

ANNE JOHNSTON HEALTH STATION - TOBIAS HOUSE ATTENDANT CARE

BY-LAWS

A By-law relating to the transaction of the business and affairs of Anne Johnston Health Station - Tobias House Attendant Care (the "**Corporation**").

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

ARTICLE 1. DEFINITIONS

1.01 Definitions

In this By-law, unless the context otherwise requires:

- (a) "*Act*" means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) "*Board*" means the board of directors of the Corporation;
- (c) "*Chair of the Board*" means the Director elected as such, who shall also have the duties of the President under the *Act*;
- (d) "*Corporation*" means Anne Johnston Health Station - Tobias House Attendant Care;
- (e) "*Director*" means a member of the Board;
- (f) "*Excluded Person*" means (i) any employee of the Corporation; (ii) any individual who has been within the preceding five (5) year period an employee of the Corporation; and (iii) any person who is a family member of an employee of the Corporation;
- (g) "*Executive Director*" means the person engaged by the Board to manage and administer the day-to-day affairs of the Corporation;
- (h) "*Head Office*" means 2398 Yonge Street, Toronto, Ontario M4P 2H4;
- (i) "*Letters Patent*" means the letters patent of amalgamation of the Corporation dated April 1, 2017, and any supplementary letters patent of the Corporation;
- (j) "*Member*" means a member of the Corporation; and
- (k) "*Special Resolution*" means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose or at an annual meeting of the Members, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

ARTICLE 2. INTERPRETATION

2.01 Rules for Interpreting these By-laws

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (c) Any references in this By-law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 3. MEETING RULES

3.01 Teleconferences, etc.

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

3.02 Voting Rules

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

- (d) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and committee members present and, in the event of a tie, the motion is lost.
- (e) An abstention shall not be considered a vote cast.
- (f) After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.
- (g) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

3.03 Written Resolution Equally Valid

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

3.04 Minutes

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

ARTICLE 4. OBJECTS OF THE CORPORATION

4.01 Objects

The objects for which the Corporation is incorporated are set out in its Letters Patent and are reproduced here as a reference for the Members and the Board:

- a. To plan, develop, operate and manage an organization dedicated to improving the independence, health and well-being of individuals living in Toronto within a geographic area defined from time to time by the Board of Directors, through the provision of:
 - i. health care, including primary care, health promotion, and prevention;
 - ii. attendant care to persons with physical disabilities; and

- iii. programs to facilitate access to other social services.
- b. To plan, develop, and manage programs and services in response to the needs of individuals and the community and in a manner that promotes health equity.
- c. To collaborate with health and social service system partners for the provision of multi-service delivery of health care and social services involving community, volunteer, institutional health care and social organizations.
- d. To act as a centre of excellence by:
 - i. promoting local, regional, and Canada-wide knowledge transfer and exchange; and
 - ii. identifying, applying, evaluating and exchanging innovative practices with system partners to contribute to the building of organizational and system capacity.
- e. To do all such other things as are incidental or conducive to the attainment of the above objects.

ARTICLE 5. MEMBERSHIP IN THE CORPORATION

5.01 Voting Members

The Members of the Corporation shall consist of:

- (a) the Directors from time to time of the Corporation who shall be Members for so long as they serve as Directors of the Corporation, and
- (b) those individuals who support the objects of the Corporation, who are not Excluded Persons, who complete the membership application as determined by the Board, and who are admitted by the Board in its sole discretion and for such term as the Board shall determine. In determining who shall be admitted as a Member, the Board shall have regard to the accountabilities of the Corporation, the communities that it serves and the Corporation's stakeholder relationships.

5.02 Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist if:

- (a) the annual membership expires;
- (b) the Member dies; or
- (c) the Member surrenders his or her membership in the Corporation by submitting a written resignation to the Secretary.

5.03 Fees

The Members shall pay an annual membership fee as set by the Board as determined from time to time. No Member shall be entitled to vote at any meeting of the Members unless the annual membership fee has been paid in full at least sixty (60) days prior to the meeting.

ARTICLE 6. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

6.01 Annual Meeting – Timing

The Corporation shall hold an annual meeting of its Members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting.

6.02 Annual Meeting – Notice

- (a) Notice of the annual meeting of the Members shall be given by one of the following methods:
 - (i) to each Member by prepaid mail at least ten (10) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation; or
 - (ii) to each Member by electronic communication (including facsimile or e-mail) at least ten (10) days in advance of the meeting by sending it to the last electronic communication address provided by the Member, but only if the Member has expressly consented to receiving notices in such manner.
- (b) Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (c) The notice of an annual meeting shall contain sufficient information concerning any special business (see Section 6.03(b)) to permit the Member to form a reasoned judgement on the decision to be taken.
- (d) Notice of the annual meeting shall also contain the Board-approved form of proxy, by which a Member may appoint another individual to attend at and vote at the annual meeting on his or her behalf. Notice of the annual meeting shall identify the deadline for submitting proxies to the Secretary.

