

GENERAL OPERATING BY-LAW

May 9, 2024

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ADVANTAGE ONTARIO – ADVANCING SENIOR CARE

GENERAL OPERATING BY-LAW

LAST AMENDED – MAY 9, 2024

A by-law relating generally to the transaction of the affairs of AdvantAge Ontario – Advancing Senior Care (the “Corporation”).

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

**ARTICLE 1
DEFINITIONS AND INTERPRETATION**

1.1 Definitions

1.1.1 In this by-law, unless the context otherwise requires:

1.1.1.1 “**Act**” means the *Not-for-Profit Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it, each as amended from time to time;

1.1.1.2 “**Articles**” means the articles of amendment of the Corporation dated October 1, 2023 and any subsequent articles of amendment, amalgamation, continuance, reorganization, arrangement, restated articles or revival of the Corporation from time to time in force and effect, as well as any letters patent or supplementary letters patent that had been in effect under the former *Corporations Act* (Ontario);

1.1.1.3 “**Board**” means the board of directors of the Corporation.

1.1.1.4 “**Corporation**” means AdvantAge Ontario – Advancing Senior Care.

1.1.1.5 “**Chair of the Board**” shall mean the Director elected as such.

1.1.1.6 “**Chief Executive Officer**” means the person engaged by the Board to manage and administer the day-to-day affairs of the Corporation.

1.1.1.7 “**Director**” means a member of the Board.

1.1.1.8 “**Head Office**” means 64 Jardin Drive, Unit 3B, Concord, Ontario, L4K 3P3.

1.1.1.9 “**Special Resolution**” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.

1.1.2 Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

- 1.1.3 The headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- 1.1.4 Any references in this by-law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2 HEAD OFFICE

The Head Office of the Corporation shall be in the Regional Municipality of York, in the Province of Ontario, and at such place therein as may from time to time be determined by Special Resolution of the Corporation.

ARTICLE 3 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE 4 MEETING RULES

4.1 Teleconferences, etc.

Any member of the Corporation, Director or committee member may participate in a meeting of the members, the Board or a committee of the Board, as applicable, by means of telephone conference or electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this by-law, to be present at the meeting. Meetings may be held entirely by telephone conference or other electronic means.

4.2 Voting Rules

- 4.2.1 Business arising at any meeting of the members, the Board or any committee established pursuant to this by-law shall be decided by a majority of votes unless otherwise required by the Act or this by-law.
- 4.2.2 Except as provided in this by-law, each member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the members, Board or committee, respectively.
- 4.2.3 Members shall be entitled to appoint a proxy to attend and vote at a meeting of the members, and the proxy does not need to be a member. No Director or committee member may vote by proxy or in any way delegate their voting responsibilities.

- 4.2.4 Votes at meetings of members or of committees shall be taken in the usual way, by show of hands, among all members or committee members, as applicable, present and eligible to vote, and unless otherwise specified in this by-law, in the event of a tie, the motion is lost.
- 4.2.5 An abstention shall not be considered a vote cast.
- 4.2.6 After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, unless otherwise specified in this by-law, each individual present in person and entitled to vote at such meeting shall have one vote and the result of the poll shall be the decision of the members, the Board or the committee, as the case may be.
- 4.2.7 Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion 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, vote or motion.
- 4.2.8 If a vote is held by telephonic or electronic means, votes may be received through verbal communication. If a poll is demanded for a vote during a meeting held by telephonic or electronic means, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, unless otherwise specified in this by-law, each individual in attendance and entitled to vote at such meeting shall have one vote and the result of the poll shall be the decision of the members, the Board or the committee, as the case may be.

4.3 Written Resolution Equally Valid

A by-law or resolution in writing signed by all the members or Directors entitled to vote on that by-law or resolution at a meeting of members or Directors, respectively, is as valid as if it had been passed at a meeting of members or Directors, respectively.

4.4 Minutes

Minutes shall be kept for all meetings of the members, the Board or any committee, and shall be approved at the next meeting of the members, the Board or the committee, as the case may be.

ARTICLE 5 MEMBERSHIP

5.1 Members

There shall be four (4) classes of membership in the Corporation, which said classes shall be as defined below in this Section 5.1. Members may be individuals, corporations, associations, or other types of entities that are recognized as legal persons under the laws of the Province of Ontario.

