

**CANADIAN MENTAL HEALTH ASSOCIATION,
WATERLOO WELLINGTON BRANCH**

By-Law 2024-1

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BY-LAW NO. 2024-1

A By-Law relating generally to the
conduct of the affairs of

CANADIAN MENTAL HEALTH ASSOCIATION, WATERLOO WELLINGTON BRANCH

(herein the “Corporation”)

ARTICLE 1 INTERPRETATION

- 1.1 **Definitions:** In this By-Law, including this clause, unless the context or subject matter requires a different meaning, the following terms shall have the following meanings:
- (a) “Act” means the *Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15* and its regulations, as may be amended from time to time;
 - (b) “Associates” includes the parents, grandparents, children, grandchildren, siblings, spouse, common law partner or members of the household of a Director or Officer as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director or Officer;
 - (c) “Association” means the Canadian Mental Health Association, a national organization;
 - (d) “Board” means the Board of Directors of the Corporation;
 - (e) “Branch” means a branch of the Corporation that has been granted a charter by the Corporation, which charter is in good standing, and is in compliance with the current Branch Agreement;
 - (f) “Branch Agreement” means the agreement entered into between a Branch and the Corporation governing, among other matters, their relationship and the Branch’s use of the “Canadian Mental Health Association” name;
 - (g) “By-Law” means this By-Law;
 - (h) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors or Officers of the Corporation, namely:
 - (i) Pecuniary or financial interest - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or

an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

- (ii) Undue influence - interests that impede a Director or Officer in the Director's or Officer's duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's or Officer's entrusted responsibility to the Corporation; or
 - (iii) Adverse interest - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.
- (i) "Director" means a member of the Board;
 - (j) "Excluded Person" means:
 - (i) any employee or staff member of the Corporation or of another Branch of CMHA, or the Association (including National, Provincial and local levels);
 - (ii) any member of the Board of the Association at any of the national, provincial or local levels, or any member of the Board of another Branch of CMHA; and
 - (iii) parents, grandparents, children, grandchildren, siblings, spouse (including common law or same sex spouse), common law partner or members of the household of a person listed in (i) or (ii) above.
 - (k) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹
 - (l) "Special Resolution" means a resolution that is submitted to a special meeting of the Members of a Corporation 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 by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation
 - (m) "Territory" means the Regional Municipality of Waterloo and the Counties of Wellington and Dufferin.

1.2 **Interpretation:**

- (a) Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine gender and words importing persons include firms and corporations and vice versa.

- (b) The headings used throughout 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 of this By-Law nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.
- (c) Any references herein 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 as a reference to any successor thereto.

ARTICLE 2 OBJECTS OF THE CORPORATION

- 2.1 **No gain for Members:** The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objects.
- 2.2 **Branch Agreement:** In pursuing its objects, the Corporation shall comply with the Branch Agreement entered into by it.
- 2.3 **Charities Accounting:** The Corporation shall be subject to the *Charities Accounting Act*.

ARTICLE 3 REGISTERED OFFICE

- 3.1 **Registered Office:** Subject to the Act, the Registered Office of the Corporation shall be at such location in the Territory as the Directors may from time to time determine.

ARTICLE 4 MEMBERSHIP

- 4.1 **Membership:** The Members of the Corporation shall consist of the Directors from time to time of the Corporation who shall become a Member upon becoming a Director without further action or formality and shall cease to be a Member immediately upon ceasing to be a Director without further action or formality.

ARTICLE 5 MEMBERS' MEETINGS

- 5.1 **Annual Meetings:** The Corporation shall hold Annual Meetings of its Members not later than fifteen (15) months after the holding of its last preceding Annual Meeting, at such time and place as determined by resolution of the Board.
- 5.2 **Business at Annual Meeting:** The business of the Annual Meeting shall be:
 - (a) Consideration of financial statements

- (b) Consideration of the auditor's report;
- (c) Approval of minutes of the previous Annual Meeting;
- (d) Unfinished business, if any, from the previous Annual Meeting;
- (e) The report of the Board on the affairs of the Corporation for the previous year;
- (f) A report from the Chief Executive Officer of the Corporation;
- (g) The election of the Directors;
- (h) Appointment of the Auditor for the ensuing year; and
- (i) The transaction of such other business properly brought before the Meeting.

