

**COMPARISON OF EXISTING BY-LAW TO PROPOSED AMENDED BY-LAW**

EXISTING BY-LAW	i	PROPOSED AMENDED BY-LAW
<p><b>1.0 INTERPRETATON</b></p> <p>1.1 In this by-law and all other by-laws and resolutions of Volunteer Mississauga Brampton Caledon, to incorporate the Diversity Equity and Inclusion Lens, all “he/she, his/her” references have been changed to “they/their”.</p> <p>The following words and terms have the respective meanings given them as follows:</p> <ul style="list-style-type: none"> <li>a) “Board” means the Board of Directors of the Corporation</li> <li>b) “Chair” means the President or in their absence, a Vice-President of the Corporation</li> <li>c) “Corporations Act” means Volunteer Mississauga Brampton and Caledon and any successor incorporated corporation within the meaning of The Corporations Act as defined herein</li> <li>d) “Corporations Act” means the Corporations Act (Ontario), and any statute amending or enacted in substitution thereof from time to time</li> <li>e) “Director” means a Member of the Board</li> </ul>		<p><b>THIS IS BY-LAW 1 OF VOLUNTEER MISSISSAUGA BRAMPTON CALEDON.</b></p> <p><b>1.0 INTERPRETATON</b></p> <p>1.1 <b>Diversity &amp; Gender.</b> In this by-law and all other by-laws and resolutions of <i>Volunteer Mississauga Brampton Caledon</i>, to incorporate the Diversity Equity and Inclusion Lens, all “he/she, his/her” references have been changed to “they/their”.</p> <p>1.2 <b>Terms.</b> The following words and terms have the respective meanings given them as follows:</p> <ul style="list-style-type: none"> <li>a) “Act” means the <i>Not-For-Profit Corporations Act (Ontario)</i>, and any statute amending or enacted in substitution thereof from time to time “Board” means the Board of Directors of the Corporation</li> <li>b) “Board Meeting” includes a <i>Regular Board Meeting and a Special Board Meeting</i></li> <li>c) “Chair” means the President or in their absence, a Vice-President of the Corporation</li> <li>d) “Corporations” means <i>Volunteer Mississauga Brampton and Caledon</i> and any successor incorporated corporation</li> </ul>



- f) “Documents” include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings
- g) “Executive Officers” means the persons who hold the offices enumerated in Section 6.0
- h) “Member” means a person who has been admitted to Membership in the Corporation by resolution of the Board of Directors passed pursuant to Section 124 of the Corporations Act
- i) “Past President” means the person whose term of office as President has most recently expired and is willing to serve as such
- j) “Person” means an individual, partnership, corporation, firm, trust, unincorporated association, joint venture, syndicate or other entity or Government Entity
- k) “President” means the president of the Corporation
- l) “Secretary” means the secretary of the Corporation
- m) “Treasurer” means the treasurer of the Corporation
- n) “Vice- President” means a vice-president of the Corporation

within the meaning of *the Not-For-Profit Corporations Act (Ontario)* as defined herein

- e) “Director” means a Member of the Board
- f) “Documents” include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings
- g) “Executive Officers” means the persons who hold the offices enumerated in Section 6.0 (“Officers”)
- h) “Member” means a person who has been admitted to Membership in the Corporation pursuant to these By-Laws
- i) “Members’ Meeting” includes an Annual Members’ Meeting and a Special Members’ Meeting
- j) “Past President” means the person whose term of office as President has most recently expired and who is willing to serve as such
- k) “Person” means an individual, partnership, corporation, firm, trust, unincorporated association, joint venture, syndicate or other entity or Government Entity
- l) “President” means the president of the Corporation
- m) “Secretary” means the secretary of the Corporation
- n) “Treasurer” means the treasurer of the Corporation
- o) “Vice-President” means a vice-president of the Corporation



1.3 All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

## 2.0 HEAD OFFICE

2.1 The head office of the Corporation shall be in the Region of Peel, Province of Ontario at such a place therein as the Directors may from time to time determine.

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p) “Virtual Platform” means by phone or video conference, in which all participants can hear one another

1.3 **Meanings.** All terms defined in the **Not-For-Profit Corporations Act** have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

1.4 **Computation of Time.** In computing the date when notice must be given under any provision of the by-laws, a specified number of days notice of any meeting or other event, shall include the date of giving notice is, unless otherwise stated. If the period is less than seven days, then only business days shall be included.

## 2.0 THE CORPORATION

2.1 **Head Office.** The head office of the Corporation shall be in the Region of Peel, Province of Ontario at such a place therein as the Directors may from time to time determine.

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2.2 **Seal-** The Corporation shall not use a Corporate Seal.

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2.3 **Public Benefits Corporation.** The Corporation operates as a *public benefits corporation*, as defined by the Act.



	<p><b>v</b></p> <p>2.4 <b>Charity.</b> The Corporation is a charity registered with the <i>Canadian Revenue Agency</i>.</p> <p>2.5 <b>Objectives.</b> Under the Letters Patent of the Corporation, the objectives of the Corporation, are: “To increase the efficiency of charitable organizations and charitable undertakings by:</p> <p>a) Stimulating citizen participation in voluntary services to the charitable community and to assist that charitable community to work effectively with volunteers.</p> <p>b) Acting as an information service which describes charitable agencies requiring assistance and which focuses on the types of volunteer services available to charitable agencies.</p> <p>c) Serving as the focal point of volunteerism in the charitable community by assisting individuals to participate in volunteer services commensurate with their abilities, interests and availability.</p> <p>d) Assisting charitable organizations in augmenting their programs in using volunteers in services to meet the needs of community.”</p> <p>2.6 <b>Vision Statement</b> – “Improving lives through volunteerism.”</p> <p>2.7 <b>Values Statement</b> -</p> <p>a) Social Purpose Organizations: “Volunteer MBC helps to strengthen your organizational</p>
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**VOLUNTEER MBC**

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capacity by providing valuable resources and training to help you fulfill your social purpose.”

- b) Residence:  
“Volunteer MBC helps you improve your health and wellbeing, community belonging and employability through skill development and meaningful volunteerism that matches your unique needs and goals.”
- c) Employees, Volunteers, and Organizations as a whole:  
“Volunteer MBC gives you a platform to realize the passion you have for community service, fosters a positive work environment, and provides effective tools, so that you can develop and demonstrate your skills to deliver the highest level of service possible and meet the ever increasing and diverse needs of our community.”

2.8 **Aspiration Statement** – “We fuel purposeful connections between people to respond to the most pressing social issues in the community.”

2.9 **Mission Statement** – “To connect to the community.”

2.10 **Core Values of the Corporation** are:

- “Purpose Engagement
- Service Excellence
- Innovative Collaboration
- Equity & Inclusion”





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one further term and that this Director can serve a total of four (4) terms or eight (8) years.

- (c) After a three (3) year period of not being a Director, a person may serve as a Director again and the limitation set out above shall start afresh.