5.1.1 Full Membership in the Corporation may be granted to a non-profit organization that:

- 5.1.1.1 provides direct services to seniors, the criteria of which may be determined from time to time by the Board,
- 5.1.1.2 subscribes to the (i) Corporation's objects, as stated in the Articles, and (ii) mission, vision and values of the Corporation; and
- 5.1.1.3 has paid the prescribed annual membership fee as may be established from time to time in accordance with this by-law.

Each Full Member may appoint up to ten delegates who may attend the annual and special meetings of the Corporation and who may speak to any resolutions presented thereat. Each Full Member in good standing shall be entitled to one vote on each question arising at any annual or special meeting of the members. Each Full Member shall designate one of its delegates to exercise such member's voting right at an annual or special meeting of the Corporation.

No Full Member shall be entitled to vote at a meeting of the Corporation unless it has paid all dues, or fees, if any, payable by it to the Corporation in advance of such meeting.

5.1.2 Associate Membership in the Corporation may be granted to a non-profit organization, association or individual that does not provide direct services to seniors provided that such organization, association or individual:

- 5.1.2.1 subscribes to the (i) Corporation's objects as stated in the Articles and (ii) mission, vision and values of the Corporation; and
- 5.1.2.2 has paid the prescribed annual membership fee as may be established by the Corporation from time to time in accordance with this by-law.

Associate Members, other than individuals, may each appoint a maximum of two delegates who may attend the annual and special meetings of the Corporation, but only one delegate of such a member may speak to any resolution presented thereat. Except as required by law, Associate Members shall not have a right to vote on any question arising at a special or annual meeting of members.

5.1.3 Commercial Membership in the Corporation may be granted to a commercial organization, corporation or other business enterprise that does not provide direct facility or community based services to seniors, provided that such organization, corporation or enterprise:

- 5.1.3.1 subscribes to the (i) Corporation's objects, as stated in the Articles, and (ii) mission, vision and values of the Corporation; and
- 5.1.3.2 has paid the prescribed annual membership fee as may be established by the Corporation from time to time in accordance with this by-law.

Commercial Members may each appoint a maximum of two delegates who may attend the annual and special meetings of the Corporation, but only one delegate of such a member may speak to any resolution presented thereat. Except as required by law, Commercial Members shall not have a right to vote on any question arising at a special or annual meeting of members.

- 5.1.4 Honourary Membership may be granted to individuals who are deemed to deserve special recognition because of their dedication to seniors. Except as required by law, Honourary Members shall not have a right to vote on any question arising at a special or annual meeting of members.

5.2 Memberships

- 5.2.1 The Board shall have the sole authority to admit applicants as members of the Corporation or revoke membership in the Corporation for violating any provision of the Articles or these by-laws and shall ensure each member of the Corporation is promptly informed of admission or revocation as a member of the Corporation. Any revocation by the Board of a member's membership must be carried out in accordance with section 51 of the Act.
- 5.2.2 Members will be deemed to have resigned from the Corporation if they have not renewed their membership at the expiration of their annual membership then in existence, subject to the process outlined in Section 6.1.1.
- 5.2.3 The interest of a member in the Corporation is not transferable and lapses and ceases to exist: (a) upon death or dissolution, each as applicable, of the member; (b) when the member's period of membership expires, or (c) when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. In any such case, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to the event which resulted in the termination of the membership.
- 5.2.4 Applications for membership shall:
 - 5.2.4.1 be submitted in writing on a form approved by the Corporation for such purpose,
 - 5.2.4.2 include, where applicable, an undertaking to abide by the Corporation's objects, as stated in the Articles, and the mission, vision and values of the Corporation; and
 - 5.2.4.3 include the applicable annual membership fee and an undertaking to pay such further fees, dues and assessments as duly authorized by the Corporation's by-laws.

**ARTICLE 6
MEMBERSHIP FEES**

6.1 Fees

- 6.1.1 Membership fees shall be payable by all members of the Corporation on an annual basis. Any amendments to the Full Member membership fee structure shall be determined by majority vote at an annual meeting of the members. Any amendment to Full Member membership fee levels may be determined by the Board subject to the limitations on Board discretion set out in the membership fee structure approved by the members. Any amendments to any membership fees other than the Full Member membership fees shall be determined by the Board.

**ARTICLE 7
MEETINGS OF MEMBERS**

7.1 Annual Meeting - Timing

The Corporation shall hold an annual meeting of members not more than fifteen (15) months after the holding of the last preceding annual meeting.