6.03 Annual Meeting – Business

- (a) The business transacted at the annual meeting shall include:
 - (i) the minutes of the previous annual meeting;

- (ii) unfinished business, if any, from the previous annual meeting;
 - (iii) reports from the Chair of the Board and the Executive Director;
 - (iv) report of the auditor;
 - (v) election of Directors; and
 - (vi) appointment of the auditor for the coming year, together with a motion granting to the Directors the authority to fix the remuneration of the auditor.
- (b) Special business transacted at an annual meeting requires specific advance notice and may include:
- (i) approval of By-law amendments;
 - (ii) Special Resolutions; or
 - (iii) such other items of business identified in the notice of annual meeting.

6.04 Location of Annual Meeting

The annual meeting of the Members shall be held at the Head Office, or such other place within Toronto, on such day in each year and at such time as the Board may determine.

6.05 Special Meetings of the Members

- (a) The Chair of the Board may call a special meeting of the Members.
- (b) One-tenth (1/10th) of the voting Members may, in writing, requisition the Directors to call a general meeting of the Members for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act.
- (c) A special meeting of the Members shall be held at the Head Office or such other place within Toronto as the Board may determine.

6.06 Adjourned Meeting

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

6.07 Quorum/Proxies

At least 12 of the Members entitled to vote present in person or by proxy at a meeting will constitute a quorum at a meeting of Members. A proxy-holder need not be a Member. A proxy, in the form approved by the Board and included with the annual meeting notice, must be submitted to the Secretary by a deadline fixed by the Board,

which deadline (in accordance with the Act) may not exceed forty-eight (48) hours (excluding Saturdays and holidays) in advance of the meeting.

6.08 Chair

The chair of a meeting of the Corporation shall be:

- (a) the Chair of the Board; or
- (b) a chair elected by the Members present if the Chair of the Board is absent.

ARTICLE 7. BOARD OF DIRECTORS

7.01 Board Composition

The first Board shall consist of fourteen (14) Directors as listed in the Amalgamation Agreement dated April 1, 2017 between Tobias House Attendant Care Inc. and The Anne Johnston Health Station. By no later than the third annual meeting of the Corporation, the Board shall consist of twelve (12) Directors elected in a manner consistent with the terms of the By-laws of the Corporation.

7.02 Nomination Process for the Elected Directors

- (a) The nomination process sets out a systematic, transparent, accountable and fair process by which the Board, with the advice and assistance of a nominating committee, if established, will recommend a slate of candidates for approval by the Members of the Corporation at the annual meeting.
- (b) The following process should begin at least five (5) months before the annual meeting:
 - (i) The Board or its nominating committee shall determine the number of vacancies in the office of Directors and shall include in this number incumbent Directors who are eligible for re-election. The Board or its nominating committee shall then review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise that are required to fill vacancies.
 - (ii) The Board or its nominating committee shall determine vacancies in the non-Director positions on Board standing committees.
 - (iii) The Board or its nominating committee shall, throughout the year, undertake a systematic and transparent process of identification and recruitment of potential candidates for the Board and committees of the Corporation.

- (iv) This process shall include the Board or its nominating committee interviewing potential candidates to determine their willingness and suitability to serve as a Director or standing committee member.
- (c) Following the identification and recruitment process set out in paragraph (b) above, the nominating committee, if any, will recommend to the Board a slate to fill vacancies on the Board, together with the qualifications and background of such recommended candidates.
- (d) The Board shall have the final decision as to which candidates are presented to the Members for election at the annual meeting, provided that no candidate shall be presented at the annual meeting who was not first identified and recruited through the Board or its nominating committee.
- (e) Nominations from the floor are not permitted.

7.03 Qualifications of Directors

Every Director shall:

- (a) be eighteen (18) or more years of age;
- (b) not be an undischarged bankrupt; and
- (c) not be an Excluded Person.

7.04 Term of Office

- (a) The first elected Directors under this By-law will have varying terms of one (1), two (2) and three (3) years in order to establish a rotating Board. Every retiring Director shall then be replaced by a Director who shall hold a three (3) year term. At least three (3) Directors shall retire from the Board each year, as required by the *Act*.
- (b) No Director shall be elected for more than six (6) consecutive years, unless otherwise approved by resolution of the Board. Previous service of a Director prior to the enactment of this By-law shall not count towards the calculation of this maximum term limit. After serving the maximum term limit, a Director may be re-elected for additional terms after retiring from the Board for at least one (1) full year.

