

DURHAM ASSOCIATION FOR FAMILY RESOURCES AND SUPPORT

BYLAWS OF THE CORPORATION

DURHAM ASSOCIATION FOR FAMILY RESOURCES AND SUPPORT
BYLAWS OF THE CORPORATION
TABLE OF CONTENTS

Article One: Interpretations

Section 1.1 Definitions 1
Section 1.2 Interpretation 3

Article Two: Name, Purpose and Head Office

Section 2.1 Name 3
Section 2.2 Not-for-Profit Corporation Status 3
Section 2.3 Purpose 3
Section 2.4 Head Office 3

Article Three: Geographic Area Served

Section 3.1 Geographic Area Served 3

Article Four: Repealed

Article Five: Procedural Rules of Order

Section 5.1 Procedural Rules of Order 4

Article Six: Membership in the Corporation

Section 6.1 Members 4
Section 6.2 Membership Year 4
Section 6.3 Membership Eligibility Criteria 4
Section 6.4 Membership Restrictions 4
Section 6.5 Membership Rights 5
Section 6.6 Membership Record 5
Section 6.7 Membership Transfer and Termination..... 5
Section 6.8 Information for Members 5
Section 6.9 Membership Dues 6
Section 6.10 Resignation or Withdrawal of Membership by the Members..... 6
Section 6.11 Discipline of Members..... 6

Article Seven: Board of Directors

Section 7.1 Composition 7
Section 7.2 Term of Office 7
Section 7.3 Eligibility Criteria 7
Section 7.4 Eligibility Restrictions 7
Section 7.5 Accountability 8
Section 7.6 Authority and Powers 8
Section 7.7 Standard of Care 8
Section 7.8 General Responsibilities of the Board of Directors 8
Section 7.9 General Responsibilities of Individual Directors 9
Section 7.10 Method of Nomination, Election and/or Appointment..... 9
Section 7.11 Consent of Director 10
Section 7.12 Validity of Acts of Directors 10
Section 7.13 Director Meeting Attendance 10
Section 7.14 Confidentiality 10
Section 7.15 Conflict of Interest 10
Section 7.16 Remuneration 10
Section 7.17 Vacating of Office..... 11

<i>Section 7.18 Board Vacancies</i>	11
<i>Section 7.19 Resignation</i>	11
<i>Section 7.20 Advisor</i>	11
Article Eight: Officers of the Corporation	
<i>Section 8.1 Officers of the Corporation</i>	11
<i>Section 8.2 Duties and Powers of the Officers</i>	12
<i>Section 8.3 Term of Office</i>	12
<i>Section 8.4 Election of Officers</i>	13
<i>Section 8.5 Delegation of Duties of an Officer</i>	13
<i>Section 8.6 Vacancy of Office</i>	13
<i>Section 8.7 Resignation</i>	13
<i>Section 8.8 Removal of Officers</i>	13
<i>Section 8.9 Remuneration of an Officer of the Corporation</i>	13
Article Nine: Board of Director Meetings	
<i>Section 9.1 Authority to Call</i>	13
<i>Section 9.2 Frequency</i>	13
<i>Section 9.3 Date, Time and Location</i>	14
<i>Section 9.4 Notice of Regular Board Meetings</i>	14
<i>Section 9.5 Notice of Emergency Board Meetings</i>	14
<i>Section 9.6 Board Meeting Status</i>	14
<i>Section 9.7 Electronic Participation</i>	14
<i>Section 9.8 Chair of Board Meetings</i>	15
<i>Section 9.9 Participation of the Chair in Decision Making</i>	15
<i>Section 9.10 Quorum</i>	15
<i>Section 9.11 Voting</i>	15
<i>Section 9.12 Adjournment</i>	15
<i>Section 9.13 Meeting Minutes</i>	15
Article Ten: Annual Meeting of Members	
<i>Section 10.1 Purpose</i>	16
<i>Section 10.2 Authority to Call</i>	16
<i>Section 10.3 Date, Time and Location</i>	16
<i>Section 10.4 Meeting Notice</i>	16
<i>Section 10.5 Meeting Attendees</i>	17
<i>Section 10.6 Chair</i>	17
<i>Section 10.7 Quorum</i>	17
<i>Section 10.8 Voting Procedures</i>	17
<i>Section 10.9 Proxy Vote</i>	17
<i>Section 10.10 Polls</i>	18
<i>Section 10.11 Nomination and Election Procedures</i>	18
<i>Section 10.12 Adjournment</i>	18
Article Eleven: Special Meeting	
<i>Section 11.1 Purpose</i>	18
<i>Section 11.2 Authority to Call</i>	18
<i>Section 11.3 Date, Time and Location</i>	18
<i>Section 11.4 Meeting Notice</i>	19
<i>Section 11.5 Agenda</i>	19
<i>Section 11.6 Meeting Status</i>	19

Section 11.7 Quorum	19
Section 11.8 Voting Rights and Procedures	19
Section 11.9 Adjournment	19
Article Twelve: Board Committees	
Section 12.1 Appointed and Standing Board Committees	19
Article Thirteen: Executive Director	
Section 13.1 Executive Director Appointment	20
Section 13.2 Executive Director Responsibilities and Authority.....	20
Article Fourteen: Indemnification of Directors and Officers	
Section 14.1 Indemnity	20
Section 14.2 Directors' and Officers' Liability Insurance	21
Section 14.3 Directors' and Officers' Liability Exclusion	21
Article Fifteen: Documents, Register and Books	
Section 15.1 Books and Records	22
Article Sixteen: Execution of Instruments	
Section 16.1 Signing Officers	22
Article Seventeen: Fiscal Affairs	
Section 17.1 Banking	22
Section 17.2 Borrowing.....	23
Section 17.3 Cheques, Drafts, Notes, etc.	23
Section 17.4 Endowments, Donations and Bequests	24
Section 17.5 Financial Year End	24
Article Eighteen: Auditor	
Section 18.1 Auditor Appointment	24
Section 18.2 Auditor Qualifications	24
Section 18.3 Auditor Removal	24
Article Nineteen: Method of Notice	
Section 19.1 Method of Notice	24
Section 19.2 Computation of Time	25
Article Twenty: Bylaw Amendment	
Section 20.1 Bylaw Amendment	25
Section 20.2 Repeal of Prior Bylaws	26
Article Twenty-One: Affiliations	
Section 21.1 Affiliations	26
Article Twenty-Two: Distribution of Assets on Dissolution	
Section 22.1 Dissolution	26

DURHAM ASSOCIATION FOR FAMILY RESOURCES AND SUPPORT BYLAWS OF THE CORPORATION

Article One: Interpretations

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

(i) “Act” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time-to-time amended, repealed or replaced, and in the case of such amendment or replacement, any references in the Bylaws to provisions of the Act shall be read as references to the amended or new provisions in the new statute or statutes.

