

RURAL FETAL ALCOHOL SPECTRUM DISORDER SUPPORT NETWORK OF EASTERN ONTARIO

BY-LAW No. 1

A by-law relating generally to the organization and conduct of the affairs of the Rural Fetal Alcohol Spectrum Disorder Support Network of Eastern Ontario.

WHEREAS by Letters Patent, dated November 18, 2019, the Rural Fetal Alcohol Spectrum Disorder Support Network of Eastern Ontario (the "Corporation") was incorporated;

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions. In this by-law and all other by-laws of the Corporation, unless the context requires otherwise:

- a) "Act" means the Ontario *Corporations Act*, R.S.O. 1990, Chapter C.38 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Annual General Meeting" means the annual general meeting of the Members of the Corporation;
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the corporation;
- d) "Board" means the Board of Directors of the Corporation;
- e) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- f) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h) "Member" means a member of the Corporation;
- i) "Members" means the collective membership of the Corporation;

- j) "Officer" means one of the members of the Executive Committee, such as President, Vice-President, Secretary, Treasurer, Secretary/Treasurer or any other person designated an Officer by bylaw of the Corporation;
 - k) "Ordinary Resolution" means a resolution passed by a majority (more than 50%) of the votes cast on that resolution; and
 - l) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.02 **Conflicting Definitions.** The definitions in the Ontario *Corporations Act* apply to these by-laws. To the extent that there is any conflict between the definitions in these by-laws and those in the Ontario *Corporations Act*, the definitions in the Ontario *Corporations Act* prevail.
- 1.03 **Interpretation.** Reference to the singular includes a reference to the plural and vice- versa, and unless the context requires otherwise, the gender or lack of gender of all words used in these bylaws includes the masculine, feminine and neuter.
- 1.04 **Headings.** The headings in these bylaws are inserted for ease of reference only and are not to be used in interpreting these bylaws.
- 1.05 **Severability.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- 1.06 **Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.
- 1.07 **Financial Year End.** The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 2 – MEMBERS

2.01 **General Eligibility.** Membership in the Corporation is open to any person who meets the following criteria and whose application for membership the board approves:

- a) is a resident of Ontario;
- b) is at least eighteen (18) years of age;
- c) has, in the opinion of the Board, a genuine interest in the objectives of the Corporation;
- d) is not an undischarged bankrupt; and
- e) has not been dismissed as an employee of the Corporation, has not taken legal action against the Corporation in the preceding five (5) years, and does not have litigation pending against the Corporation.

2.02 **Members.** Membership in the Corporation shall consist of two classes of members, namely, Regular Members and Associate Members. The board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

a) Regular Members

A Regular Member must be either an individual with diagnosed or suspected FASD or an individual with a familial relationship to an individual with diagnosed or suspected FASD.

A Regular Member shall be an individual who has applied and been accepted for membership as a Regular Member in the Corporation. In addition, a Regular Member must confirm in writing that he or she supports the objectives of the Corporation.

The term of membership of a Regular Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

Each Regular Member is entitled to receive notice of, attend, and vote at all meetings of members, and each Regular Member shall be entitled to one (1) vote at such meetings.

b) Associate Members

An Associate Member must be either a professional working with an individual with diagnosed or suspected FASD or an interested individual

who generally supports the objectives of the Corporation but does not otherwise qualify as a Regular Member.

The term of membership of an Associate Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

An Associate Member may enjoy the benefits of membership as from time to time defined by resolution of the board of directors but shall not have the right to vote in the affairs of the corporation.

2.03 **Membership.** A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

2.04 **Membership Fees.** There shall be no fee for membership in the Corporation.

2.05 **Termination of Membership.** A membership in the Corporation is terminated when:

- a) the member dies or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in sections 2.01 and 2.02 of this By-law;
- c) the member resigns by delivering a written resignation to the chair of the board, in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with section 2.06 below or is otherwise terminated in accordance with the Articles or By-laws;
- e) the member's term of membership expires; or
- f) the Corporation is dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.06 **Disciplinary Act or Termination of Membership for Cause.** 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) 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 president, or such other officer as may be designated by the Board, shall provide 20 days' written notice setting out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