### 3.3 Election of Directors.

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- (a) **Annual Election.** At each Annual Members' Meeting the Directors shall be elected to fill vacancies.
- (b) **Rotation.**
  - (i) Half of the Directors shall be subject to re-election each year.
  - (ii) A transitional period will be necessary to implement this rotation. It shall be implemented as Directors fail to serve the entire two-year term.
  - (iii) Once this rotation period is in effect, a person elected to fill a vacancy created by a Director not completing their two-year period shall only serve a one-year before being subject to election. (This does not affect the six-year limit on serving as a Director.)
  - (iiii) At an election of Directors, the successful candidate(s) with the fewest votes shall be elected to



		<p>the one-year term, unless a successful candidates volunteers to accept the one-year term.</p> <p>(b) <b>Apply.</b> All persons seeking to be considered to become directors of the Corporation shall submit a written request to the Secretary, at least 30 days before the Annual Members’ Meeting. Nothing in this section prevents the Board from attempting to recruit individuals to apply.</p> <p>(c) <b>Board to Consider.</b> The Board or a Committee of the Board so delegated shall consider the applications to become a Director and, in particular, review whether the applicant meets the criterial to be a Director set out in these By-Laws or in the law, and for all other candidates:</p> <ul style="list-style-type: none"><li>(i) investigate the applicant</li><li>(ii) interview the applicant</li></ul> <p>(d) <b>Board to Recommend.</b> The Board shall, at least 30 days before the Annual Members’ Meeting, identify all those who are not eligible and for all others recommend for or against such applicants being elected as Directors. In making this recommendation the Board shall consider:</p> <ul style="list-style-type: none"><li>(i) whether the applicant reflects the objectives, mission, vision, and values of the Corporation;</li></ul>
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- (ii) the experience, skills, and other attributes of the applicant; and
- (iii) the needs of the Board to be efficient, effective, diverse, and inclusive.
- (e) **Applicants Not Recommended.** Applicants who are not recommended may deliver to the Secretary a written nomination form signed by three members of the Corporation, at least 20 days before the Annual Members' Meeting.
- (f) **The Candidates.** The candidates to stand for election as Directors at the Annual Members' Meeting shall be:
  - (i) applicants recommended by the Board; and
  - (ii) applicants nominated as set out above.No nominations from the floor will be accepted.
- (g) **Notice of Candidates.** The Secretary shall cause the Members to be notified at least 5 days before the Annual Members' Meeting of the names of the candidates and whether each candidate was recommended by the Board.
- (h) **Reasons for Not Recommending.** The Secretary may advise the Members at the Annual Members' Meeting of the reasons the Board recommended or did not recommend a candidate.



3.4 **Qualification-** Each Director shall:

- a) Be at the date of, or become within 10 days after, their election, and thereafter remain throughout their term, a member of the Corporation
- b) Be at least 18 years of age
- c) Not be an employee of the Corporation or have been an employee of the corporation for the immediately preceding 2 years (can be overwritten by a unanimous vote of the board directors) or a spouse, parent, child or sibling of such an employee of the Corporation and
- d) not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a Member of the Corporation, or becomes bankrupt or a mentally incompetent person, they

- (i) **Scrutineer.** The Board shall recommend and the Membership shall appoint two scrutineers for the election. The Secretary shall not be a scrutineer.
- (j) **Other Rules.** The Board may set other rules regarding the matters in this section “Election of Directors”. The provisions of this section shall be modified as necessary if an election occurs at a Members’ Meeting other than an Annual Members’ Meeting.

3.4 **Qualification.** Each Director shall:

- a) be at least **eighteen (18)** years of age;
- b) not be an employee of the Corporation or have been an employee of the corporation for the immediately preceding **two (2)** years or a spouse, parent, child or sibling of such an employee of the Corporation **unless, in the case of a former employee or family member, the Board directs otherwise by a unanimous vote;** and
- c) not be an undischarged bankrupt nor a mentally incompetent person.

3.5 **Ceasing to be Director.** A person shall cease to be a Director and the vacancy so created may be filled in the manner prescribed below, if the person:



thereupon cease to be a director and the vacancy so created may be filled in the manner prescribed by Section 3

3.5 **Vacancies-** So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the remaining Directors still in office. If no quorum of Directors

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- (a) ceases to meet the qualifications to be a Director, as set out above;
- (b) dies; or
- (c) was absence without previous leave of the Board from three (3) successive regular meetings, unless the Board exercises its discretion to waive this requirement, on such terms as the Board sets.

3.6 **Leave of Absence**

- (a) A Director may, upon providing written notice to the President, request one temporary leave of absence from successive regular meetings of not more than three (3) months during any given 2-year term for which they have been elected.
- (b) If a Director requires a leave of absence of greater than three (3) months or requires multiple leaves of absence during any given 2-year term, then the Board may grant a longer or more leaves of absence.

3.7 **Vacancies.**

- (a) If a vacancy occurs among the Directors during the term for which they have been elected



exists, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies of the Board.

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- (b) the vacancy may be filled until the next Members' Meeting by any person duly qualified chosen by a majority of the remaining Directors, and
- (c) if no quorum of Directors exists, the remaining Directors shall forthwith call a Meeting of the Membership to fill the vacancies of the Board.
- (d) However, no more than one third (1/3) of the Directors elected in a given year may be replaced under this section.
- (e) At the discretion of the Board, the suspension of a Director creates a vacancy on the Board.

3.8 **Suspension of Directors.** Subject to a determination at the next Members' Meeting, the Board may, by two thirds vote, suspend a Director for cause and in particular for:

- (a) breach of the rules regarding conflict;
- (b) breach of any policy regarding the behavior of Directors, established by the Board;
- (c) misses three (3) regular meetings in a row or four (4) regular meetings in any year, unless a Leave of Absence is granted or renewed under the provisions of this By- Law; and
- (d) temporarily being unable to act as a Director, and the Board may establish conditions for the lifting of the suspension.

