the By-Laws.

8 OFFICERS

8.01 Officers

The Directors shall elect a President, who shall also be a Director. There may be such other Officers that may be established by Board Regulation from time to time. Subject to the Act or the ONCA, as applicable, the Articles and the By-Laws, the terms and duties of such Officers shall be defined in the Board Regulations passed by the Board from time to time.

8.02 Duties of President

The President shall supervise and control the operations of the Corporation, at the direction of the Board or the Executive Committee, as applicable. If there shall be no Executive Director in office. The President shall, when present, preside at all meetings of the Board, the Executive Committee and Members. The President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board. The Chair may also be called the President.

8.03 Executive Director May Attend All Meetings

The Executive Director, if any, shall have the right to receive notice of, to attend and to speak at but not to vote (unless otherwise also a Director)⁶ at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

8.04 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Executive Director, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Executive Director.

⁶ Note an executive director is not typically a director.

9 COMMITTEES

9.01 Committees

Subject to the Act or the ONCA, as applicable, and the By-Laws, the Board may, by Board Regulation, appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

9.02 Executive Committee

The Board may elect from among the Directors of the Corporation an Executive Committee and delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 9.03.

9.03 Limits on Authority of Committees

No committee has authority to:

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

10 CONFLICT OF INTEREST

10.01 Conflict of Interest

In accordance with the Act or the ONCA, as applicable, and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act or the ONCA, as applicable, and comply with all other requirements in the Act or the ONCA, as applicable, in respect of such conflict of interest.

11 INSURANCE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.

- (b) The Corporation shall ensure that each Protected Person is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

11.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.04, and if the Board has determined to purchase the insurance provided in section 11.01(a), the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

11.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment

requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:

- (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
- (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

(b) Such indemnity will only be effective:

- (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article 11 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 11.

11.05 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

12 EXECUTION OF DOCUMENTS

12.01 Execution of Documents

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Corporation. All documents executed in accordance with the Board Regulations are binding on the Corporation without further action or formality.

13 BORROWING BY THE CORPORATION

13.01 General Borrowing Authority

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

14 FINANCIAL YEAR

14.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of December in each year or on such other date as the Board may determine.

15 AUDITOR⁷

15.01 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor, who shall hold office until the close of the next Annual Meeting. If an appointment is not made, then the incumbent Auditor continues in office until a successor is appointed.

15.02 Removal of Auditor

- (a) The Members may, by two thirds ($\frac{2}{3}$) vote while the Act is in force, and by Ordinary Resolution upon the coming into force of the ONCA, cast at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act or the ONCA, as applicable, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.03.
- (b) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

15.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor.

15.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then it shall be fixed by the Board.

⁷ In order to be appointed, the person must be permitted to conduct an audit under the *Public Accounting Act*, 2004 and be independent of the corporation and its affiliates. Section 75(7) – (9) of the ONCA requires that any new Auditor must request a statement from the previous Auditor or the new appointment is invalid. Corporations should request that the auditor provide them with confirmation that this request has been made.

16 **NOTICE**

16.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a web site or notice board pursuant to section 6.04(c), notice is deemed given on the date of posting;
- (f) if published pursuant to sections 6.04(c) and 6.04(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

16.02 Declaration of Notice

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

16.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

16.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:
 - (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

16.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive

either the sending of the notice or document or the time within which the notice or document must be sent.

17 BY-LAWS AND EFFECTIVE DATE

17.01 Effective Date of this By-Law

This By-Law shall come into effect when passed by the Board in accordance with the Act.

17.02 Amendments requiring Special Resolution

Upon the coming into force of the ONCA, if the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 17.02, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

- (a) section 1.01(j);
- (b) section 2.01;
- (c) section 2.02;
- (d) section 6.04; and
- (e) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.03 By-Laws and Effective Date

- (a) Subject to the Act or the ONCA, as applicable, and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.02, any such 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 Ordinary Resolution of the Members.
- (b) 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.

18 REPEAL OF PRIOR BY-LAWS

18.01 Repeal

Subject to the provisions of section 18.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

18.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

GENERAL BY-LAW NUMBER 2013-1

Table of Changes

Reference Number	Change/s made	Date Approved
2015 -1	<p>Article 3.01 (Board)</p> <p>Changed the number of Directors from “...fixed at fourteen (14)” to “...fixed at twelve (12)”.</p>	By resolution of the Members, adopted at a Special Meeting held on September 9, 2015
2016-1	<p>Article 4.03 (Re-election)</p> <p>Changed the eligibility of Directors for election from “...three (3) consecutive two year terms” ... to “...four (4) consecutive two years terms”.</p>	By resolution of the Members, adopted at a Special Meeting held on February 10, 2016