SECTION 3 – MEMBERS' MEETINGS

- 3.01 **Time and Place.** In accordance with the Act, general meetings of the Corporation shall be held at the time and at a place within Ontario fixed by the Board.
- 3.02 **Annual Meeting.** Any member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- 3.03 **Special Meetings.** The Directors may call a special meeting of the members. The Board shall convene a special meeting on written requisition of not less than 1% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.
- 3.04 **Notice.** Subject to the Act, not less than 10 and not more than 50 days' written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.
- 3.05 **Quorum.** The quorum for any meeting of the members, unless a greater number of members is required to be present by the Act, shall be 5% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 3.06 **Chair of the Meeting.** The Chair of the Corporation shall be the chair of the Members' meeting. In the Chair's absence, the members present at any members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the members present shall choose one of their number to chair the meeting.
- 3.07 **Voting of Members.** Business arising at any members' meeting shall be decided by a majority of votes of the Regular Members present unless otherwise required by the Act or the By-law provided that:
- a) each Regular Member shall be entitled to one vote at any meeting;
 - b) votes shall be taken by a show of hands among all Regular Members present. The chair of the meeting, if a Regular Member, shall have a vote;
 - c) an abstention shall not be considered a vote cast;
 - d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Regular Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- 3.08 **Proxy Holders and Representatives.** Each Regular Member entitled to vote at a meeting of members may appoint a proxy holder to attend and act as the member's representative at the meeting in the manner and to the extent authorized by the proxy. A proxy holder must be either a Regular Member or an Associate Member. An instrument appointing a proxy shall be in writing executed by the member or his or her attorney and shall conform to the requirements of the Act.
- 3.09 **Adjournments.** The Chair may, with the majority consent of all members present at any members' meeting, adjourn the same from time to time. The members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.10 **Persons Entitled to be Present.** The persons entitled to attend a Members' meeting include the Regular Members, the Associate Members, the Directors and Officers, and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the members present at the meeting.

SECTION 4 - DIRECTORS

- 4.01 **Directors.** The affairs of the Corporation shall be governed by a Board of Directors comprised of a minimum of three (3) and a maximum of ten (10) Directors elected by the Members of the Corporation.
- 4.02 **Election of Directors.** At the first meeting of the members and at each succeeding annual meeting at which an election of Directors is required, the Directors shall be elected by the Members. The election of Directors shall be conducted by secret ballot.

Until the first members' meeting, the first Directors shall be the applicants for incorporation of the Corporation.

- 4.03 **Eligibility.** Any person is eligible to be a Director of the Corporation who:
- a) meets the eligibility requirements for membership in the Corporation set out in sections 2.01 and 2.02 of this By-law;
 - b) is not an employee of the Corporation; and
 - c) is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.
- 4.04 **Term of Office.** Directors shall hold office for a term of two (2) years so long as they remain eligible under the terms this By-law. Terms of office shall be staggered so that at least one-third of the terms expire each year. No Director shall be eligible to serve more than four (4) consecutive terms.
- 4.05 **Remuneration of Directors.** No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.
- 4.06 **Removal or Vacation of Office.** The office of a Director shall be vacated immediately if:
- a) the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - b) the Director dies;
 - c) the Director becomes bankrupt;
 - d) the Director is found to be incapable of managing property by a court or under Ontario law; or
 - e) if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the Regular Members removing the Director before the expiration of the Director's term of office.
- 4.07 **Vacancies.** A vacancy on the Board shall be filled as follows:
- a) a quorum of Directors may fill a vacancy among the Directors;
 - b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office

shall, without delay, call a special meeting of members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member;

- c) if the vacancy occurs as a result of the members removing a Director, the members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.08 **Directors' Powers.** The Directors may on occasion authorize expenditures, submit contracts or transactions to the membership for approval, take steps to enable fundraising and appoint agents and engage staff. The Directors may exercise all the powers and do all the acts and things that the Corporation may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Corporation in a general meeting, but are subject, nevertheless, to:

- a) all laws affecting the Corporation;
- b) these By-laws; and
- c) rules, not being inconsistent with these By-laws, which are made from time to time by the Corporation at a general meeting.

4.09 **Directors' Duties.** Every Director is expected to:

- a) act honestly and in good faith and in the best interests of the Corporation;
- b) exercise the care, diligence and skill of a reasonably prudent person;
- c) uphold the Corporation's Constitution and comply with these bylaws;
- d) review and approve, as appropriate, the annual financial report, annual budget, the audit report (if any) and the report of the Directors;
- e) ensure that the annual financial statement, audit report (if any) and report of the Directors are placed before the Members at the annual general meeting;
- f) make reasonable efforts to attend Directors' meetings as convened; and
- g) participate actively in the Corporation's business.

4.10 **Committees.** The Board may establish committees as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

SECTION 5 – BOARD MEETINGS

- 5.01 **Meetings.** Meetings of the Board of Directors may be held at such times and at such places within the territorial jurisdiction of the corporation as the Board may from time to time determine. The Board shall meet a minimum of six (6) times each year. The Board may use teleconferencing or other electronic means as an alternative to meetings in person but, in no instance, shall it meet in person less than three (3) times a year.
- 5.02 **Calling of Meetings.** Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.
- 5.03 **Regular Meetings.** The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- 5.04 **Notice.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

Notice of a meeting of Directors need not specify the purpose of, or the business to be transacted at, the meeting except where the Act requires such purpose or business to be specified, including a proposal to: fill a vacancy among the directors or in the office of the auditor; remove an officer, director or member; approve any annual financial statements; or adopt, amend or repeal by-laws.