<p>3.6 <b>Removal of Directors-</b> The Members entitled to vote may, by resolution passed at a special general meeting of Members of which notice specifying the intention to pass the resolution has been given by at least two-thirds of the votes cast by the Members present at the meeting, that a Director be removed from office prior to 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.</p>	<p>xi</p>	<p>3.9 <b>Removal of Directors.</b> <i>The Members may, by resolution passed at a Members’ Meeting,</i></p> <p>(a) <i>by at least two-thirds of the votes cast by the Members present at the meeting, to remove a Director be removed from office prior to the expiration of their term of office and</i></p> <p>(b) <i>may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.</i></p>
<p>3.7 <b>Resignation-</b> A Director may resign their directorship by submitting a letter of resignation to the President of the Corporation.</p>	<p>xii</p>	<p>3.10 <b>Resignation.</b> A Director may resign their directorship by submitting a letter of resignation to the <i>Secretary</i> of the Corporation.</p> <p>3.11 <b>Confidentiality</b> – The Directors shall keep in strict confidence all information obtained with respect to the affairs and operations of the Corporation that should reasonably be expected to remain private to the Corporation, <i>unless release of this information is expressly authorized by the Board,</i> such as:</p> <p>(a) minutes of meetings of the Board;</p> <p>(b) receipts and disbursements of the Corporation for which the Treasurer has kept full and accurate accounts; and</p>



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		<p>(c) personal information obtained about any other Directors, Officers, Employees, and/or Volunteers of the Corporation.</p> <p>If there is any doubt as to whether such information should be kept in strict confidence, prior to making any disclosure, the Director in question shall first seek the permission of the President, Executive Director, and/or both.</p> <p><b>xiii</b> 3.12 <b>Remuneration of Directors.</b> The Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Corporation, provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.</p> <p><b>xiv</b> 3.13 <b>Conflict of Interest.</b></p> <p>(a) A Director who in any way is directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure <b>to the Board</b> required by the Act.</p> <p>(b) Except as provided by the Act, no such Director shall vote on any resolution to approve any such contract.</p>
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3.8 **Quorum-** A quorum for the transaction of business at meetings of the Board shall be 50% of the Board plus one.

3.9 **Place of Meetings-** Meetings of the Board may be held at any place within the Region of Peel as designated in the notice of calling the meeting or take place by virtual means (conference/video call).

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4.0 **MEETINGS OF THE BOARD**

4.01 **Quorum.** A quorum for the transaction of business at meetings of the Board shall be 50% of the Board plus one.

4.02 **Place of Meetings.**

(a) Meetings of the Board may be held at any place within the Region of Peel as designated in the notice of calling the meeting or take place by virtual means (conference/video call).

(b) *Subject to any direction by the Board, the Secretary shall direct whether the meeting occur in-person or by virtual platform.*

4.03 **Special Business.** Special Business may be conducted at Regular Board Meetings or Special Board Meetings, and includes:

- (a) amendment to the By-Law;
- (b) extending a leave of absence to a Director;
- (c) suspension of a Director;
- (d) filling a vacancy in the Board;
- (e) dismissing or hiring the Executive Officer;
- (f) recommendations for candidates for a Director;
- (g) remove a Member; or
- (h) expenditures of over \$10,000 not already approved or budgeted for.



3.10 **Notice-** Subject to the provisions of Section 3.11, notice of Board of Director meetings shall be given each Director not less than 2 days before the meeting is to take place. The statement of the Secretary or Chair 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 the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. A Directors meeting may

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- 4.04 **Notice of Special Business.** Notice regarding a special business to be conducted at a Board meeting shall at least five (5) day and include:
- (a) a summary of the Special Business;
  - (b) if possible, the wording of the motion (if any);and
  - (c) to the extent possible, any support material.
- 4.05 **Regular Meetings.** The Board shall hold at least four (4) meetings per year, with no ninety (90) day period lapsing without such a meeting being held.
- 4.06 **Special Meetings.** A Special Meetings of the Board may be called:
- (a) by the Board; or
  - (b) on the written request by at least two Directors, with the meeting to be called within 14 days.
- 4.07 **Notice of Board Meetings.**
- (a) The secretary shall give notice to the Directors of Board Meetings:
    - (i) for Regular Meetings, at least ten (10) days notice; and
    - (ii) for Special Meetings, at least two (2) days notice.
  - (b) No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.





be held, without notice, immediately following the annual meeting of the Corporation.

3.11 **Regular Meetings-** The Board shall hold at least 4 meetings per year, with no 90-day period lapsing without such a meeting being held.

3.12 **Special Meetings-** Special meetings of the Board may be called at any time by the Chair upon at least one week’s written notice to be held at any place within the Region of Peel, as designated in the notice calling the meeting and shall be called by the Chair within 2 weeks of the receipt of a request in writing of a majority of the Directors.

3.13 **Voting Rights-** Each Director present at the meeting shall be entitled to one vote. In the case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. There shall be no proxy voting.

3.14 **Voting Procedures-** A majority of the Directors present shall decide every question. Every question shall be decided in

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(c) The statement of the Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

4.08 **Voting Rights.**

- (a) Each Director present at the meeting shall be entitled to one vote.
- (b) In the case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote.
- (c) There shall be no proxy voting.

4.09 **Voting Procedures.**

- (a) A majority of the Directors present shall decide every question.

<p>the first instance by a show of hands and, unless a poll (secret ballot) is demanded, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favor or against such motion.</p> <p>3.15 <b>Meetings by Electronic Conference-</b> If all persons who are members of the Board consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communication</p>	<p>(b) Every question shall be decided in the first instance by a show of hands (or the equivalent in a virtual meeting), <b>however</b> a poll (secret ballot) is required:</p> <ul style="list-style-type: none"> <li>(i) if <b>requested</b> by any Director in attendance <b>or</b></li> <li>(ii) <b>(unless a unanimous motion is passed waiving secret ballot) if the decision relates to</b> <ul style="list-style-type: none"> <li>(A) extending a leave of absence to a Director;</li> <li>(B) suspension of a Director;</li> <li>(C) filling a vacancy in the Board;</li> <li>(D) dismissing or hiring the Executive Director;</li> <li>(E) recommendations for candidates for a Director; or</li> <li>(F) removal of a Member.</li> </ul> </li> </ul> <p>(c) A declaration by the Chair that the motion has been carried or not carried shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favor or against such motion <b>and this result shall be entered into the minutes of the meeting.</b></p> <p><b>xviii</b> 4.10 <b>Meetings by Virtual Platform.</b> A Director may participate in a meeting of the Board by means of <b>Virtual Platform</b> and a person participating in such a meeting by such means is deemed to be present at the meeting.</p>
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facilities as to permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

3.16 **Written Resolutions-** Subject to the Corporations Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors called, constituted and held for that purpose.

3.17 **Remuneration of Directors-** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Corporation, provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

3.18 **Conflict of Interest-** A Director who in any way is directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Corporations Act. Except as provided by the

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4.11 **Written Resolutions -** A resolution in writing (**including electronic**), signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors called, constituted and held for that purpose.



Corporations Act, no such Director shall vote on any resolution to approve any such contract.

**3.19 Responsibility for Acts-** The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

**3.20 Others Present**

- a) The Executive Director, and such others as the Board may from time to time by resolution determine shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat and
- b) Notwithstanding the foregoing, the Board shall be entitled to require the Executive Director to remove themselves from any meeting or portion thereof at which the Executive Director's performance or salary is to be discussed.

**3.21 Interim Vacancies -** If a vacancy occurs among the directors during the term for which they have been elected, by

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**4.12 Others Present**

- a) The Executive Director, and such others as the Board may from time to time by resolution determine shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.
- b) Notwithstanding the foregoing, the Board shall be entitled to require the Executive Director or any other non-Member to remove themselves from any meeting or portion thereof.