5.3 **Special Meetings:** The Board may at any time call a special meeting of Members for the transaction of any special business, and the notice calling the meeting shall state the nature of the business in sufficient detail to permit the Member to form a reasoned judgement on the business and shall state the text of any Special Resolution.

In addition, not less than one-tenth (1/10th) of the Members of the Corporation entitled to vote at the meeting proposed to be held, in writing and signed by the Members requesting the meeting, may requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation that is within the purview of the Members role in the Corporation and is not inconsistent with the Act. The requisition shall be sent to each Director and be deposited at the Registered Office of the Corporation and shall state the nature of the business to be presented at the Meeting.

If the Board determines that the requisition meets the qualifications in the Act, the Board shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.

5.4 **Notice of Members' Meetings:** Notice of the time, place, and date of any annual, or special meeting of the Corporation and sufficient information for a Member to make a reasoned judgement on any special business to be considered, including 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 auditors of the Corporation: by prepaid mail or electronic communication (including facsimile and e-mail) not less than ten (10) days and not more than fifty (50) days before the meeting by sending it to a Member at the last address as shown on the records of the Corporation, and a Director at the address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current.

A Member or any other person entitled to Notice of a meeting of Members may waive Notice of any meeting of Members, and attendance of the person at the meeting of Members shall constitute a waiver of notice of the meeting, except where the person 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.

- 5.5 **Quorum for Members' Meetings:** At any annual or special meeting, a majority of the Members, present in person, shall form a quorum.
- 5.6 **Chair of Members' Meetings:** The chair of a meeting of the Members shall be:
- (a) the Chair of the Board;
 - (b) the Vice Chair of the Board if the Chair is absent; or
 - (c) a Member elected by the Members present if the Chair and Vice Chair are absent.
- 5.7 **Voting at Members' Meetings:** The following applies to voting at Members' meetings:
- (a) Members are entitled to one (1) vote only.
 - (b) Every motion submitted at a Members' meeting, shall be decided by a majority of votes. In the case of an equality of votes, the vote shall be deemed to have been lost.
 - (c) A declaration by the chairperson that a resolution has been carried or lost, shall be conclusive evidence of the fact.
 - (d) A Member may demand a ballot either before or after any vote. If a ballot is demanded on any vote it shall be taken in such manner as the Chair directs, consistent with these By-Laws.
 - (e) The form of voting shall be in accordance with the Act.
- 5.8 **Meetings by Telephonic or Electronic Means:**
- (a) A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, as determined by the Board, provided that all participants entitled to attend the meeting are able to reasonably participate. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
 - (b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
 - (c) A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Board.
 - (d) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not

satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

ARTICLE 6 DIRECTORS

- 6.1 **Number of Directors:** The affairs of the Corporation shall be managed by a Board of a minimum of eleven (11) Directors and a maximum of fourteen (14) Directors, which number shall be fixed by Special Resolution of the Members from time to time or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors.
- 6.2 **Qualifications of Directors:** Every Director shall:
- (a) be eighteen (18) years or more of age;
 - (b) not be an Excluded Person;
 - (c) not be an undischarged bankrupt.
 - (d) not be a person who has been found to be incapable by any court in Canada or elsewhere;
 - (e) 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
 - (f) not be an Ineligible Individual.
- 6.3 **Nomination Procedure:** Subject to this section and all other provisions of this By-Law, nominations for election as Director at the Annual Meeting of the Corporation shall be made in accordance with the Corporation's nominations policy.
- 6.4 **Election of Directors:** Directors shall be elected as follows:
- (a) Directors shall be elected for a three (3) year term and shall retire in rotation. At every Annual Meeting one-third (1/3) of the Directors shall be elected to fill the places of the retiring Directors. Subject to section 6.4(b) retiring Directors are eligible for re-election. If an election of Directors is not held at the proper time the incumbent Directors shall continue in office until their successors are elected.
 - (b) No person shall be entitled to be elected or re-elected for more than three (3) consecutive three (3) year terms unless:
 - (i) during the third (3rd) term such person is then the Vice-Chair or Chair, in which case they shall be entitled to continue to serve until the Vice-Chair or Chair has completed their terms of office through to Chair; or
 - (ii) there have been an insufficient number of qualified candidates nominated for election as a Director in any given year, to replace all of those retiring Directors who at that time have served the maximum number of terms, in