(ii) “Auditor” means the auditor of the Corporation appointed by the Members.

(iii) “Board” means the Board of Directors of the Corporation.

(iv) “Bylaws” means this bylaw and all other bylaws of the Corporation in force and effect and as amended from time-to-time, including special bylaws.

(v) “Committee” means a committee appointed by the Board of Directors.

(vi) “Contracts” includes all agreements, deeds, mortgages, charges, debentures or other securities, conveyances, transfers and assignments of property (real or personal and immovable or movable), releases, receipts and discharges for the payment of money or other obligation.

(vii) “Conflict of Interest” means any situation in which another interest or relationship impairs or potentially could impair the ability of a Director or Officer to carry out his/her duties and responsibilities in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation:

(a) *Interest in a contract or transaction* – when the Director or Officer has a material interest in any person or corporation who is a party to, a contract or transaction or proposed contract or transaction with the Corporation;

(b) *Other pecuniary or financial interest* - when the Director or Officer, or an Associate of the Director or Officer, stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

(c) *Undue influence* - interests that impede a Director or an Officer in his or her duty to promote the best interest of the Corporation. Participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s entrusted responsibility to the Corporation; or

(d) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding brought by the Director or Officer against the Corporation, or brought by the Corporation against the Director or Officer.

(viii) "Corporation" means the Durham Association For Family Resources and Support Inc. which is referenced Durham Association For Family Resources and Support in these bylaws.

(ix) "Day" refers to a calendar day.

(x) "Director" means a Member of the Corporation, who is elected or appointed as a Director in accordance with the Act and the Bylaws of the Corporation.

(xi) "Employee" means an individual employed by the Corporation.

(xii) "Executive Director" means the senior management leader of the Corporation who is hired by the Board of Directors to report to and carry out the functions and duties required by the Board of Directors from time-to-time.

(xiii) "Fiduciary Duty" and "Fiduciary Duties" mean the duty of the Board of Directors to act reasonably, prudently, honestly and in the best interests of the Corporation, to not have a conflict of interest and to exercise the requisite level of care, diligence and skill in carrying out their responsibilities as required by statute and common law.

(xiv) "Immediate Family" means spouse, life partner, child, parent, brother or sister.

(xv) "Letters Patent" means the letters patent, supplementary letters patent and any articles of the Corporation, as the case may be, issued by the jurisdiction of incorporation.

(xvi) "Majority" means fifty percent (50%) plus one.

(xvii) "Member" means a person who is a voting Member of the Corporation in accordance with the Bylaws and who meets the eligibility for a Member as specified in the Bylaws; "Members" and "Membership" mean Members collectively.

(xviii) "Meeting of Members" includes an annual meeting and any special meeting of the Members.

(xix) "Officer" means an Officer of the Corporation elected/appointed by the Board of Directors from time-to-time, and includes the Chair, Vice-Chair, Treasurer or Secretary.

(xx) "Regulations" means the regulations under the Act as amended from time-to-time and every regulation that may be substituted therefore and, in the case of such substitution, any references in the Bylaws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions in the new regulations.

(xxi) "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special meeting of the Members of the Corporation duly called for that purpose or at a meeting of the Members, or, in lieu of such confirmation, by the consent in writing of all of the Members entitled to vote at such meeting.

1.2 Interpretation

All terms not otherwise defined herein shall have the meaning given to them in the Act. Each provision of these Bylaws, without requiring that it be specifically stated at each Section, shall be subject to the Act in any event of conflict between a provision of these Bylaws and a provision of the Act, the Act shall prevail. In these Bylaws, unless the context otherwise requires, words importing number include the singular and plural; words importing gender include the masculine, feminine and neutral genders; and words importing persons include individual persons, corporations, and unincorporated organizations.

The headings used in the Bylaws 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.

Article Two: Name, Purpose and Head Office

2.1 Name

The name of the Corporation shall be Durham Association For Family Resources and Support.

2.2 Not-for-Profit Corporation Status

Durham Association For Family Resources and Support shall operate as a not-for-profit corporation, without share capital, under the laws of the Province of Ontario.

2.3 Purpose

The purpose of the Corporation shall be as set out in the Letters Patent or statement of purpose, as the case may be from time-to-time.

2.4 Head Office

The head office shall be in Oshawa, Province of Ontario, or as such place as the Directors may determine from time-to-time.

Article Three: Geographic Area Served

3.1 Geographic Area Served

The Corporation shall operate in the Province of Ontario within such defined area as may be determined by the Board of Directors from time-to-time, having regard to the provisions as set out in the Letters Patent and the requirements of its applicable funders.

Article Four: Repealed

Article Five: Procedural Rules of Order

5.1 Procedural Rules of Order

The Board shall adopt Roberts Rules of Order as the procedural rules of order.

Article Six: Membership in the Corporation

6.1 Members

The membership shall consist of persons who meet membership eligibility criteria and are approved to membership from time-to-time by the Board of Directors in accordance with the Bylaws.

6.2 Membership Year

The membership year of the Corporation shall coincide with the fiscal year of April 1st to March 31st of the following year. A membership application must be received a minimum of thirty (30) days in advance of a meeting of the members and approved by the Board of Directors to be eligible to vote.

6.3 Membership Eligibility Criteria

Subject to Section 6.4 herein, to be a Member of the Corporation, an individual must meet the following criteria:

- (i) be a person eighteen (18) years of age or older;
- (ii) endorse the mission, vision and values of the Corporation;
- (iii) be interested in furthering the purpose of the Corporation (as set out in its Letters Patent), complete a Membership Application Form and forward to the Secretary of the Board of Directors, and be approved by the Board of Directors to become a Member; and
- (iv) pay any annual membership due or fee that has been established by the Board of Directors.