<p>death, resignation, ceasing to have the prescribed qualification, insolvency or by absence without previous leave of the directors from three successive regular meetings, which shall by reason of that fact create such vacancy, the vacancy may be filled until the next general meeting by any person duly qualified chosen by a majority of the remaining directors as soon as may be after the vacancy occurs and at the next annual general meeting the vacancy shall be filled for the portion of the term still unexpired.</p> <p>3.22 Leave of Absence – Directors may, upon providing written notice to the President, request one temporary leave of absence from successive regular meetings of not more than three (3) months during any given 2-year term for which they have been elected. If a Director requires a leave of absence of greater than three (3) months or requires multiple leaves of absence during any given 2-year term, then the Directors shall be entitled to vote pursuant to Section 3.22 as to whether said Director shall be removed from office prior to the expiration of their term of office, should the said Director does not voluntarily resign.</p> <p>3.23 Confidentiality – The Directors shall keep in strict confidence all information obtained with respect to the affairs and operations of the Corporation that should reasonably be</p>		
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expected to remain private to the Corporation, such as minutes of meetings of the Board, and receipts and disbursements of the Corporation for which the Treasurer has kept full and accurate accounts, and personal information obtained about any other Directors, Officers, Employees, and/or Volunteers of the Corporation. If there is any doubt as to whether such information should be kept in strict confidence, prior to making any disclosure, the Director in question shall first seek the permission of the President, Executive Director, and/or both.

**4.0 INDEMNITIES TO DIRECTORS AND OFFICERS**

4.1 Subject to compliance with s.133(2.2) of the Corporations Act, every Director or Officer of the Corporation and their heirs, executors and administrators, and estate and effects, 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:

- a) All costs, charges and expenses whatsoever which the Directors or Officer sustains or incurs in or about any actions, suit or proceedings which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted

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**5.0 INDEMNITIES TO & PROTECTION OF DIRECTORS & OFFICERS**

**5.1 Indemnity.** Every Director and Officer of the Corporation who has acted honestly shall be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Director in relation to any act, deed, matter or thing whatsoever, made, done or permitted by the Director in relation to the execution

by them in or about the execution of the duties of their office; and  
 All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own willful neglect or default.

of the duties of the Director, including any duties as an Officer of the Corporation; and

b)all other costs, charges and expenses that are sustained or incurred by the Director in relation to the affairs of the Corporation, except any costs, charges or expenses as are occasioned by the wilful neglect, default or lack of authority of the Director.

**5.0 PROTECTION OF DIRECTORS AND OFFICERS**

5.1 No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency of deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money 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 corporation 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 their respective office or trust or in

**5.2 No Liability.** No Director shall be liable to the Corporation for any loss, damage or expense happening to the Corporation, unless caused by the Director’s acts or omissions in bad faith, fraudulent act or willful neglect.

<p>relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.</p> <p>5.2 <b>Insurance-</b> Subject to compliance with s. 283(6) of the Corporations Act, when authorized by resolution of Board of Directors, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by such person in their capacity as a director or officer of the Corporation, except where the liability related to the person’s failure to act honestly and in good faith with a view to the best interests of the Corporation.</p> <p><b>6.0 OFFICERS</b></p> <p>6.1A A President, Vice-President, Secretary and Treasurer each of whom shall be appointed by the Board of Directors from among their number, in each case to hold office for 1 year or until a successor is elected or appointed.</p> <p>6.1B Ex-officio Officers- The Executive Director and Past Presidents shall be ex-officio officers.</p>	<p>5.3 <b>Insurance.</b> Subject to compliance with s. 46(6) of the Act, when authorized by resolution of Board of Directors, the Corporation may purchase and maintain insurance for a Director or Officer of the Corporation against any liability incurred by such person in their capacity as a Director or Officer of the Corporation, except where the liability related to the person’s failure to act honestly and in good faith with a view to the best interests of the Corporation.</p> <p><b>6.0 OFFICERS</b></p> <p>6.1 <b>Appointment.</b> A President, Vice-President, Secretary and Treasurer each of whom shall be appointed by the Board of Directors from among their number, in each case to hold office for 1 year or until a successor is elected or appointed.</p> <p>6.2 <b>Ex-officio Officers.</b> The Executive Director and Past Presidents shall be ex-officio officers.</p>
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<p>6.2 <b>Executive Officers-</b> The Executive Officers shall be the President, Secretary, Past President (provided they are still a board member), Executive Director and when appointed a Vice-President and Treasurer.</p> <p>6.3 <b>Qualification-</b> The President and Vice President, if any, shall be elected by the Board from amongst their number at the first meeting of the Board after the annual election of the Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the corporation need not be members of the Board.</p> <p>6.4 <b>President-</b> The President shall, when present, preside at all meetings of the Board of Directors and Members. The President shall exercise general supervision over the affairs and operations of the Corporation in compliance with policies established by the Board of Directors. The President with the Secretary or other officers appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board of Directors.</p>	<p>xxii</p>	<p>6.3 <b>Executive Officers.</b> The Executive Officers shall consist of the President, Secretary, Past President (provided they are still a board member), Executive Director and Vice-President (when appointed) and Treasurer.</p> <p>6.4 <b>President.</b> The President shall,      (a) be the Chair of the Corporation      (b) when present, preside at all meetings of the Board of Directors and Members      (c) exercise general supervision over the affairs and operations of the Corporation in compliance with policies established by the Board of Directors.      (d) sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board of Directors (with the Secretary or other officers appointed by the Board of Directors for the purpose.)</p>
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6.5 **Vice-President-** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon them by the Board of Directors.

6.6 **Secretary-** The Secretary shall be clerk of the Board and shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose. The secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be custodian of the corporate seal of the Corporation, if any, and of all books, records, papers, correspondence and documents belonging to the Corporation and shall perform other duties from time to time prescribed by the Board or incidental to their office.

6.5 **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon them by the Board of Directors.

6.6 **Secretary.** The Secretary shall:

- (a) be clerk of the Board;
- (b) attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) **direct** all notices required to be given to Members and to Directors **to be given**;
- (d) **exercise oversight** regarding all books, records, papers, correspondence and documents belonging to the Corporation **are safely stored**; and
- (e) perform other duties from time to time prescribed by the Board or incidental to their office.

6.7 **Treasurer-** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers thereof and shall render to the Board, whenever required of them an account of all their transactions as Treasurer and of the financial positions of the Corporation. They shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform other duties from time to time prescribed by the Board or incidental to their office.

6.8 **Past President-** The Past President shall perform from time to time the duties prescribed by the Board and may perform such additional duties as may be requested of them by the President.

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6.7 **Treasurer.** The Treasurer shall

- (a) exercise oversight for full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account and ensure deposit all moneys or other valuable effects are deposited in the name and to the credit of the Corporation in the bank or banks from time to time as designated by the Board
- (b) exercise oversight disbursement of the funds of the Corporation under the direction of the Board, taking ensuring proper vouchers thereof are provided and shall ensure that the Board is rendered, whenever required of them an account of all their transactions as Treasurer and of the financial positions of the Corporation.
- (c) cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform other duties from time to time prescribed by the Board or incidental to their office.