which case any Director who has then completed their third three (3) year term shall be eligible to be re-elected and may be nominated for re-election, with those Directors with the least years of service being given preference by the Governance Committee in seeking nominees for election to the Board as contemplated by section 6.3 hereof.

In any event, after being elected for three (3) consecutive three (3) year terms, a person shall be re-eligible for election to the Board following a one (1) year absence from the Board. Any person who may not be eligible to be re-elected a Director pursuant to this section shall continue to be eligible to be a member of a Committee of the Board (with the exception of the Executive Committee).

- (c) The election of Directors shall be held and made by such Members as attend for that purpose in person. The Election shall be by ballot or by show of hands.

6.5 **Director Consent to Act**

Each Director shall consent in writing to hold office as a Director within ten (10) days after the Director's election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate the Director's election or appointment as a Director.

6.6 **Vacation of Office:** The office of Director shall be vacated if such Director:

- (a) resigns office by notice in writing to the Corporation;
- (b) dies;
- (c) fails to continue to hold the qualifications set out in Article 6.2 and the Act; and
- (d) is removed in accordance with section **Error! Reference source not found.**

6.7 **Removal of Director from Office:**

- (a) The Members may by ordinary resolution remove a 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) A Director is entitled to give the Corporation a statement opposing the Director's removal if a special meeting is called for that purpose.
- (c) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 6.8.

6.8 **Filling Vacancy on Board:** In the event of any vacancy among the Directors, such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors, based on the recommendation of the Governance Committee (provided the replacement meets the qualifications in this By-Law). If there is not a quorum of Directors or if there

has been a failure to elect the number of Directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

- 6.9 **Remuneration of Directors:** The Directors of the Corporation shall serve as such without remuneration, 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 the Director in the performance of their duties as a Director.

ARTICLE 7 MEETINGS OF DIRECTORS

- 7.1 **Meeting after Election of Directors:** Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Annual Meeting of Members at which the Board is elected.
- 7.2 **Regular Meetings:** The Board may appoint a day or days in any month or months for regular Meetings of the Board at a place and hour to be named. 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 forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- 7.3 **Special Meetings:** Special meetings of the Board shall be called by the Secretary on the request of any of the following:
- (a) the Chair;
 - (b) the Executive Committee; or
 - (c) no less than three (3) Directors who are not members of the Executive Committee, by written request.

Notice of special meetings of the Board shall be given to each Director at least forty-eight (48) hours in advance of the meeting, verbally or in writing, by means of telephone, facsimile, email or any other means of communication. The notice of a special meeting shall state the purpose for which it is called.

- 7.4 **Quorum:** A majority of the Board present shall constitute a quorum. If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours notice of the adjourned meeting shall be given. A Meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities and powers vested in or exercisable by the Board.
- 7.5 **Chair of Meetings:** The chairperson of any meeting of the Board shall be the first mentioned of such of the following officers who is a Director and is present at the Meeting:

- Chair
- Vice-Chair

If neither officer is present, the Directors present shall choose one (1) of their number to be chairperson of such meeting.