6.4 Membership Restrictions

The following persons shall not be eligible to be a Member of the Corporation:

- (i) any employee of the Corporation;
- (ii) any corporation or other entity that is not an individual;
- (iii) any past employee of the Corporation, until one (1) year after ceasing to be employed by the Corporation;
- (iv) any person who has a direct or indirect interest in a contract with the Corporation for the purchase of goods or services or other relationship with the Corporation that creates a conflict of interest or the appearance of a conflict of interest, until one (1) year after the expiry or early termination of such arrangement;

- (v) any person employed by any union representing some or all of the employees of the Corporation;
- (vi) any person who has previously been expelled as a Member by the Board pursuant to this By-law; and/or
- (vii) any person who has a legal action pending against the Corporation or who has had a legal action against the Corporation.

6.5 Membership Rights

Except as otherwise provided in these Bylaws, Members of the Corporation have the right to:

- (i) receive notice of all meetings of the Members;
- (ii) attend all duly constituted meetings of the Members;
- (iii) be entitled to one (1) vote at all meetings of the Members of the Corporation;
- (iv) participate in decisions of matters properly before the Members of the Corporation; and
- (v) be eligible for election or appointment to the Board of Directors within the provisions of the Bylaws of the Corporation.

6.6 Membership Record

The Secretary of the Corporation shall ensure that an up-to-date record of Members is maintained at the head office.

6.7 Membership Transfer and Termination

Membership in the Corporation is not transferable and lapses and ceases to exist upon:

- (i) the Member's death or resignation;
- (ii) the Member's expulsion or termination in accordance with this Bylaw;
- (iii) the expiry of the Member's term of membership; or
- (iv) the Corporation's liquidation or dissolution pursuant to the Act.

6.8 Information for Members

Any Member of the Corporation or his/her agent or legal representative may, with reasonable notice, and at the discretion of the Board of Directors, inspect and make extracts from or copy at his/her own expense any of the following documents, namely:

- (i) the Letters Patent of the Corporation;
- (ii) all Bylaws and special resolutions of the Corporation;

(iii) the names of the Directors of the Corporation; and/or

(iv) the minutes of all meetings of the Corporation and the Board, except for minutes relating to parts of Board meetings which are held in-camera; and any other information that is in compliance with provisions in the Act.

6.9 Membership Dues

The Members of the Corporation may be required to pay a due or fee as determined by the Board of Directors from time-to-time.

6.10 Resignation or Withdrawal of Membership by the Member

A Member may resign or withdraw his or her own membership by giving written notice by mail, electronic means or direct delivery of such termination or withdrawal to the Corporation, with a copy to the Secretary, which resignation shall be effective as of the effective date set out in the resignation or if no effective date is given, on the date of receipt of the resignation by the Corporation.

6.11 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board, in its sole discretion; or
- c. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board shall consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal under the Corporation's process.

Article Seven: Board of Directors

7.1 Composition

The affairs of the Corporation will be managed by a Board of a minimum of five (5) and a maximum of twelve (12) Directors, each of whom is a Member of the Corporation. The composition of the Board will strive to reflect a balance of skills, expertise, perspectives and geographic areas served by the Corporation, and any requirements pursuant to any funding agreements.

7.2 Term of Office

Each Director shall be elected to the Board for a term of three (3) years at a duly called annual meeting of the Members. A Director may be elected for one (1) subsequent consecutive term of three (3) years at a duly called annual meeting. After a one (1) year absence from the Board, a former Board Member may be nominated to be a Director of the Corporation.

For greater certainty, should an individual be appointed to the Board by a majority vote of the then-current Directors in order to fill a vacancy pursuant to section 7.10, that individual's term shall not start for the purposes of this section unless and until the individual is elected by the Members at the next annual meeting of Members.

7.3 Eligibility Criteria

Subject to the provisions in Sections 6.2, 6.3 and 7.2, in order for a person to be eligible to become a Director of the Corporation, such person shall obtain a Police Reference Check for the Vulnerable Sector as required by the Board of Directors, the results of which must be acceptable to the Board in order for the person to be eligible to become a Director of the Corporation.

7.4 Eligibility Restrictions

Only individuals may serve as a Director of the Corporation.

Only one member from an immediate family may serve as a Director at any one time.

The following individuals are disqualified from being a Director of the Corporation:

- (i) a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (ii) a person who has been found to be incapable by any court in Canada or elsewhere;
- (iii) a person who has the status of bankrupt;
- (iv) a person convicted of a criminal offence(s), as identified on a Police Reference Check for the Vulnerable Sector, that would adversely affect the ability of such individual carrying out the Fiduciary Duties of a Director and/or negatively impact on the reputation of the Corporation; and
- (v) a person who is under 18 years old.

7.5 Accountability

Each Director of the Board is responsible to meet such Director's Fiduciary Duties owed to the Corporation and to meet such other obligations as set out in the Act. No referral or delegation of responsibility and concomitant authority to the Executive Director, any Officer, or to any committee will relieve the Board of this accountability.

7.6 Authority and Powers

Directors may exercise the Corporation's power on its behalf. The Corporation's power is that which it may exercise under the Act, the Letters Patent and Supplementary Letters Patent, and otherwise at law.

The Directors may not exercise any power that is restricted by a bylaw of the Corporation, by resolution of the membership at a properly constituted general or special meeting, or bylaw.

The powers which the Directors may exercise on behalf of the Corporation include but are not limited to the power to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options or other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

7.7 Standard of Care

Each Director, in exercising his/her duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and shall exercise the care, diligence and skill that a person with similar skills and knowledge of a Director, would exercise in comparable circumstances. Directors shall comply with the Act and Regulations and all other applicable legislation, regulations, Letters Patent, Bylaws and resolutions of the Members, Governance Policies and Procedures and Conflict of Interest Guidelines.