7.2 Annual Meeting - Location

Each annual meeting shall be held within the province of Ontario at such location, on such date and at such time as the Board may determine and the Board shall arrange and be responsible for the agenda of all such meetings.

7.3 Annual Meeting - Business

- 7.3.1 The business transacted at the annual meeting shall include:
- 7.3.1.1 the minutes of the previous annual meeting;
 - 7.3.1.2 unfinished business, if any, from the previous annual meeting;
 - 7.3.1.3 reports from the Chair of the Board and the Chief Executive Officer;
 - 7.3.1.4 report of the Treasurer, which shall include the audited financial statements, if any;
 - 7.3.1.5 election of Directors; and
 - 7.3.1.6 appointment of the auditor for the coming year, together with a motion granting to the Directors the authority to fix the remuneration of the auditor (unless exemption applies).
- 7.3.2 Special business transacted at an annual meeting requires specific advance notice and may include:

- 7.3.2.1 approval of by-law amendments;
- 7.3.2.2 Special Resolutions; or
- 7.3.2.3 such other items of business as are identified in the notice of annual meeting.

7.4 Special Meetings of the Members

- 7.4.1 The Chair of the Board may call a special meeting of the members. Ten percent (10%) or more of the Full Members of the Corporation may, in writing, requisition the Directors to call a special meeting of the members for any purpose connected with the affairs of the Corporation that is properly within the purview of the members' role in the Corporation and that is not inconsistent with the Act. Should the Board not call and hold such a special meeting within 21 days of receipt of the said request, the petitioning Full Members may call a special meeting of the members for the purpose set forth in the request and may take such action thereat as those present may deem proper.
- 7.4.2 A special meeting of the members shall be held at the Head Office or such other place within Ontario as the Board may determine.

7.5 Notice for Meeting of Members

- 7.5.1 Notice of a meeting shall be given by one of the following methods:
 - 7.5.1.1 to each member by prepaid mail at least ten (10) days and no earlier than fifty (50) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation; or
 - 7.5.1.2 to each member by electronic communication (including facsimile or e-mail) at least ten (10) days and no earlier than fifty (50) days in advance of the meeting by sending it to the last electronic communication address provided by the member, but only if the member has expressly consented to receiving notices in such manner.
- 7.5.2 The notice of an annual meeting that is provided to members shall: (a) inform the members of the date, time and location of the said meeting; and (b) contain sufficient information concerning any special business to permit the member to form a reasoned judgement on the decision to be taken.

7.6 Quorum for Meeting of Members

- 7.6.1 A quorum for the transaction of business at any meeting of members shall consist of Full Members representing at least one-third (1/3) of the votes for all Full Members present in person, by proxy or by telephonic or electronic means.
- 7.6.2 Attendance of any member at a meeting of members shall constitute a waiver of notice of the meeting, except where such member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.7 Adjourned Meeting

- 7.7.1 If, within one-half (1/2) hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting. At least three (3) days' notice of the adjourned meeting shall be given.

7.8 Member Designees

- 7.8.1 Members of the Corporation may be represented by designees in accordance with Section 5.1 at any annual meeting or special meeting provided a designee nomination is signed by an authorized signatory of the represented member. A designee nomination shall cease to be valid after the expiration of one year from the date of such nomination. The designee nomination form may be in such form as the Directors may from time to time prescribe or in such other form as the chair of a meeting may accept as sufficient, and shall be deposited with the chair of the meeting before any vote is cast on behalf of a member, or at such earlier time and in such manner as the Board may prescribe.

7.9 Chair

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

- 7.9.1 the Chair of the Board; or
- 7.9.2 a chair elected by the members present if the Chair of the Board is absent.

ARTICLE 8 REGIONS

8.1 Regions

- 8.1.1 The members of the Corporation shall be organized into a number of geographic regions ("**Regions**"), which such number may be determined from time to time by the Board. Each such Region shall encompass a geographical area designated by the Board from time to time. Each Full Member located in the geographic area designated to a Region shall be a member of such Region. Participation in Regional meetings shall be restricted to Full Members.
- 8.1.2 Each Region shall have its own Regional operating guidelines, which may be drafted and amended at the discretion of the members within such Region, provided that such operating guidelines are consistent with the Corporation's by-laws, operational rules, and procedures.
- 8.1.3 Each Region of the Corporation, and the Corporation itself, shall utilize the prefix "Regional" when referring to one of the geographical Regions set out above in Section 8.1.1.
- 8.1.4 Each Region shall select a Regional representative to be a member of the Board.