6.8 **Past President.** The Past President shall perform from time to time the duties prescribed by the Board and may perform such additional duties as may be requested of them by the President.

6.9 **Executive Director-** The Board may appoint an Executive Director who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given from time to time.

- a) The Executive Director shall be the Chief Operating Officer of the Corporation and shall be responsible to the Board for the direction and management of the affairs of the Corporation
- b) The Executive Director shall conduct the correspondence of the Corporation and shall issue or cause to be issued notices of all meetings of the Corporation and the board when directed to do so. The Executive Director shall employ and discharge persons to fill authorised staff positions and shall assign their duties. All staff members shall be under the direction of and be responsible to the Executive Director.
- c) Normal business decisions and the execution of documents concerning the day- to-day operation of the business of the Corporation, not involving a change in the policies of the Corporation, nor a substantial change in the financial status of the Corporation, may be made by the Executive Director alone.

6.10 **Other Officers-** The Board may appoint other officers including, without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary, and all officers shall have the

6.9 **Executive Director.** The Board may appoint an Executive Director who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given from time to time. **The Executive Director shall:**

- a) be the Chief Operating Officer of the Corporation **and be** responsible to the Board for the direction and management of the affairs of the Corporation;
- b) conduct the correspondence of the Corporation and shall issue or cause to be issued notices of all meetings of the Corporation and the **Board when directed to do so;**
- c) employ and discharge persons to fill authorised staff positions and shall assign their duties ... all staff members shall be under the direction of and be responsible to the Executive Director:
- d) **make** normal business decisions and **execute** documents concerning the day-to-day operation of the business of the Corporation,
  - (i) not involving a change in the policies of the Corporation,
  - (ii) nor a substantial change in the financial status of the Corporation, may be made by the Executive Director alone.

6.10 **Other Officers.** The Board may appoint other officers including, without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as

authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any officer or agent of the Corporation appointed by the Board as the terms of their agreement calls for or the Board prescribes.

6.11 **Removal of officers-** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

6.12 **Vacancies-** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- a) That officer`s resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in this resignation, whichever is later
- b) The appointment of a successor
- c) that officer ceasing to be a Director, if such is a necessary qualification of appointment
- d) the meeting at which the Directors annually appoint the officers of the Corporation
- e) that officer`s removal or
- f) that officer`s death.

If the officer or any officer of the Corporation shall be or become vacant the Directors by resolution may appoint a person to fill such a vacancy.

it considers necessary, and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any officer or agent of the Corporation appointed by the Board as the terms of their agreement calls for or the Board prescribes.

6.11 **Removal of officers.** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

6.12 **Vacancies.** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- a) That officer`s resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in this resignation, whichever is later
- b) The appointment of a successor
- c) that officer ceasing to be a Director, if such is a necessary qualification of appointment
- d) the meeting at which the Directors annually appoint the Officers of the Corporation
- e) that Officer`s removal or
- f) that officer`s death.

The Board may fill a vacant position of an Officer.



<p><b>7.0 MEMBERSHIP</b></p> <p>7.1 Membership in the Corporation shall consist of the applicants for incorporation and such Persons who support the purpose and objectives of the Corporation and are admitted as Members by the Board.</p> <p>7.2 <b>Qualifications-</b> Any individual who submits an application for Membership must be 18 years of age and older.</p> <p>7.3 <b>Applications-</b> Unless otherwise determined by the Board, applicants for Membership shall be admitted as Members upon payment of the prescribed fee if applicable.</p> <p>7.4 <b>Ex Officio Members-</b> All persons who become Directors of the Corporation, unless such person is already a Member, shall upon becoming a Director be automatically admitted as a</p>	<p>xxiv</p>	<p><b>7.0 MEMBERSHIP</b></p> <p>7.1 <b>Membership.</b> Membership in the Corporation shall consist of such Persons who:</p> <ul style="list-style-type: none"> <li>(a) support the purpose and objectives of the Corporation;</li> <li>(b) pay any prescribed fees (any payment shall first be applied to any debt owing to the Corporation, before being applied to a membership fee); and</li> <li>(c) otherwise meet the requirements prescribed by the Board.</li> </ul> <p>7.2 <b>Representation.</b> The Board shall ensure that the Membership Policy include the requirement the member shall provide and update as necessary, the email address for communications and who their representative is for dealing with the Corporation. The Corporation may rely on this information.</p> <p>7.3 <b>Qualifications.</b> Any individual who submits an application for Membership must be 18 years of age and older.</p> <p>7.4 <b>Ex Officio Members.</b></p> <ul style="list-style-type: none"> <li>(a) All persons who become Directors of the Corporation, unless such person is already a Member, shall upon becoming a</li> </ul>
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Member ex officio of the Corporation. Unless such person ceasing to be a Director, such person shall automatically cease to be a Member, provided that such person shall not be prohibited from applying for Membership in the Corporation in accordance with section 7.3.

**7.5 Voting-** All Members shall be entitled to one vote at all meetings of Members, except that any new Member who becomes a new Member within 30 days preceding the annual meeting shall not be entitled to vote at such meeting.

**7.6 Term of Membership-** Upon being admitted as a Member, a Person’s membership in the Corporation shall continue until the end of the Membership year or until it is revoked or terminated pursuant to section 7.8 or 7.9.

**7.7 Membership Non-Transferable-** A Membership in the Corporation is not transferable.

Director be automatically admitted as a Member ex officio of the Corporation.

(b) Unless such person ceasing to be a Director, such person shall automatically cease to be a Member, **unless they are also a non ex officio member.**

**7.5 Honorary Members.** The Board may, at their discretion and from time to time, appoint honorary Members of the Corporation. Such members shall have no obligation pay no membership fees and shall have no voting or notice rights.

**7.6 Voting.** All Members shall be entitled to one vote at all meetings of Members.

**7.7 Term of Membership.** Upon being admitted as a Member, a Person’s membership in the Corporation shall continue until the end of the Membership year or until it is revoked or terminated pursuant to **this By-Law.**

**7.8 Membership Non-Transferable.** A Membership in the Corporation is not transferable.







7.10 **Membership Dues-** Membership dues shall be such as are established from time to time by the Board. Amounts paid in a Membership year are applicable to that Membership year only.

7.11 **Membership Year-** Membership year for new members will end 12 months from date of approval of their membership.

Renewal for current annual membership will continue based on the calendar year (1Jan to 31 Dec).

7.12 **Liability of Members-** Members shall not, as such, be held answerable or responsible for any act, or default, obligation or liability of the Corporation or for any engagement, claim payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.13 **Annual Meeting-** The annual meeting of the Members shall be held each year within the Region of Peel at a time, place or on a virtual platform and date no later than 6 months

7.14 **Membership Dues.** Membership dues shall be such as are established from time to time by the Board. Amounts paid in a Membership year are applicable to that Membership year only.