7.8 General Responsibilities of the Board of Directors

The Board shall be responsible for the governance and the overall performance of the Corporation. The responsibilities of the Board shall include all things required of the Board pursuant to the Act and other applicable law, including without limitation the responsibility to:

- (i) comply with the provisions in any applicable legislation and regulations and at common law;
- (ii) perform all such duties and functions as Directors, as set forth or required by the Act, the Bylaws, the Letters Patent, and the Governance Policies and Procedures of the Corporation;
- (iii) appoint and supervise the Executive Director and delegate responsibility and appropriate authority to carry out the responsibilities delegated while ensuring accountability to the Board;
- (iv) support, direct, evaluate and if necessary terminate the Executive Director;
- (v) assume responsibility for succession planning of the Executive Director and Board;
- (vi) ensure that Auditors are appointed annually by the Members and that such Auditors are licensed under the *Public Accounting Act S.O. 2004*;

(vii) examine and consider, at least annually, the report of the Auditors, the financial statements respecting the Corporation, and review and consider on a continuing basis the financial status and ongoing financial viability of the Corporation;

(viii) establish and review on a regular basis the mission and strategic plan of the Corporation;

(ix) carry out the strategic priorities and programs and services of the Corporation within available resources;

(x) monitor risk and ensure the implementation of appropriate systems to manage those risks;

(xi) ensure mechanisms are in place to provide a high quality of services and support to people and families served by the Corporation; and

(xii) establish an investment policy consistent with the provisions of this Bylaw and monitor the control and management of these investments.

7.9 General Responsibilities of Individual Directors

Each individual Director has a further responsibility to:

(i) conduct himself/herself with civility and in the best interests of the Corporation;

(ii) work respectfully and cooperatively with other Directors and with the Executive Director of the Corporation;

(iii) be informed about matters relating to the Corporation through participation in an initial board orientation and in ongoing board development, to come prepared to Board meetings having read the agenda and agenda item materials in advance, and to ask necessary questions or retain necessary advice in order to make informed decisions in the best interests of the Corporation;

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

(v) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

(vi) comply with the Bylaws and the Governance Policies and Procedures of the Corporation, as well as with any applicable legislation and regulations under which the Corporation operates.

7.10 Method of Nomination, Election and/or Appointment

A Member of the Corporation may nominate a candidate to the Board of Directors of the Corporation as specified in Bylaw provision 10.11. Each Director shall be elected by the Members at an annual meeting of the Members for a term which complies with provision 7.2 of these Bylaws, or be appointed by the Board of Directors to fill a vacancy arising between annual meetings which appointment shall be for a term lasting until the next annual meeting of the Members.

7.11 Consent of Director

A person who is elected or appointed a Director is not a Director unless the person was present (in-person or electronically) at the meeting where he/she was elected or appointed.

Each Director shall sign a written consent to act as a Director of the Corporation either before or within ten (10) days after their election or appointment, and each consent shall be kept at the Corporation's registered office. If an individual elected or appointed consents in writing after the period mentioned in this section, the election or appointment is still valid. A consent is not necessary when a director is re-elected or reappointed where there is no break in their term of office.

7.12 Validity of Acts of Directors

The acts of the Directors are valid even if a defect in their appointment is discovered afterwards.

7.13 Director Meeting Attendance

Directors shall be expected to attend, in-person or by electronic means, a minimum of seventy-five percent (75%) of the Board meetings within a twelve (12) month period as measured by the calendar year, pro-rated should a Director be appointed during the calendar year. The Board Chair shall review the attendance record of each Director and shall follow up as soon as reasonably determinable with any Director who does not comply with attendance expectations. A Director who fails to meet the attendance requirement without the approval of the Board excusing such absence may, by resolution, be removed from the Board before the expiration of his/her term for not properly discharging his/her responsibilities. The Board may excuse a Director from complying with such attendance requirements in extraordinary circumstances, and this excusal must be approved in a resolution of the Board that is documented in the meeting minutes.

7.14 Confidentiality

Directors shall respect the confidentiality, during and following their departure; of all matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of any confidential information or materials could adversely affect the interests of the Corporation. Directors are required to sign a Confidentiality Agreement.

7.15 Conflict of Interest

Any Director or Officer of the Corporation who has a Conflict of Interest shall disclose the extent of his or her Conflict of Interest, at such time and in accordance with the requirements of the Act. Any Director who has a Conflict of Interest shall not attend any part of a Board of Directors meeting during which the subject matter giving rise to the Conflict of Interest is discussed and shall not vote on any resolution regarding the Conflict of Interest unless otherwise specifically permitted by the Act and other applicable law. Every disclosure of any conflict of interest, real, potential or perceived shall be recorded in the minutes of the meeting of the Board of Directors. Directors are required to sign a Disclosure of Conflict of Interest upon their election/appointment.

7.16 Remuneration

Each Director shall serve as such without remuneration or salary and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that a Director may be reimbursed for reasonable eligible expenses that are incurred in the performance of his or her duties subject to indemnification of a Director for unforeseen liabilities arising from the position.

7.17 Vacating of Office

A Director position shall automatically be vacated upon the occurrence of any of the following events:

- (i) if the person ceases to be eligible in accordance with the Act and the Bylaws;
- (ii) if the person is removed from the office by Resolution of the Members approved by a majority vote;
- (iii) if, by notice in writing to the Corporation, the Director resigns 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; or
- (vii) if the Director dies.

7.18 Board Vacancies

A vacancy occurring in the Board of Directors shall be filled as follows:

- (i) if the vacancy occurs as a result of the removal of any Director by the Members, it may be filled upon the vote of a majority of the Members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
- (ii) any other vacancy in the Board of Directors may be filled temporarily until the next annual meeting of the Members by a majority vote of the Directors then on the Board; or
- (iii) otherwise such vacancy may be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected.

7.19 Resignation

A Director may resign from his/her position. Any resignation from the Board shall be addressed in writing to the Secretary, who shall present it at the next scheduled meeting of the Board. In a situation where a verbal resignation is received by the Chair, the Secretary shall follow up in writing with the Director to confirm the resignation. Any resignation will be in effect upon the date received by the Secretary.

7.20 Advisor

In extraordinary circumstances, the Board of Directors may appoint an advisor for a time limited period not to exceed one (1) year in duration. The advisor will not be eligible to vote and is required to attend all board meetings. The appointment of an advisor must be approved by a majority vote of the board.