ARTICLE 9
BOARD OF DIRECTORS

9.1 Board Composition

9.1.1 The affairs of the Corporation shall be governed by a Board of at least nine (9) and at most twenty (20) Directors as set out in the Articles. The Board size shall be fixed at sixteen (16) until changed by Special Resolution.

9.1.2 The Board shall consist of the following members who shall each have one (1) vote in all matters requiring a vote by the Board:

9.1.2.1 One representative from each Region. A Region's representative is to be selected by the Full Members in such Region in accordance with the Region's governance by-laws and procedures.

9.1.2.2 Four Sectoral representatives, each of which is to be elected by vote of the Full Members of the Corporation to represent one of the following Sectors:

9.1.2.2.1 the Charitable/Not-for-profit Homes and Services Sector;

9.1.2.2.2 the Municipal Homes and Services Sector;

9.1.2.2.3 the Housing Sector; and

9.1.2.2.4 the Community Services Sector.

9.1.2.3 Two (2) elected members-at-large to be elected by a vote of the Full Members of the Corporation.

9.1.2.4 A person who:

9.1.2.4.1 is a former Chair of the Board; and

9.1.2.4.2 continues to satisfy all other criteria for being a Director as set out in this by-law.

Such person shall be referred to as the "**Past Chair**". The Corporation shall fill this position by offering the position to the individual who satisfies the above noted criteria and was most recently the Chair of the Board. If such person does not accept the offer to fill this position on the Board, the position shall be filled by a recent Past Chair, and if an appropriate recent Past Chair is not available or declines to accept the position, then the Past Chair vacancy shall be filled by a recent past Vice Chair or recent past Treasurer, identified at the discretion of the Board.

9.1.3 The Chief Executive Officer will be entitled to be invited to, attend, and speak at, Board meetings as a guest, but shall not be entitled to vote, move motions, or count towards quorum at a Board meeting. Notwithstanding the foregoing, the Board may, by majority vote, choose to exclude the Chief Executive Officer from any *in camera* portion of a Board meeting or from any discussion with respect to which the Chief Executive Officer may have a conflict of interest.

9.2 Term of Office

- 9.2.1 Each Director, with the exception of the Past Chair, shall be elected to hold office until the second annual meeting after they shall have been elected or until their successor shall have been duly elected and qualified. The Past Chair shall be elected to hold office until the second annual meeting after they shall have been elected, or for such shorter term as may be determined by the Board prior to such election. Each of the Directors, with the exception of the Past Chair, shall be eligible for re-election for up to two further terms. With the exception of the Past Chair, no Director shall remain as a Director for more than three successive terms. An individual who has completed their maximum number of terms as a Director, may not stand for re-election to any Board position until they have been absent from the Board for at least one year from the date that their last term as Director expired, with exceptions to be allowed on a case-by-case basis if approved by the Board.
- 9.2.2 The election of a Director may be by a show of hands unless a ballot is demanded by any member.
- 9.2.3 The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at an annual or special meeting of which notice specifying the intention to pass such resolution has been given, remove any elected Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term. Notwithstanding the foregoing, any individual that is elected to be the representative of a Region on the Board, must be nominated by the Full Members of such Region.
- 9.2.4 Notwithstanding any other provision contained herein, in the event the individual appointed as Chair of the Board for a two year term in accordance with Section 11.1 herein has at the time of their appointment less than two years remaining in their term as a Director, that individual's term as a Director shall automatically be extended to the end of their two year term as Chair of the Board and the election to otherwise be held for such Director's position shall be postponed accordingly.
- 9.2.5 Notwithstanding any other provision contained herein, an individual may be elected to, and hold, the position of Past Chair without regard to the number of terms that they have served as a Director prior to their election as Past Chair.

9.3 Qualifications of Directors

- 9.3.1 An individual selected as a Director in accordance with sections 9.1.2.1, 9.1.2.2, 9.1.2.3, or 9.1.2.4 must be an employee or a member of the governing body of a Full Member of the Corporation.
- 9.3.2 Every Director shall:
- 9.3.2.1 be eighteen (18) or more years of age;
 - 9.3.2.2 not have the status of bankrupt;
 - 9.3.2.3 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; and
 - 9.3.2.4 not be a person who has been found to be incapable by any court in Canada or elsewhere.