- 7.6 **Voting:** Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting does not have a casting vote, and the question is defeated.
- 7.7 **Resolutions of the Board:** A resolution signed by all Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted.
- 7.8 **Minutes:** Minutes shall be kept for all meetings of the Board or any Committee and shall be approved at the next meeting of the Board or Committee as the case may be.
- 7.9 **Others entitled to attend Board Meetings:** The Executive Director and such other Officers and persons who are not Directors, as the Board may from time to time designate, shall be entitled to notice of and to attend meetings of the Board, but they shall not be entitled to vote or participate in discussion unless requested; provided always that the Board shall have the right to request that such persons absent themselves from any meeting or part of a meeting of the Board.
- 7.10 **Meetings by Telephonic or Electronic Means:**
- (a) A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means provided that all participants entitled to attend the meeting are able to communicate simultaneously and instantaneously with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
 - (b) If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
 - (c) A vote at a meeting of the Directors may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Chair.
 - (d) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

- 7.11 **Confidentiality:** Every Director, Officer, and employee of the Corporation and every member of a committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board, and if requested, shall execute a “Confidentiality Agreement”.
- 7.12 **Rules of Procedure:** Any questions of procedure not provided for in this By-Law or the Act shall be determined in accordance with such rules of order as determined by the Board from time to time.

ARTICLE 8 OFFICERS

- 8.1 **Officers:** The Board shall elect at its first meeting following the Annual Meeting of the Corporation the following Officers of the Corporation from amongst the Directors:
- (a) The Chair;
 - (b) The Vice-Chair; and
 - (c) The Treasurer.

The Chief Executive Officer shall be Secretary *ex-officio*.

If the Board fails to have the election contemplated, the then incumbents (provided they are still Directors) shall hold office until their successors are elected. Except for the office of Chair and Vice-Chair, any one (1) person may hold more than one (1) office.

8.2 **Term of Office of Officers:**

The term of office of each Officer shall be two (2) year, to expire at the next Annual Meeting following election or appointment.

- 8.3 **Chief Executive Officer:** The Board shall also appoint a Chief Executive Officer who shall not be a Director.

- 8.4 **Termination of Officer:** Any Officer of the Board shall cease to hold office upon resolution of the Board. Any vacancy in an Office shall be filled by the Board.

8.5 **Duties of Officers:**

- (a) **Duties of the Chair:** The Chair shall, without limitation:
 - (i) preside at all meetings of the Board and act as chair of such meetings;
 - (ii) report to the Members at the annual general meeting of the Corporation and at all such other times as the Chair may consider advisable or necessary, concerning the operations of the Corporation;
 - (iii) have the right, in their discretion, to serve as an *ex officio* non-voting member of all standing and special committees;

- (iv) represent the Corporation at both public and other official functions; and
 - (v) assume and perform such other duties as may from time to time be assigned to the Chair by the Board.
- (b) Duties of the Vice-Chair: The Vice-Chair shall:
- (i) have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and
 - (ii) perform such other duties, if any, as may be from time to time assigned by the Board.
- (c) Duties of the Secretary: The Secretary shall:
- (i) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation;
 - (ii) be the custodian of the seal of the Corporation;
 - (iii) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act (Ontario)*; and
 - (iv) perform such other duties as may be required of the Secretary by the Board.

The Secretary may delegate the performance of their duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

- (d) Duties of the Treasurer: The Treasurer of the Corporation shall:
- (i) keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
 - (ii) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation;
 - (iii) at each regular meeting of the Board, submit a financial statement or report indicating the financial position of the Corporation at the close of the preceding month and submit to the Board, whenever required, an account of all transactions as Treasurer and a detailed report respecting the financial position of the Corporation;
 - (iv) cause the accounts of the Corporation to be audited, and cause to be prepared financial statements and an auditor's report as prescribed by law;

- (v) cause the submission of quarterly certificates to the Board in respect of the previous quarter evidencing that all wages owing to employees, and all statutory remittances and taxes (including income taxes, harmonized sales taxes and retail sales taxes) to be paid by the Corporation have been paid and remitted to the proper authorities; and
- (vi) perform such other duties as may from time to time be assigned to the Treasurer by the Board.

The Treasurer may delegate the performance of their duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the accomplishment of such duties.