Article Eight: Officers of the Corporation

8.1 Officers of the Corporation

The Officers of the Corporation shall be the Chair, Vice-Chair, Treasurer and Secretary and any other offices which may be established by the Board from time-to-time. The Board of Directors may appoint the Executive

Director to serve as Secretary of the Board. In this circumstance the Secretary is a non-voting member of the Board of Directors and, unless otherwise directed by the Board, shall have the right to attend and fully participate but not vote at such meetings of the Board.

8.2 Duties and Powers of the Officers

All Officers shall sign such Contracts, and other documents and instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respective as may be assigned to them from time-to-time by the Board. The duties of the Officers of the Corporation shall include:

(i) The Chair shall preside, when present, as chair at all meetings of the Board and at all meetings of the Members of the Corporation, unless another chair is appointed by the majority of the Members at a meeting of the Members. The Chair shall be vested with and may exercise all of the powers and perform all of the duties of the Corporation. The Chair shall sign all Contracts and other documents and instruments that require his/her signature. Within the authority delegated by the Board, the Chair shall represent and/or act on behalf of the Corporation. The Chair shall see to it that all resolutions of the Board are carried into effect. The Chair shall be an ex-officio member of all Committees of the Board. The Chair shall follow up on any issues of attendance and/or conduct with individual Directors.

(ii) The Vice-Chair shall perform the duties of the Chair in case of absence of, or delegation by, the Chair or inability or refusal of the Chair to act.

(iii) The Treasurer shall ensure the requisite books of account and account records are maintained. The Treasurer may facilitate a process with the Board of Directors as a committee of the whole in considering financial matters, or as chair of any designated Finance/Audit Committee established by the Board, in either case the responsibilities would include but are not limited to: monitoring the annual and projected financial position of the Corporation; reviewing the internal controls of the Corporation; reviewing the outcomes of the annual audit and any recommendations in the Management Letter of the Auditor; evaluating the performance of the Auditor; reviewing service contracts of funders; and making any recommendations to the Board regarding stability, viability and financial risk.

(iv) The Secretary shall record or ensure the recording of all facts and minutes of all Board meetings, and any Committee proceedings which the Board requires be recorded, in the Corporation's books kept for the purpose. The Secretary shall ensure all notices for meetings or otherwise required to be given to Directors, and for meetings of Members when directed to do so The Secretary shall ensure that all books, papers, records, etc., belonging to the Corporation are properly maintained in a secure location on site at the head office of the Corporation.

8.3 Term of Office

An Officer of the Corporation shall be appointed for one (1) year term until the next annual meeting of the Members. A Director may be elected to the same Officer position for a maximum of three (3) one (1) year terms.

8.4 Election of Officers

The Officers of the Corporation shall be elected by the Directors from among their number by a majority vote by the Board at the first meeting of the Board after the annual meeting of Members. The first meeting of the Board of Directors shall be held within seven (7) days following the annual meeting of Members.

8.5 Delegation of Duties of an Officer

In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer of the Corporation to any other Officer or to any Director for a period specified by the Board.

8.6 Vacancy of Office

If a vacancy occurs in the office of the Chair, or if for any reason the Chair is no longer able to act in that capacity, the Vice-Chair is authorized to act for and to assume all responsibilities of the office of the Chair. A meeting of the Board shall be held within four (4) weeks of the vacancy for the purpose of electing a Chair. Vacancies in any other offices of the Corporation shall be filled, by a majority vote of the Board, from among those eligible to serve and the person or persons so appointed or elected shall fill such vacancy or vacancies, for the balance of the unexpired terms or terms.

8.7 Resignation

An Officer of the Corporation who resigns from an office shall retain his/her role as a Director of the Board of Directors, unless his/her resignation as an Officer is accompanied by his/her resigning or vacating his/her position as a Director.

8.8 Removal of Officers

Officers shall be subject to removal by Resolution approved by 2/3 of the Board of Directors at any time, with or without cause.

8.9 Remuneration of an Officer of the Corporation

An Officer of the Corporation shall not receive any remuneration or salary for carrying out the responsibilities as an Officer. Any Officer shall be entitled to be reimbursed for reasonable eligible expenses incurred in the performance of the Officer's duties with the prior approval by the Board of Directors.

Article Nine: Board of Director Meetings

9.1 Authority to Call

The meetings of the Board shall be called by the Chair.

9.2 Frequency

The Board shall meet a minimum of eight (8) times a year in each fiscal year.

9.3 Date, Time and Location

Meetings of the Board shall be held at the head office of the Corporation or at another location determined by the Board. The dates and times of board meetings will be established on an annual basis at the first Board meeting after the annual meeting.

9.4 Notice of Regular Board Meetings

Notice of regular meetings of the Board of Directors shall be sent a minimum of five (5) days before each meeting is to take place. Notice may include a tentative agenda and any documents or reports which are to be discussed at the meeting, however notice need not specify the purpose or the business to be transacted at the meeting. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

If the first meeting of the Board is held immediately after the Annual General Meeting or a Special Meeting where Directors were elected by the Member of the Corporation, no notice shall be necessary to the newly elected or appointed Director(s) in order to legally constitute the meeting, provided that a quorum of Directors is present.

No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting.

9.5 Notice of Emergency Board Meetings

An emergency meeting of the Board may be called on twenty-four (24) hours' notice by the Chair or by any four (4) Directors to discuss an urgent matter or incident. No additional item(s) shall be added to the agenda other than the item(s) which relate to the purpose of holding the emergency meeting, unless there is unanimous agreement to add the item by all Directors.

9.6 Board Meeting Status

The meetings of the Board shall be open to the public, except in circumstances where an in-camera session of the Board is warranted. The guidelines for open Board meetings and in-camera sessions of the Board are specified in the Governance Policies and Procedures of the Corporation.

9.7 Electronic Participation

Directors may not participate in a meeting of the Board of Directors by electronic means unless such electronic participation is approved by the Board of Directors by majority vote for purposes of accommodation. Notwithstanding the foregoing, the Board of Directors may by majority vote elect to conduct meetings (or any one of them) entirely by electronic means, in which case each Director may so participate.