9.4 Vacancies

- 9.4.1 The office of a Director shall ipso facto be vacated: (a) if they become non-compliant with the requirements of Section 9.3.1 or Section 9.3.2; (b) if the Director dies; or (c) if by notice in writing to the Corporation they resign their office. Any such resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.
- 9.4.2 Vacancies on the Board, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Corporation at which the Directors for the ensuing term are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If a vacancy results from the long-term leave¹ of a Director, then a replacement for such Director, if appointed, shall be appointed for the period of time that is the shorter of: (i) the expected duration of the long-term leave; and (ii) the remainder of such Director's term. If a vacancy results from the resignation, removal, death or long-term leave of a Director selected by a Region, then the Corporation shall allow the relevant Region to select the replacement for such Director. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

9.5 Board Meetings

- 9.5.1 A majority of the voting Directors, present in person or via teleconference capabilities, shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair of the Board or a Vice-Chair, or by the direction in writing of four Directors. Notice of such meetings shall be delivered, telephoned, telefaxed or transmitted through electronic means to each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than five days before the meeting is to take place. Notwithstanding the foregoing, if the Chair of the Board, a Vice-Chair, or any four Directors believe that, in order to address a matter of urgency, a meeting of the Board must be held on less notice than is described in the immediately preceding sentence, then notice shall be delivered, telephoned, telefaxed or transmitted through electronic means to each Director not less than 24 hours before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. Subject to applicable laws, the Directors may consider or transact any business at any meeting of the Board. The Board shall meet no less than four times per year.
- 9.5.2 Any Director may at any time waive notice of any Board meeting and may ratify and approve of any or all proceedings taken or had thereat.

¹ For the purposes of this By-law, a "long-term leave" means a leave of six months or more.

9.5.3 Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, in addition to their original vote, shall have a second or casting vote.

9.5.4 The chair for a meeting of the Board shall be:

9.5.4.1 the Chair of the Board; or

9.5.4.2 in the absence of the Chair of the Board, their duties may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

9.6 Responsibilities

9.6.1 Every Director and officer shall:

9.6.1.1 act honestly and in good faith with a view to the best interests of the Corporation; and

9.6.1.2 exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

9.6.2 The Directors shall administer the affairs of the Corporation in all things and shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Corporation by its Articles or otherwise is authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

9.7 No Remuneration

The Directors shall receive no remuneration for acting as such, and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by her or him in the performance of their duties.

9.8 Confidentiality

Every Director, officer, and member of a committee of the Board shall respect the confidentiality of matters brought before the Board and before any committee.

ARTICLE 10 COMMITTEES

10.1.1 The Board may establish committees from time to time.

- 10.1.2 The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established, in terms of reference adopted by the Board, or, to the extent not otherwise specified by the Board, may be determined by the members of such committee.
- 10.1.3 The Board may remove any appointed committee members at its discretion.

ARTICLE 11 OFFICERS

11.1 Officers

The officers of the Corporation shall consist of a Chair of the Board, a Vice-Chair, a Treasurer and a Secretary. The Board shall appoint the Chair of the Board, the Vice-Chair, and the Treasurer from amongst themselves. The term of office for the Chair of the Board shall be for two (2) years, and for the Vice-Chair shall be for one (1) year only. The term of office for the Treasurer shall be for two (2) years. The Chief Executive Officer shall act as the Secretary of the Corporation. An officer may be reappointed to an unlimited number of successive terms.

11.2 Duties of the Chair of the Board

The Chair of the Board shall, when present, preside at all meetings of the members of the Corporation and of the Board. The Chair of the Board and the Secretary shall sign all by-laws and one of the Chair of the Board and the Vice-Chair together with the Chief Executive Officer shall sign all other documents required to be executed on behalf of the Corporation, unless the Board authorizes alternate signatories. During the absence or inability of the Chair of the Board, their duties and powers may be exercised by the Vice-Chair or such other Director as the Board may from time to time appoint, and if the Vice-Chair or such other appointed Director exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

11.3 Duties of the Treasurer

The Treasurer shall ensure that: (i) full and accurate accounts of all receipts and disbursements of the Corporation are recorded in proper books of account; and (ii) all moneys or other valuable effects are deposited in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. The Treasurer shall verify the disbursement of the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of the Treasurer, an account of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board. The Treasurer shall be the chair of the Finance Committee, when constituted.