7.05 Termination of Office

The office of a Director shall automatically be vacated if:

- (a) the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- (b) an order is made declaring the Director to be a mentally incompetent person or incapable of managing his or her affairs;

- (c) the Director, by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (d) the Director ceases to have the qualifications for Directors set out in Section 7.01 and 7.03;
- (e) the Director dies;
- (f) the Board, in its discretion, declares the Director's seat vacant because:
 - (i) the Director has failed to attend, unexcused by the Chair, either three (3) consecutive Board meetings or fifty percent (50%) of Board meetings in the last fiscal year; or
 - (ii) the Director has failed to comply with the *Act*, or the Corporation's By-laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-laws; or
- (g) the Members, at a special meeting called for the purpose, vote by at least two-thirds (2/3) of the votes cast to remove a Director before the expiration of the Director's term of office.

7.06 Vacancies

If a vacancy occurs at any time among the Directors, such vacancy may be filled by the Board until the next annual general meeting.

ARTICLE 8. RESPONSIBILITIES OF DIRECTORS

8.01 Standards of Care

Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties for the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.02 Conflict of Interest

- (a) Charitable Law Rules Prevail. Notwithstanding the provisions of this By-law and the *Act*, no Director may receive any financial benefit or compensation from the Corporation (which is a registered charity), unless the court approves such payments. This rule effectively trumps the conflict of interest rules in the *Act*

and this By-law and prohibits any Director of the Corporation from having any financial interest in any transaction with the Corporation.

- (b) Every Director who, either directly or through one of the Director's Associates, has or thinks the Director may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.
- (c) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (d) If the Director (or the Director's Associate) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (e) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (f) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (g) If a Director has made a declaration of Conflict of Interest in compliance with this Bylaw, the Director is not accountable to the Corporation for any profit the Director may realize from the contract, transaction, matter or decision as of the date of the declaration.
- (h) If the Director fails to make a declaration of interest in a contract, transaction, matter or decision as required by this Bylaw, this may be considered grounds for terminating the person from the position of Director of the Corporation.
- (i) The failure of any Director to comply with the Conflict of Interest provisions of this Bylaw of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has left the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person

in a Conflict of Interest, the Board member shall leave the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.

- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this Bylaw, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chief Executive Officer may apply to a judge of the Ontario Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.
- (n) For the purposes of this section 8.02, the following terms shall have the following meanings ascribed to each:
 - (i) **“Associates”** in relation to an individual means the individual’s children, parents, siblings, spouse, or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal business relationship to the individual;
 - (ii) **“Conflict of Interest”** includes any situation that impairs or interferes with (or appears to impair or interfere with) a Director’s ability to vote objectively and in the best interests of the Corporation including, without limitation, the following two areas that may give rise to a conflict of interest for any of the Directors of the Corporation:
 - (A) Financial interest – a Director is said to have a financial interest in a decision when the Director (or an Associate of the Director) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations that have value; or
 - (B) Adverse interest – a Director is said to have an interest adverse to the Corporation when the Director is a party to a claim, application or proceeding by or against the Corporation.

8.03 Confidentiality

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

8.04 No Remuneration

The Directors of the Corporation shall serve as such without remuneration, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director.

ARTICLE 9. REGULAR AND SPECIAL MEETINGS OF THE BOARD

9.01 Regular Meetings

- (a) There shall be at least six (6) regular Board meetings per year. The schedule of regular Board meetings shall be established by the Chair each year no later than January 10th and provided in writing to all Directors.
- (b) The Chair may cancel any regular Board meeting (excluding the Board meeting that follows the annual general meeting of the Corporation), in his or her discretion if there is insufficient business to merit a meeting, on 24 hours' written notice.
- (c) The Board shall meet at the Head Office or another place in Toronto determined by the Board, at such time as the Board may from time to time determine.
- (d) All Board meetings are closed to the public, unless the Board determines otherwise for any specific Board meeting or part thereof. Any guest must be invited to a Board meeting by the Chair or by a resolution of a majority of the Board.

9.02 Special Meetings

Special meetings of the Board shall be called by the Secretary of the Corporation on the written request of any of the following:

- (a) the Chair of the Board; or
- (b) any three (3) Directors.

9.03 Notice of Regular and Special Meetings

- (a) The Secretary will give at least 5 days' written notice of a regular meeting of the Board, which notice may be given electronically (for example, via e-mail or facsimile). The provision to all Directors of a written schedule of Board meetings in accordance with Section 9.01(a) shall be considered sufficient notice for all meetings on such schedule.

- (b) Notice of a special meeting of the Board shall be given by telephone and/or email at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, each newly appointed Board may, without notice, hold its first meeting immediately following the annual meeting of Members.

9.04 Quorum

- (a) A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.

9.05 Chair of Board Meetings

The chair of a Board meeting shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board if the Chair is absent; or
- (c) a chair elected by the Directors present if the Chair and the Vice-Chair are both absent.