- (e) Duties of the Chief Executive Officer: The Chief Executive Officer shall be Secretary, *ex-officio* and be responsible to the Board for the management of all affairs of the Corporation as directed by the Board from time to time. The Chief Executive Officer's duties include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Corporation. The Chief Executive Officer shall ensure that policies and resolutions of the Board are put into effect.
- (f) Duties of Other Officers: The duties of such other Officers of the Corporation as are appointed by the Board from time to time shall be as specified by the Board.

ARTICLE 9 COMMITTEES OF THE BOARD

- 9.1 **Executive Committee:** The Board may, from time to time appoint an Executive Committee. If appointed, the Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, the Treasurer and such other Directors as the Board may decide. If appointed, the Executive Committee shall meet at the call of the Chair or Vice-Chair, and subject to section 9.5, shall be entitled to exercise the powers of the Board in matters of administrative urgency where a quorum of the Board cannot be convened and other exceptional cases as determined by the Board, reporting in writing every such action for ratification by the Board at its next meeting.
- 9.2 **Other Committees:** The Board may, from time to time appoint such other Committees as is deemed appropriate from time to time. The terms of reference of such other Committees shall be as determined by the Board, and such other Committees shall only have authority to make recommendations to the Board. Committees of the Board may from time to time create sub-committees and appoint members to such sub-committees, whose terms of reference shall be subject to approval of the Committee creating the sub-committee. Any such sub-committees shall only have authority to make recommendations to the Committee which created the sub-committee.
- 9.3 **Board Representation on Committees:** At least one (1) member of the Board of Directors shall be a member of all Standing Committees, and the number of voting non-Directors shall not exceed the number of voting Directors on the committees of the Board.

9.4 **Committee Procedures:** Procedure at Committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution or in the Board Committee Policy.

9.5 **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.

ARTICLE 10 CONFLICT OF INTEREST

10.1 **Conflict of Interest:** Every Director and Officer shall avoid Conflict of Interest with respect to their fiduciary responsibilities and shall abide by the conflict of interest requirements set out in the Act and the Conflict of Interest Policy of the Corporation as the same shall be adopted and approved by the Board from time to time.

ARTICLE 11 PROTECTION OF DIRECTORS AND OFFICERS

11.1 **Indemnity & Insurance:**

- (a) Subject to the limitations in the Act, every Director or Officer of the Corporation, and their heirs, executors and administrators, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (i) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer, in or about the execution of the duties of their office; and

- (ii) all other costs, charges or expenses that such Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such as are occasioned by their own wilful neglect or default
- (b) The Corporation shall not indemnify an individual under section 11.1(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (c) The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers 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. At the commencement of each fiscal year of the Corporation, the Chair shall provide a certificate in writing to each Board Member confirming that such insurance is in place.
- (d) Before giving approval to the indemnities provided in Section 11.1, the Board shall, in accordance with the *Charities Accounting Act*, consider the following:
 - (i) the degree of risk to which the Director or Officer is or may be exposed;
 - (ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - (iii) whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (iv) whether the cost of the insurance is reasonable in relation to the revenue available; and
 - (v) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

11.2 **For the Protection of Directors and Officers:**

- (a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or Officer's

respective office or trust or in relation thereto, unless the same shall happen by or through such Director's or Officer's own wrongful and wilful act or through their own wrongful and wilful neglect or default.

- (b) Directors and Officers shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by Directors and Officers in the performance of their duties and functions (or in the performance of what Directors and Officers honestly believed was in the proper performance of their duties and functions), provided Directors and Officers acted honestly and in good faith with a view to the best interests of the Corporation, or if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

ARTICLE 12 BOOKS AND RECORDS

- 12.1 **Books and Records to be kept:** Books and records are to be kept in accordance with the Act.
- 12.2 **Right to inspect Books and Records:** The Books and Records of the Corporation shall be open to the inspection of any Director at any reasonable time. Members shall only be entitled to inspect those Books and Records provided for in the Act.