7.15 **Membership Year.** Membership shall be for the current calendar year.

7.16 **Liability of Members.** Members shall not, as such, be held answerable or responsible for any act, or default, obligation or liability of the Corporation or for any engagement, claim payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

## 8.0 MEMBERS' MEETINGS

8.01 **Annual Members' Meeting.** The annual meeting of the Members shall be held each year:



after the completion of the fiscal year end (coincides with calendar year) as determined by the Board for the purpose of:

- a) Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at such annual meeting
- b) Election of such directors as are to be elected at such annual meeting
- c) Appointing the auditor and fixing or authorizing the Board to fix their remuneration; and
- d) The transaction of any other business properly brought before the meeting.
- e)

7.14 **General Meeting-** The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided by the Corporations Act.

7.15 **Special General Meeting-** The Board may at any time call a special general meeting of Members for the transaction of special matters, the special nature of which is specified on the notice calling the meeting. The Board shall call a special general meeting within 2 weeks of receiving a written request of 30% of the Members to hold such meeting.

- (a) within the Region of Peel at a time, place or
- (b) **in person**, on a virtual platform **or both**; and

**on** date no later than six (6) months after the completion of the fiscal year end (coincides with calendar year), as determined by the Board for the purpose of:

- i. **hearing** and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at such annual meeting;
- ii. **election** of such Directors as are to be elected at such annual meeting;
- iii. **appointing** the auditor and fixing or authorizing the Board to fix their remuneration; and
- iv. **the transaction** of any other business properly brought before the meeting.

8.02 **Special Members' Meeting.** A Special Members' Meeting may be called:

- (a) **by the Board** for any date, or
- (b) **on the request** of thirty percent (30%) of the Members in writing to the Secretary and the secretary shall call the meeting within two (2) weeks of such request.

<p>7.16 <b>Notice of Meetings-</b> Notice of the time, place and date of meetings of Members and the general nature of business to be transacted shall be given at least 10 days before the date of the meeting to each Member (and in the case of the annual meeting to the auditor of the Corporation)</p>	<p>8.03 <b>Special Business.</b> Special Business may be conducted at Annual Members’ Board Meetings or Special Members’ Meetings, and includes:</p> <ul style="list-style-type: none"> <li>(a) amendment to the By-Law;</li> <li>(b) removal of a Director;</li> <li>(c) election of Directors</li> <li>(d) remove a Member;</li> </ul> <p>8.04 <b>Notice of Special Business.</b> Notice regarding a special business to be conducted at a Members’ Meeting shall at least five (5) day and include:</p> <ul style="list-style-type: none"> <li>(a) a summary of the Special Business;</li> <li>(b) if possible, the wording of the motion (if any); and</li> <li>(c) to the extent possible, any support material.</li> </ul> <p>8.05 <b>Notice of Meetings.</b> Notice of the time, place and date of meetings of Members and the general nature of business to be transacted shall be given at least 10 days before the date of the meeting to each Member (and in the case of the annual meeting to the auditor of the Corporation)</p>
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7.17 **Quorum-** A quorum for the transaction of business at any meeting of Members shall consist of at least 10 Members eligible to vote either present in person or represented or represented by proxy, or in the event that there are fewer than 10 Members eligible to vote, quorum shall be two thirds of the Members of the Corporation who are eligible to vote either present in person or represented by proxy. No business shall be transacted in the absence of a quorum except to take measure to obtain a quorum, to fix the time to which to adjourn or to take a recess.

7.18 **Voting by Members-** Unless otherwise required by the provisions of the Corporations Act or the by-law of the Corporation, all questions proposed for the consideration at a meeting of Members shall be determined by a majority of the votes cast by the Members present in person or represented by proxy.

**8.06 Quorum.**

- (a) A quorum for the transaction of business at any meeting of Members shall consist of
- (i) at least 10 Members eligible to vote either present in person or represented or represented by proxy, or
  - (ii) in the event that there are fewer than 10 Members eligible to vote, quorum shall be two thirds of the Members of the Corporation who are eligible to vote either present in person or represented by proxy.
- (b) No business shall be transacted in the absence of a quorum except to take measure to obtain a quorum, to fix the time to which to adjourn or to take a recess.

**8.07 Voting by Members.** Unless otherwise required by the provisions of the Act or the by-law of the Corporation, all questions proposed for the consideration at a meeting of Members shall be determined by a majority of the votes cast by the Members present in person or represented by proxy.

**7.19 Proxies-** Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a person who need not be a Member as their nominee, to attend and act at the meeting in a manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or their attorney authorized in writing, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribed or in such other form as the Chair of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

**7.20 Show of Hands-** At all meetings every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the

**8.08 Proxies.**

- (a) Every Member entitled to vote at a meeting of Members may by means of a proxy **appoint a Member**, to attend and act at the meeting in a manner, to the extent and with the power conferred by the proxy.
- (b) A proxy shall be in writing, shall be executed by the Member entitled to vote or their attorney authorized in writing, and ceases to be valid for **the specified meeting**.
- (c) A proxy may be in such form as the Board from time to time prescribed or in such other form as **the Secretary** may accept as sufficient.

**8.09 Show of Hands.**

- (a) At all meetings, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair or requested by any Member entitled to vote.



Chair 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.

7.21 **Chair-** In the absence of the President or Vice-President, the Members entitled to vote present at any meeting of Members, shall choose another director as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair of the meeting, the Members present shall choose one of their number to be Chair of the meeting.

(b) Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one vote.

(c) Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair 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.

**8.10 Polls.**

(a) The result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested.

d) A request for a poll may be withdrawn at any time prior to taking of the poll.

(b) Such a poll shall be, to the extent possible, be a secret ballot.

**8.11 Chair.** In the absence of the President or Vice-President, the Members present at any meeting of Members, shall choose

(a) another Director as chair of the meeting and if no Director is present or

(b) if all the Directors present decline to act as Chair of the meeting, the Members present shall choose one of their number to be Chair of the meeting.

7.22 **Polls-** If at any meeting a poll is requested on the election of a Chair of the meeting or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on another question, it shall be taken in the manner and either at once or later at the meeting or after adjournments as the Chair of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to taking of the poll.

7.23 **Adjournment-** Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

**COMMITTEES**

8.1 **Standing Committee-** The Board shall establish standing committees as required.

8.12 **Adjournment.** Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

**9.0 COMMITTEES**

9.1 **Standing Committees.** The Board shall establish standing committees as required.

**8.2 Combined and Inactive Committees-** From time to time by resolution, the Board may combine the work of two or more standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

**8.3 Special Committees-** Special Committees may be constituted by the Board to carry out designated tasks and such Committees will be disbanded once their designated task is completed. Membership and terms of reference shall be designated by the Board.