9.8 Chair of Board Meetings

The Chair of the Board shall preside as chair at all meetings of the Board. In the circumstances when the Chair is not able to preside as chair, the Vice-Chair shall chair the meeting, and if the Vice-Chair is not present or is not willing or able to chair the meeting, the Directors present shall appoint another Officer of the Corporation to chair the meeting.

9.9 Participation of Chair in Decision Making

If the Chair tables a motion about a matter being considered, the Directors may decide by majority vote that the Chair shall not chair such portion of the Board meeting where such matter is being considered, in which case the Chair shall step aside as chair, and the Vice-Chair or another Officer approved by the Directors shall chair such portion of the Board meeting. Nothing in this provision shall restrict the Chair's entitlement to vote on such matter.

9.10 Quorum

A majority of the Directors shall constitute a quorum at any meeting of the Board. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn.

9.11 Voting

Each Director who is present at a meeting of the Board shall be entitled to one vote per motion. The Chair shall be entitled to one vote, although the Chair shall refrain from casting a vote until all other votes have been cast. Motions arising at any meeting of the Board shall be decided by a majority of votes of Directors participating in the meeting. There shall be no proxy voting. On a tie vote, a motion is lost, since a tie vote is not a majority. At any meeting, unless a ballot or poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. A Director may request that his or her dissent to a motion be recorded in the minutes of the meeting.

9.12 Adjournment

The Chair of the meeting of the Board, with the consent of a majority of the Directors present at the meeting, may decide to adjourn the meeting to a fixed time and place. Notice of the adjourned Board meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

9.13 Meeting Minutes

The minutes of each Board meeting shall be sent to the Directors prior to the next Board meeting. The Directors will review and approve the meeting minutes at a duly constituted following Board meeting and once approved, copies shall be made available to the public, upon request.

Article Ten: Annual Meeting of Members

10.1 Purpose

The annual meeting of Members is a business meeting of the Membership of the Corporation for the purpose of:

- (i) Receiving the:
 - (a) minutes of the previous annual meeting of Members,
 - (b) report of the unfinished business from any previous meeting of the Members of the Corporation,
 - (c) hearing and receiving the reports and statements required by the Act, including but not limited to the report of the Auditor;
 - (d) presentation of the financial statements; and
 - (e) any report of the Auditor.
- (ii) electing Directors to the Board;
- (iii) appointing an Auditor for the period up until the next annual meeting of Members and fixing or authorizing the Board to fix the Auditor's remuneration;
- (iv) considering Bylaw amendments; and
- (v) conducting such other or special business as may be necessary or desirable at such a meeting of the Members.

10.2 Authority to Call

The Board of Directors shall have the power to call the annual meeting of the Members.

10.3 Date, Time and Location

The annual meeting of Members shall be held at a location and at such time and place in each year as the Board shall determine by resolution or, in the absence of such determination, at the place where the head office of the Corporation is located. The annual meeting of the Members shall be held not more than fifteen (15) months after holding the preceding annual meeting. The Board of Directors may decide to hold the annual meeting of Members entirely by telephonic or electronic means. If the Board of Directors determines that the annual meeting of Members will be in person, Members shall not then be entitled to participate in the annual meeting of Members by telephonic or electronic means, unless the Board of Directors determines otherwise.

10.4 Meeting Notice

Notice of the time, place and date of the annual meeting and of the business to be transacted shall be given at least twenty-one (21) days before the date of the meeting; provided that any meeting of members may be held

at any time and place, without notice if all the members are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meeting may transact.

Whenever notice is required to be given, such notice may be given either personally or by telephone or by facsimile or by internet transmission or by courier service or by post. A notice shall be held to be sent at the date and time that it was conveyed, transmitted or posted by the sender. For the purpose of sending notice, the address of any member shall be the last address as provided by the member for incorporation on the books of the Corporation.

No error or omission in giving notice of any annual meeting or special meeting or any adjourned meeting of the Members shall invalidate any resolution passed or any proceedings taken at any such meeting of Members.

10.5 Meeting Attendees

The annual meeting shall be open to Members of the Corporation in good standing as of the close of business on the day immediately before the day on which notice of the annual meeting is given.

10.6 Chair

The Chair of the Board shall preside as chair at the annual meeting, unless otherwise another chair is appointed by Special Resolution of the Members. If the Chair is unable to carry out this responsibility, the Vice-Chair may assume this responsibility or the Members of the Corporation shall appoint another Officer of the Corporation to chair the meeting.

10.7 Quorum

A quorum for the transaction of business at any annual meeting of members shall be a minimum of ten (10) Members of the Corporation entitled to vote in person or represented by proxy. No business shall be transacted in the absence of a quorum, except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn. No notice shall be required of any such adjournment.

10.8 Voting Procedures

Motions arising at a meeting shall be decided by a majority of votes of the Members participating in the meeting in accordance with the Act or represented by proxy. Each Member in good standing present or represented by proxy in accordance with the Bylaws at an annual meeting shall be entitled to one vote. Every question shall in the first instance be decided by a show of hands unless a poll is demanded by any voting Member. Whenever a vote by a 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 meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. The chair can vote either to break a tie vote or to cause a tie; or in the case where a two-thirds vote is required, the chair can vote to cause or to block the attainment of the necessary two-thirds vote. The chair cannot vote twice. On a tie vote, a motion is lost, since a tie vote is not a majority. The result of the vote so taken shall be the decision of the Members upon the said question, and an entry to that effect shall be made in the minutes.

10.9 Proxy Vote

Members shall have no right to vote at a meeting of Members by proxy.

10.10 Polls

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. A poll so required or demanded shall be taken in such manner as the chair shall direct, provided however that it shall be taken without delay or adjournment. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon the taking of a poll, each Member present in-person shall be entitled to one vote, and the result of the poll shall be the decision of the Members upon the said question.