11.4 Duties of the Secretary

The Secretary shall carry out the duties of a secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the members, Board, and committees of the Board to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose.

The Secretary shall give or cause to be given notice of all meetings of the members and of the Board and shall perform such other duties as may be prescribed by the Board.

11.5 Other Officers

Additional duties of the officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

ARTICLE 12 INDEMNITIES TO DIRECTORS AND OTHERS

12.1 Indemnities

- 12.1.1 Every Director, officer, and member of a committee appointed or authorized by the Board, their heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever that such Director, officer or committee member sustains or incurs in or about any claim, action, suit or proceeding that is made, brought, commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by him or her in or about the execution of their duties as Director, officer, or committee member.
- 12.1.2 The Board will cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, officers, and members of said committees will be indemnified and saved harmless in accordance with this by-law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.
- 12.1.3 The indemnity provided for in this section shall be applicable only if the Director, officer or committee member acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

ARTICLE 13 EXECUTION OF DOCUMENTS

13.1 Execution of Documents

- 13.1.1 Subject to Section 13.1.2 below, deeds, transfers, licences and contracts on behalf of the Corporation shall be signed by either the Chair of the Board or Vice-Chair and by the Chief Executive Officer, and the Chief Executive Officer shall affix the seal of the Corporation on such instruments as require same.

- 13.1.2 Notwithstanding Section 13.1.1, contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair of the Board, Vice-Chair, Treasurer, Chief Executive Officer or by any person authorized by the Board.
- 13.1.3 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

ARTICLE 14

FINANCIAL MATTERS

14.1 Books and Borrowing

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

14.2 Cheques

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, Chief Executive Officer or other staff of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

14.3 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, Chief Executive Officer or other staff of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 15
BANKING AND BORROWING

15.1 Borrowing

The Directors may from time to time:

- 15.1.1 borrow money upon the credit of the Corporation;
- 15.1.2 issue, sell or pledge securities of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;
- 15.1.3 charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- 15.1.4 delegate to such one or more of the Directors or officers of the Corporation as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

15.2 Rules of Order and Procedure

The rules of order and procedures set forth in Wainberg's "Company Meetings Including Rules of Order, 3rd edition" shall prevail at all meetings of the Corporation, the Board and committees of the Board.

15.3 Banking

The Corporation's bank account shall be kept in such financial institution as the Board shall from time to time determine.

15.4 Fiscal Year

The fiscal year of the Corporation shall end on December 31st.

15.5 Dissolution of the Corporation

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to one or more corporations that: (i) are charities registered under the *Income Tax Act* (Canada), in Canada; and (ii) have corporate objects that are similar to the corporate objects of the Corporation as at the time of its dissolution.

ARTICLE 16 AMENDMENTS

16.1 Amendments

- 16.1.1 The Board may pass or amend the by-laws of the Corporation from time to time.
- 16.1.2 Subject to Sections 16.1.4 and 16.1.5 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:
- 16.1.2.1 from the time the motion is passed, or
- 16.1.2.2 from such future time as may be specified in the motion.
- 16.1.3 A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or at a special meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special meeting shall refer to the by-law or amendment to be presented.
- 16.1.4 The members at the annual meeting or at a special meeting may confirm the by-laws as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- 16.1.5 Any amendment to a by-law relating to an action requiring approval by Special Resolution is not effective until it has been confirmed by at least two-thirds of the votes cast at a meeting of members duly called for considering it.
- 16.1.6 In any case of rejection, amendment, or refusal to approve a by-law or part of a by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approval.

ARTICLE 17 REPEAL

Upon this by-law coming into force, all previous by-laws of the Corporation are repealed provided that such repeal shall not affect the previous operation of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

Enacted the 24th day of March, 1999.

Amended by the Membership the 18th day of November, 2003.

Revised - May 2006

Revised - May 2011

Revised - April 18, 2018

Revised - August 12, 2020

Revised - May 17, 2021

Revised - May 12, 2022

Revised – May 11, 2023

Revised – May 9, 2024



Per: _____

Name: Steven Harrison

Title: Chair of the Board



Per: _____

Name: Lisa Levin

Title: Secretary