9.06 Adjourned Board Meeting

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 and hour as determined by the Chair of the Board meeting. The Secretary shall send notice of such adjourned meeting to each of the Directors at least forty-eight (48) hours prior to the meeting.

ARTICLE 10. COMMITTEES OF THE BOARD

10.01 Establishment of Board Committees

- (a) The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:
 - (i) standing committees, being those committees whose duties are normally continuous; and
 - (ii) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

10.02 Board Committee Procedures

- (a) The functions, duties, responsibilities and powers of Board committees shall be provided in this By-law or by resolution of the Board.
- (b) A Director shall chair each committee.
- (c) A quorum for any meeting of any committee shall be a majority of the voting members of the committee.
- (d) Procedures at committee meetings shall be consistent with the procedures outlined in this By-law, unless otherwise established by a Board policy.
- (e) The Board may at any meeting appoint and prescribe the duties of any special committee and name the chair and vice-chair of each special committee.
- (f) The Board may remove any member from a committee by majority resolution.

10.03 Non-Directors on Committees

- (a) The Board shall encourage and promote the appointment of individuals who are not Directors to the standing committees.
- (b) Any individuals appointed under this Section shall have full voting rights on said committees but are not eligible to serve as the chair of any such committee.
- (c) Participation by an individual who is not a Director is conditional on that individual signing an acknowledgement that he or she has read and understood this By-law and agrees to comply with its terms, including without limitation its confidentiality and Conflict of Interest provisions.

ARTICLE 11. OFFICERS

11.01 Officers

- (a) The Board shall elect from among its members, at its first meeting following the annual meeting of the Corporation, a Chair and Vice-Chair of the Board.
- (b) The Executive Director shall serve as Secretary unless otherwise determined by resolution of the Board.
- (c) Any officer of the Board shall cease to hold office upon resolution of the Board.

11.02 Duties of the Chair of the Board

After the first year following the enactment of this By-law, the Chair shall be elected by the Board from among the Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.

11.03 Duties of the Vice-Chair of the Board

- (a) After the first year following the enactment of this By-law, the Vice-Chair shall be elected by the Board from among the Directors.
- (b) The Vice-Chair works collaboratively with the Chair. He or she supports the Chair in fulfilling his/her responsibilities. In addition, the Vice Chair assumes the duties of the Chair in his/her absence, as requested by the Chair, including representing the Board and the Corporation at official functions and to the public at large. The Vice-Chair will perform such other duties as may be delegated by the Chair.

11.04 Duties of the Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, and all Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the by-laws or the Board.

11.05 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 12. INDEMNIFICATION OF DIRECTORS

12.01 Indemnification of Directors, Officers, and committee Members

Every Director, officer, and member of a committee appointed or authorized by the Board, his or her heirs, executors, 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 all costs, charges and expenses whatsoever that such Director, officer or committee member sustains or incurs in or about any claim, action, suit or proceeding that is made, brought, commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by him or her in or about the execution of his or her duties as Director, officer, or committee member, excepting only such costs, charges or expenses as are occasioned by or are due to his or her own willful neglect or default or by his or her dishonest, fraudulent or criminal act.

12.02 Insurance

The Board will cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, officers, and members of said committees will be

indemnified and saved harmless in accordance with this By-law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 13. FINANCIAL MATTERS

13.01 Financial Year End

The financial year of the Corporation shall end on the 31st day of March in each year.

13.02 Authorized Signing Officers

The Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

13.03 Banking and Borrowing

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by by-law.
- (b) The Board may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
 - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
 - (iv) delegate the powers conferred on the Board under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine.

This Section has been approved by a Special Resolution.

13.04 Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping.

13.05 Investments

The Board may invest in any investments that are authorized by the Corporation's investment policy. The Corporation's investment policy shall be developed by the Board.

13.06 Auditor

- (a) Unless an exemption applies and the members approve the exemption, the Corporation shall at its annual meeting appoint an auditor who shall not be a Director 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 Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.

13.07 Trust Funds

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).

ARTICLE 14. NOTICES UNDER THESE BY-LAWS

14.01 Service

Any notice or other document required by the *Act*, the Letters Patent or the By-laws of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or facsimile to any such Member or Director at their latest addresses shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

14.02 Signatures to Notices

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

14.03 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

14.04 Proof of Service

A certificate of any officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, officer or auditor of the Corporation, as the case may be.

ARTICLE 15. ADOPTION AND AMENDMENT OF BY-LAWS

15.01 Amendments to By-laws

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

ENACTED as By-law No. 1 this 1st day of April, 2017.

WITNESS the seal of the Corporation.

J Cooper
Chair

[Signature]
Secretary

CONFIRMED by the Members this 1st day of April, 2017.

J Cooper
Chair

[Signature]
Secretary