10.11 Nomination and Election Procedures

The Board shall place before the Members at each annual meeting the names of potential candidates for election to the Board of Directors. The slate may include more than one (1) candidate for a declared vacancy. A profile, in the form established by the Board, of each potential candidate shall be sent to the Members of the Corporation a minimum of fourteen (14) days before the annual meeting. There shall be no nominations from the floor. Election of the Directors shall be by secret ballot unless waived by a Special Resolution of the Members, in which case election of each Director shall be by a show of hands. In the circumstance where the number of nominees exceeds the number of vacancies, the chair of the annual meeting shall declare the candidates receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last position, an additional vote by ballot, unless waived by Resolution of the Members (in which case the additional vote shall be by show of hands) shall be required.

10.12 Adjournment

The chair of the annual meeting, with the consent of a majority of the Members present or represented by proxy at the meeting may adjourn to any time and any business may be transacted at the adjourned meeting. No notice is required of any adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

Article Eleven: Special Meeting

11.1 Purpose

A special meeting is a separate meeting of the Members which may be called at a different time from the annual meeting of Members, and which may be convened only to consider one or more items of business specified in the notice of the meeting. The reason for the special meeting shall be to deal with important matters that urgently require action by the Corporation.

11.2 Authority to Call

A special meeting of the Members may be called by the Chair, by the Vice-Chair in the absence of the Chair, or by the Secretary at the request of four (4) Directors in writing.

11.3 Date, Time and Location

The special meeting shall be called for a specific time and date and shall be held at the head office of the Corporation or at another location determined by the Board.

11.4 Meeting Notice

Save and except in the case of a meeting requisitioned by the Members in accordance with provisions in the Act, notice of the time, place and purpose of the special meeting shall be given to each Member in writing at least fourteen (14) days before the date fixed for the meeting.

11.5 Agenda

The agenda for the special meeting shall be limited to the item(s) specified in the call for the meeting.

11.6 Meeting Status

A special meeting is open to the Members of the Corporation.

11.7 Quorum

A quorum of a special meeting of the Members shall consist of a minimum of ten (10) Members of the Corporation entitled to vote in person. No business shall be transacted in the absence of a quorum, except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn. No notice shall be required of any such adjournment.

11.8 Voting Rights and Procedures

The voting rights and procedures applicable to annual meetings of the Members, including the determination of the chair and rights of the chair, apply to all special meetings of the Members.

11.9 Adjournment

The chair of the special meeting, with the consent of a majority of the Members represented in-person at the meeting, and subject to such conditions as the Membership in attendance may decide, may adjourn the meeting. If within thirty (30) minutes after the time appointed for the special meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day and time to be determined by the Board. At least ten (10) days' notice of the re-scheduled meeting following an adjournment shall be given by delivery to each Member at the Member's last address as shown on the records of the Corporation.

Article Twelve: Board Committees

12.1 Appointed and Standing Board Committees

The Board may, from time-to-time, by resolution, establish one or more committees that have such purpose and responsibilities as the Board may determine in written terms of reference. A committee may be a standing committee established on an ongoing and indefinite basis, or may be a specially appointed committee established for a limited period of time and limited mandate or scope. No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any cause or action without the prior approval of the Board. Any committee will be chaired by a Director. Other members of the committee may, but need not, be Directors. All members of a committee shall be appointed by the committee chair with the approval of the Board. The committee chair will ensure that minutes are completed for all meetings. The committee chair will report the recommendations and findings of the committee to the Board.

Notwithstanding any terms of reference or ongoing work, the Board may dissolve by resolution any committee at the sole discretion of the Board.

Article Thirteen: Executive Director

13.1 Executive Director Appointment

The Board shall from time-to-time appoint an Executive Director of the Corporation, which person shall demonstrate the qualities and qualifications to carry out the duties and requirements of the position as established by the Board from time-to-time.

13.2 Executive Director Responsibilities and Authority

The Executive Director shall be responsible to perform or cause to be performed or fulfilled such duties, responsibilities, and obligations as may from time-to-time be determined by the Board of Directors. The Executive Director is a signing Officer of the Corporation within any parameters established by the Board of Directors. In the absence or unavailability of the Executive Director then his/her delegate shall assume the responsibility for the position.

Article Fourteen: Indemnification of Directors and Officers

14.1 Indemnity

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, as well as such person's respective heirs, executors and administrators, estate, successors, shall from time-to-time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as may be established by the Board of Directors from time-to-time, from and against all costs, charges and expenses which such Director, officer, or other indemnified person sustains or incurs:

(i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such Director or Officer or other indemnified person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; and

(ii) all other costs, charges and expenses with the Director, Officer or other indemnified person sustains or incurs in or about or in relation to the affairs of the Corporation generally, excepting such costs, charges or expenses as are occasioned by such Director's or Officer's or other indemnified person's own willful neglect or default or by his or her dishonest, fraudulent or criminal act. Such indemnity will only be effective:

(i) upon the exhaustion of all available and collectible insurance provided to Directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

(ii) provided the Director has carried out all related duties subject of the claim in complete good faith and in compliance with law so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time-to-time, indemnify any such Director or Officer or other person in such other circumstances as the Act or other applicable laws permit or require. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw to the extent permitted by the Act or other applicable law.

14.2 Directors' and Officers' Liability Insurance

The Corporation shall purchase and maintain reasonable liability insurance for the benefit of the Corporation and each person acting in (or having previously acted in, in which case such insurance would cover the time period when they acted as a Director or Officer) the capacity of a Director, Officer, or any other capacity determined by the Board to merit insurance coverage, which insurance shall include:

- (i) Property and public liability insurance;
- (ii) Directors' and Officers' insurance;

and may include such other insurance as the Board sees fit from time-to-time, with coverage extending to and excluding such acts and omissions as are reasonable and customary having regard to applicable law, not-for-profit industry practice, the nature of the activities which are the subject of insurance, and the advice of the insurance provider regarding such matters, with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time-to-time.

The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Corporation. It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

14.3 Directors' and Officers' Liability Exclusion

Except as otherwise provided in the Act or any other applicable law, no Director or Officer for the time being of the Corporation shall be personally liable for the acts, neglects, or defaults of any other Director or Officer or employee of the Corporation or for any loss, damage, or expense happening to the Corporation through any:

- (i) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (ii) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (iii) loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or with which any monies, securities or effects shall be lodged or deposited;
- (iv) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation; or
- (v) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto,

unless any of the foregoing shall happen by or through or as a result of the Director's or Officer's own willful neglect or default.