**8.4** Except as otherwise provided by the Board, all committees are subject to the following:

- a) The Chair and Members shall be appointed by the Board among the Members of the Corporation who are qualified to hold office for a term of 1 year and may be reappointed for one or more additional terms of 1 year, provided that not less than one Member on each committee shall also be a Member of the Board
- b) The Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its term of reference, and as requested by the Board
- c) The Committee shall be responsible to, and report after each meeting to, the Board. No decision or resolution of

**9.2 Combined and Inactive Committees.** From time to time by resolution, the Board may combine the work of two or more standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

**9.3 Task Forces.** Task Forces may be constituted by the Board to carry out designated tasks and such task force will be disbanded once their designated task is completed. Membership and terms of reference shall be designated by the Board.

**9.4 Appointments.** Except as otherwise provided by the Board, all committees are subject to the following:

- a) the Chair of the committee and the members of the Corporation shall be appointed by the Board;
- b) the Chair shall be a Director of the Corporation;
- c) the members of the committees shall be a Member of the Corporation;
- d) the Chair and members of the Committee shall serve for a term of one (1) year and may be reappointed for one or more additional terms of one (1) year,
- e) the Committee shall meet at least annually, and more frequently at the discretion of its Chair or as required by its term of reference, and as requested by the Board;
- f) the Committee shall be responsible to, and report after each meeting to, the Board;
- g) no decision or resolution of a Committee shall be binding on the Corporation until it is adopted by the Board;





<p>a Committee shall be binding on the Corporation until it is adopted by the Board</p> <p>d) The Board shall have the power to adopt, from time to time, terms of reference for each Committee which shall be set forth in the policies of the Corporation. Subject to any rules established by the Board, each Committee may establish its own rules of procedure.</p> <p><b>9.0 RULES OF PROCEDURE</b></p> <p>9.1 Procedure not otherwise included in the by-laws shall be governed in accordance with Robert’s Rules of Order as amended from time to time.</p> <p><b>10.0 BOOKS AND RECORDS</b></p> <p>10.1 The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.</p>	<p>xxvi</p>	<p>h) the Board shall have the power to adopt, from time to time, terms of reference for each Committee which shall be set forth in the policies of the Corporation; and</p> <p>i) subject to any rules established by the Board, each Committee may establish its own rules of procedure.</p> <p><b>10.0 RULES OF PROCEDURE</b></p> <p>9.1 Procedure not otherwise included in the By-Laws shall be governed in accordance with <i>Robert’s Rules of Order</i> as amended from time to time.</p> <p><b>11.0 BOOKS AND RECORDS</b></p> <p><b>11.01 Books &amp; Records.</b> The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.</p> <p><b>11.02 Certain Records.</b> In particular, the following records shall be maintained securely:</p> <p>(a) a registry of all Members;</p> <p>(b) a registry of all Directors and Officers;</p> <p>(c) the minutes of all Board Meetings (with all documents tabled); and</p> <p>(d) the minutes of all Members’ Meetings (with all documents tabled).</p>
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**11.0 EXECUTION OF DOCUMENTS**

11.1 Subject to the following sentence, all documents, contracts and agreements other than Banking Documents (as defined in Article 12) requiring execution by the Corporation may be signed by any two Officers and, if they are available, one of the Officers signing, shall be the Executive Director in their capacity as Chief Operating Officer of the Corporation, and all documents so signed are binding upon the Corporation without any further authorization or formality.

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation if any, shall, when required, be affixed to documents executed in accordance with the foregoing. Documents and correspondence arising in the day-to-day operation of the Corporation may be signed by the Executive Director.

**12.0 EXECUTION OF DOCUMENTS**

12.01 Subject to the following sentence, all documents, contracts and agreements other than Banking Documents (as defined in Article 12) requiring execution by the Corporation may be signed by:

- (a) the Executive Director and another Officer of the Corporation, or
- (b) by any two Officers of the Corporation,

and all documents so signed are binding upon the Corporation without any further authorization or formality.

**12.02 Signing Officers.**

- (a) The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents.
- (b) The Executive Director shall be a Signing Officer.
- (c) Documents and correspondence arising in the day-to-day operation of the Corporation may be signed by the Executive Director.



## 12.0 BANKING ARRANGEMENTS

12.1 **Banking Resolution-** The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker to have the authority set out in the resolution, including, otherwise restricted, the power to:

- a) Operate the Corporation's account with the banker
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money
- c) Issue receipts for and orders relating to any property of the Corporation
- d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto and
- e) Authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

## 13.0 BANKING ARRANGEMENTS

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- a) operate the Corporation's account with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Corporation;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.



**12.2 Deposit of Securities-** 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, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority must be general or confined to specific instances. The institutions which may be so selected as custodians of 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 deposits or the proceeds thereof.

### **13.0 BORROWING BY THE CORPORATION**

**13.1 Borrowing Power-** Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- a. Borrow money on the credit of the Corporation
- b. Issue, sell or pledge securities of the Corporation or
- c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation,

### **13.2 Deposit of Securities.**

- (a) 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.
- (b) 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, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority must be general or confined to specific instances.
- (c) The institutions which may be so selected as custodians of 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 deposits or the proceeds thereof.

### **14.0 BORROWING BY THE CORPORATION**

**14.1 Borrowing Power.** Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- a. borrow money on the credit of the Corporation;
- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to



including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; provided that, except where the corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

**13.2 Borrowing Resolution-** From time to time, the Board may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; provided that, except where the corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

**14.2 Borrowing Resolution.** From time to time, the Board may authorize any Director, Officer or employee of the Corporation or any other person:

- a. to make arrangements with reference to the money so borrowed or to be borrowed;
- b. as to the terms and conditions of the loan thereof;
- c. as to the security to be given therefor;
- d. with power to vary or modify such arrangements, terms and conditions;
- e. to give such additional security as the Board may authorize; and
- f. generally to manage, transact and settle the borrowing of money by the Corporation.

**14.0 NOTICE**

**14.1 Computation of Time-** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.

**14.2 Omissions and Errors-** The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

**14.3 Method of Giving Notice-** Except as otherwise specifically provided in this by-law, whenever under the provisions of the by-law of the Corporation notice is required to be given, such notice may be given personally, by telephone, by facsimile, by email, by other electronic method or by depositing same in a post office or a public letter box in a

**15.0 NOTICE**

**15.01 Omissions and Errors.**

(a) The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting.

(b) Any Director, Member or auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

**15.02 Method of Giving Notice.**

(a) Except as otherwise specifically provided in this by-law, whenever under the provisions of the by-law of the Corporation notice is required to be given, such notice may be given personally, by telephone, by facsimile, by email, by other electronic method or by depositing same in a post office or a



postage paid, sealed wrapper addressed to the Director, officer or Member at their address as the same appears on the books of the Corporation. Any notice or other documents so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid.

## 15.0 AUDITOR

15.1 **Appointment and Remuneration-** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

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public letter box in a postage paid, sealed wrapper addressed to the Director, officer or Member at their address as the same appears on the books of the Corporation.