ARTICLE 13 EXECUTION DOCUMENTS

- 13.1 **Signing Officers:** Subject to the execution of those specific documents referred to in Article 14 hereof, any two (2) of the Chair, Vice-Chair, Secretary and Treasurer are hereby authorized and shall have power to execute and deliver deeds, mortgages, leases or other documents whatsoever requisite or expedient to be executed on behalf of the Corporation and to attach the Corporate Seal of the Corporation to those documents required to be sealed.

In the event of the absence or inability to act of any two (2) of those of the above-named Officers, then any of the said documents may be signed by such of the Directors as are authorized by the Board to act for such purpose.

ARTICLE 14 BANK AND BANKING

- 14.1 **Bank of the Corporation:** The Bank of the Corporation shall be such bank or financial institution as the Board may from time to time appoint.
- 14.2 **Receipts:** All monies received by the Corporation shall be deposited forthwith in the name of the Corporation in such Bank as is appointed by the Board.

- 14.3 **Withdrawals:** All cheques, drafts, withdrawals from the Corporation's Bank Account(s) and orders for payment of money, and all notes and acceptances and bills of exchange, shall be signed or authorized by such person or persons as the Board may from time to time designate.

ARTICLE 15 INVESTMENTS

- 15.1 **Permitted Investments:** The Corporation shall invest its funds in any securities and other investments in which, under the applicable legislation, as may be amended from time to time, the Corporation may invest its funds.
- 15.2 **Investment Policies:** The Board shall formulate instructions for the investment of the funds of the Corporation and shall consider and revise same when deemed appropriate or as may be required by the applicable legislation from time to time.
- 15.3 **Trust Funds:**
- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the Trustee Act (Ontario).
 - (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
 - (c) The Secretary shall give notice to the Public Guardian and Trustee, in accordance with the terms of the Charities Accounting Act (Ontario), of the benefits referred to in paragraph (b) above which come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
 - (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the Charities Accounting Act (Ontario) and the Trustee Act (Ontario).
 - (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

ARTICLE 16 NOTICES

- 16.1 **Notice in Accordance with Act:** Whenever any notice is required to be given to a Member, Director, Officer, or Auditor, such Notice, unless other provided by this By- Law, shall be given in the manner prescribed by the Act.

- 16.2 **Omission in Notice:** The accidental omission to give any Notice to any Member, Director, Officer, or Auditor, or the non-receipt of any Notice, or any error in any Notice not affecting substance thereof, shall not invalidate any action taken at any Meeting held pursuant to such Notice or otherwise founded thereon.

ARTICLE 17 AUDITORS

- 17.1 **Annual Appointment:** Subject to the Act, 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. The Auditor shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the Public Accounting Act, 2004 (Ontario). If an appointment is not made then the incumbent Auditor continues in office until a successor is appointed.
- 17.2 **Removal of Auditor:**
- (a) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act 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 17.3.
 - (b) The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. 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.
- 17.3 **Vacancy in the Office of Auditor:** Subject to the Articles, the Board shall fill any vacancy in the office of Auditor.
- 17.4 **Rights and Duties:** The Auditor shall have the rights and privileges as set out in the Act and shall perform their functions as prescribed therein.
- 17.5 **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 the remuneration shall be fixed by the Directors.

ARTICLE 18 AMENDMENTS TO BY-LAW

- 18.1 **By-Laws and Effective Date:**
- (a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors or such future time as may be specified in the resolution, until the next meeting of Members where it may be confirmed, rejected or amended by majority vote 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.
- (c) Notwithstanding sections 18.1(a) and 18.1(b), fundamental changes under subsection 103(1) of the Act shall only be effective when confirmed by the Members in accordance with the Act.

ARTICLE 19 FISCAL YEAR

19.1 **Fiscal Year:** The fiscal year of the Corporation shall terminate on March 31st each year.

APPROVED by the Board on this 30th day of May, 2024

CONFIRMED by the Members on this 30th day of May, 2024

ⁱ 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;

Under this section “relevant criminal offence” means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that (a) relates to financial dishonest, including tax evasion, theft and fraud, or (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.