Article Fifteen: Documents, Register and Books

15.1 Books and Records

The Board shall ensure that all necessary books and records of the Corporation required by the Act, the Regulations, and the Bylaws of the Corporation are regularly and properly kept.

Article Sixteen: Execution of Instruments

16.1 Signing Officers

Contracts, documents, or instruments in writing requiring the signature of the Corporation will be signed by the designated signing Officers approved by the Board of Directors. Any such instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall, from time-to-time, by resolution, have power to appoint any other Officer or Officers or any person or persons on behalf of the Corporation either to sign Contracts, documents, or other instruments in writing generally or to sign a specific Contract, document or instrument in writing.

Article Seventeen: Fiscal Affairs

17.1 Banking

The Board shall designate, by resolution, those Officers and other persons authorized to transact the banking business or any part thereof, of the Corporation, with the banks, trust companies or other financial depositories carrying on a banking business that the Board has designated as the bankers of the Corporation. Those Officers and other persons so designated shall have the authority as set out in the resolution, including, unless otherwise restricted, power to,

- (i) operate the accounts of the Corporation with the bankers;
- (ii) 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 of the Corporation;
- (iii) issue receipts for and orders relating to any property of the Corporation;
- (iv) execute any agreement, relating to any banking business and defining the rights and powers of the parties thereto; and
- (v) authorize any offices of the banker to do any act or thing on behalf of the Corporation to facilitate the banking business.

17.2 Borrowing

The Board shall have the power to authorize expenditures on behalf of the Corporation from time-to-time and may delegate, by resolution to an Officer or Officers of the Corporation, the right to employ and pay salaries to Employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust agreement with a trust company for the purpose of creating a trust fund in which capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe. 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, debentures stock, notes or like liabilities, whether secured or unsecured) of the Corporation;
- (iii) charge, mortgage, or pledge all or any of the currently owned or subsequently acquired real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or any other debt, or any other obligation 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 Board shall determine, including authorizing any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors and Officers independently of this Bylaw, including under the Letters Patent, the Act, or other applicable law.

The above borrowing power of the Corporation pursuant to this Bylaw or any other bylaw of the Corporation passed and confirmed in accordance with Section 59 of the Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

17.3 Cheques, Drafts, Notes, etc.

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

17.4 Endowments, Donations and Bequests

Endowments, donations and bequests shall as far as possible be used by the Corporation for the purposes designated by the donor. Unless otherwise directed by the donor, the Board of Directors shall be guided by the principle of investing endowments, donations and bequests and the increment thereon to build up an invested fund, the revenues of which would be available for use by the board of Corporation purposes in emergency or other special circumstances when regular revenues, grants or other receipts are inadequate; but the board shall not be barred from using part or all of such undesignated invested funded, if in its discretion it deems such use in the best interests of the Corporation. The investment of funds shall be made according to the policy and procedures of the Durham Association For Family Resources and Support. No securities or other assets shall be assigned to obtain credit or receive funds.

17.5 Financial Year End

The financial year of the Corporation shall end on the thirty-first (31st) day of March in each year.

Article Eighteen: Auditor

18.1 Auditor Appointment

The Members shall, at each annual meeting, appoint an auditor who is a public accountant as such term is defined pursuant to the Public Accounting Act, 2004, SO 204, C.8 to audit the financial statement of the Corporation in accordance with Canadian Auditing Standards or such other standards as may apply from time-to-time. The Auditor shall be required to provide a Management Letter to the Board on an annual basis and to execute an Engagement Letter for services to be provided.

18.2 Auditor Qualifications

No person shall be appointed as Auditor of the Corporation who is a Director, Officer or Employee of the Corporation or an affiliated corporation or who is a partner, employer or employee of any Director, Officer or Employee.

18.3 Auditor Removal

The Members may remove the Auditor by a two-thirds (2/3) vote at a special meeting of the Members called for that purpose.

Article Nineteen: Method of Notice

19.1 Method of Notice

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the Bylaws to be sent to any Member or Director or to the Auditor, shall be validly given if delivered personally or sent:

- (i) by prepaid letter post or courier;
- (ii) by facsimile;
- (iii) by e-mail; or

(iv) by other electronic method;

addressed to the person for whom intended at the last address shown on the Corporation's records, and if no address is 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 entity thereto.

Any such notice shall be deemed to have been given:

(i) in the case of letter post, on the third day after mailing; and

(ii) in all other cases on the day when transmitted if transmitted before 4:00 pm on a business day, or if transmitted on any other day or time on the next business day immediately following transmission.

With respect to every notice or other documents sent by post or courier it shall be sufficient to provide that the envelope or package containing the notice or other document was properly addressed as provided for herein and put into a post-office box or otherwise delivered to a post-office or courier drop-off location. A certificate of any Officer of the Corporation as to the facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Auditor, or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer, or Auditor of the Corporation as the case may be.

19.2 Computation of Time

In computing the date when notice must be given under any provision of the Bylaws or Letters Patent requiring a specified number of days' notice, the date of giving the notice is, unless otherwise provided, shall not be counted in such manner of days or other period.

Article Twenty: Bylaw Amendment

20.1 Bylaw Amendment

Any or all provisions of the Bylaws may be amended, repealed, or replaced by resolution of the Board of Directors approved by 2/3 of the Directors, subject to s. 103 of the Act. The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

The by-law, amendment or repeal is effective from the date of the resolution of the Directors, and will cease to have effect if it is not submitted by the Directors to the Members at the next meeting of Members or if it is rejected by the Members.

If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

20.2 Repeal of Prior Bylaws

All former bylaws, resolutions or other enactments of the Corporation are repealed and replaced in their entirety by this Bylaw.

Article Twenty-One: Affiliations

21.1 Affiliations

The Board may establish an affiliation and/or exchange memberships with any other corporation or organization or unincorporated association whose purpose, mission and values are consistent with the purpose, mission and values of the Corporation.

Article Twenty-Two: Distribution of Assets on Dissolution

22.1 Dissolution

Upon the dissolution of the Durham Association For Family Resources and Support and after payment of all debts and liabilities, the remaining assets of the organization shall be disposed of according to the direction set out in legislation and any contractual agreement with funder(s).