(b) Any notice or other documents so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid.

## 16.0 FINANCIAL

### 16.1 Auditor.

- (a) The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting.
- (b) *In extraordinary circumstances, where the Membership is unable to decide on who to appoint as the Auditor, they may (at their discretion) by motion, authorize the Board to make the appointment, as soon as possible, for the coming year.*
- (c) The Board may fill any *mid-year* vacancy in the office of the auditor.
- (d) The remuneration of the auditor shall be fixed by the Board.



**16.0 FINANCIAL YEAR**

16.1 The financial year of the Corporation shall terminate on December 31<sup>st</sup> in each year or such other date as the Board may from time to time by resolution determine.

**17.0 PASSING AND AMENDMENTS TO BY-LAWS**

17.1 The Board may pass or amend the by-laws of the Corporation from time to time.  
 17.2 Where it is intended to pass or amend by-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Member of the Board at their address on the records of the Corporation by ordinary mail not less than ten(10) days before the meeting. Where the notice of

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**16.2 Financial Year.** The financial year of the Corporation shall terminate on December 31<sup>st</sup> in each year or such other date as the Board may from time to time by resolution determine.

**16.3 Release to Members.** All Members have the right to request a copy of the Corporations Financial Records or a summary thereof, in the five (5) days prior to an Annual Members’ Meeting or such other period as provided under Regulations to the Act.

**16.04 Winding Up.** In the event of dissolution or winding up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Ontario, and preferably within the Region of Peel. It is intended that this Corporation will be registered as a Canadian Charitable Organization with Revenue Canada-Taxation.

**17.0 PASSING AND AMENDMENTS TO BY-LAWS**

17.01 **Passed by Board.** The Board may pass or amend the by-laws of the Corporation from time to time, subject to confirmation at the next Annual Members’ Meeting or at a Special Members’ Meeting called for that purpose.  
 17.02 **Restriction.** A significant change to the criteria for becoming a member or the voting rights of a member, in the By-Laws, shall not come into effect until approved by the Membership at a Meeting of the Members.



intention required above is not provided, any proposed by-laws or amendments to by-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which no notice of intention need be given.

17.3 A by-law or amendment to a by-law passed by the Board has full force and effect:

- a) From the time the motion was passed; or
- b) From such future time as may be specified in the motion, subject to subsection 17.5 below.

17.4 A by-law or amendment to a by-law passed by the Board shall be presented for confirmation at the next Annual General Meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual or special general meeting shall refer to the by-law or amendment to be presented.

17.5 The Members at the annual or at a special general meeting may confirm the by-law or amended by-law as presented, or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it takes effect as amended.

**17.02 Effective Dates.** A by-law or amendment to a by-law passed by the Board has full force and effect:

- a) from the time specified in the motion or, if none is specified, from was passed; or
- b) until it is considered at a Members’ Meeting.

**17.03 Considered by Members.**

- (a) The Members (at the Annual or Special Members Meeting) may confirm the by-law or amended by-law as presented, or reject or amend it
- (b) 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 approve.



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17.6 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 approve.

**18.0 REGISTERED CANADIAN CHARITABLE ORGANIZATION**

18.1 In the event of dissolution or winding up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Ontario, and preferably within the Region of Peel. It is intended that this Corporation will be registered as a Canadian Charitable Organization with Revenue Canada-Taxation.

**19.0 EFFECTIVE DATE**

19.1 This by-law shall come into force without further formality upon its enactment.

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**18.0 THIS AMENDMENT.**

19.01 **By-Law Replaced.** The existing By-Law is hereby repealed and this By-Law shall take its place.

- i. In purple text are the changes.

Some terms were moved to put them in a logical order.

Some terms, which consisted of a long, complex paragraph were broken down into subsections for readability.

The final draft may have different numbering and formatting.

- i. New 1.4 Moved from the old section 14.1.
- ii. New 2.2: The corporation has a seal but does not use it. Having a corporate seal is no longer necessary.
- iii. New.2.3: Under the Act, we are defined as a “Public Benefits Corporation” because we are a charity. As a consequence, there are requirements about financial statements and other provisions that we already meet.
- iv. New 2.4 to 2.9: While it is not mandatory, it is helpful to give a background to the Corporation: We are a charity. Statements about vision, values, mission, etc. However, the consequence is that to change these statements, By-Law changes are required and must be reviewed by the members.
- v. New 3 and 4: Board Meetings were separated into another section from the “Board” section that is more general about the Directors.
- vi. Old 3.2 (“First Directors”) is now obsolete and was removed.
- vii. New 3.3: Particulars of the election of Directors were added. A rotation avoids a sudden change in all the Directors.
- viii. Old 3.22 (“Leave of Absence”) moved here.
- ix. New 3.8: A Board should be able to suspend a Director for cause, subject to their being removed at the next Meeting of the Membership.
- x. New 3.9: The members should be able to remove a Director without cause.
- xi. Old 3.23 moved to New 3.11 (“Confidentiality”).
- xii. Old 3.17 moved to New 3.12.
- xiii. Old 3.18 moved to New 3.13 (“Conflict of Interest”).
- xiv. New 4.3: The concept of “Special Business” has been added for Board Meetings (and Members’ Meeting).

- xv. Old section 3.10 moved to below the new sections dealing with Regular and Special Board Meetings. <sup>New 4.7:</sup> Modified to deal with Regular (ly scheduled) Meetings and Special (not regularly scheduled) Meetings.
- xvi. Certain issues should be voted on by secret ballot to encourage Directors to vote in their best judgement.
- xvii. New 4.10: Meeting by phone or video conference has become more common. The Board should accommodate participation by these means.
- xviii. New 4.11: Written resolutions are now permitted under the Act (s. 35(1)).
- xix. Old 3.19: Moved to section 5.0 (“INDEMNITIES TO & PROTECTION OF DIRECTORS & OFFICERS”)
- xx. Old 4 and 5 were replaced with the wording in 5.1 and 5.2. The proposed wording is simpler and clearer. (It is drawn from the By-Laws of another not-for-profit ... The Peel Law Association.)
- xxi. Old 6.3 is now obsolete.
- xxii. New 6.7: In a corporation with staff dealing with finances, a distinction must be made between doing tasks, assigning tasks, and having oversight of the tasks done by staff.
- xxiii. Where a member is a corporation, we need to know who represents them.
- xxiv. Why and how a member is removed should be specified.
- xxv. The legislation requires these records be kept. This is not an exclusive list.
- xxvi. In the past, we were faced with a situation at an Annual Member’s Meeting, that we needed a new Auditor, but the Board was not yet in a position to recommend one.
- xxvii. Access to the Financial Statements is required five days in advance of the AMM, pursuant to Regulation 395/21. (This can be changed by the Government without resort to the legislature.
- xxviii. The Board should not be able to make changes, in a By-Law, to who the members are or who could vote in a way that controls who can approve the By-Law changes.
- xxix. This is a full re-draft of the By-Laws