- 5.05 **Chair.** The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.
- 5.06 **Voting.** Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.
- 5.07 **Participation by Telephone or Other Communications Facilities.** If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
- 5.08 **Quorum.** A quorum for a Directors' meeting shall be a majority of the Directors.
- 5.09 **Minutes.** The Secretary of the Corporation shall take, or ensure the taking of, minutes of the Board and its committees and the proper recording of decisions and resolutions of the Board. The minutes of meetings of the Board shall be made available, upon request, to any member of the Corporation without any expense to the member.
- 5.10 **Written Resolutions.** A resolution in writing, signed by a majority of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 5.11 **Conflict of Interest.** Where a Director, either on his/her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any material contract or material transaction or other matter, or otherwise has a conflict of interest, as a Director, he/she:
- a) shall disclose his/her interest fully in writing or at a meeting of the Directors in which the disclosure is entered into the minutes of the meeting;
 - b) shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
 - c) shall not take part in the discussion of or vote on any question in respect of the matter; and

- d) shall not in any way whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the director, be deemed to be also the pecuniary interest of the director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

5.12 **Closed Meetings:** The Board of Directors may, by resolution, close a meeting or part of a meeting to anyone who is not a member of the Board of Directors if the subject matter to be considered is:

- a) the security of the property of the Corporation;
- b) personal matters about an identifiable individual;
- c) litigation or potential litigation affecting the Corporation, members of the Board of the Corporation, or properties, including matters before administrative tribunals; or,
- d) the receiving of advice that is subject to solicitor-client privilege including communications necessary for that purpose.

The resolution to close a meeting or part of a meeting to the members shall state:

- a) the fact of the holding of the closed meeting; and,
- b) the general nature of the matter to be considered at the closed meeting.

SECTION 6 - OFFICERS

6.01 **Officers.** The Board shall appoint from among the Directors a Chair and a Vice-Chair and may appoint any other person to be President, Treasurer, and Secretary at its first meeting following the annual meeting of the Corporation. The offices of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The offices of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 **Officers' Terms.** The Officers under section 6.01 are appointed for a term of two (2) years. An individual may be an Officer in the same position for up to two (2) consecutive terms or four (4) consecutive years. An individual can take on a different position in the Executive for up to another two (2) consecutive terms.

- 6.03 **Office Held at Board's Discretion.** Notwithstanding section 6.02, any Officer shall cease to hold office before the expiration of his or her term upon resolution of the Board. The Officer shall be given notice of the proposed action and given an opportunity to appear before and speak to the Board in a closed meeting prior to his or her removal.
- 6.04 **Duties.** Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.
- 6.05 **Duties of the Chair.** The Chair shall be elected, from among the Directors, for a term of one (1) year and shall not be eligible for re-election for more than two (2) consecutive terms. The Chair shall, along with the Board, generally oversee and supervise the governance of the Corporation. Specific responsibilities of the Chair include, but are not limited to:
- a) Chairing, when present, all meetings of the Corporation and of the Board and its Executive Committee;
 - b) Managing and overseeing the work of the Board and its committees;
 - c) Signing all documents requiring his or her signature, including minutes, bylaws and special resolutions;
 - d) Serving as the Chief Executive Officer of the Corporation;
 - e) Serving, ex officio, as a member of all committees of the Board and attending such meetings at his or her discretion;
 - f) Representing the Board within the Corporation and publicly; and
 - g) Such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

The Chair may also be referred to as the President of the Corporation. The Board may by special resolution provide for the election of a President in addition to the Chair and distinguish the duties of the two offices.

- 6.06 **Duties of the Vice-Chair.** The Vice-Chair shall, in the absence of the Chair, preside over meetings of the Corporation and of the Board and otherwise exercise all the powers and duties of the President. The Vice-Chair shall have such other duties as the Board may, by resolution, assign. The Board, in the absence of the Chair and the Vice-Chair, may appoint from among its numbers, an Acting Chairperson. The Vice-Chair shall be a Director of the Corporation.
- 6.07 **Duties of the Treasurers.** The Board shall appoint two (2) Treasurers. The Treasurers shall co-operate with the auditors and the management of the Corporation and generally ensure the proper transaction of the Corporation's financial affairs, including but not limited to:

The Secretary shall be a director of the Corporation. The Treasurer or another officer, as determined by the Board, shall carry out the duties of the Secretary if a Secretary is not appointed.

SECTION 7 – PROTECTION OF DIRECTORS AND OFFICERS

- 7.01 **Limitation of Liability.** No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
- a) complied with the Act and the Corporation's articles and By-laws; and
 - b) exercised their powers and discharged their duties in accordance with the Act.
- 7.02 **Indemnity.** Subject to the Act, every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and his or her heirs, executors and administrators and his or her estate shall be indemnified and saved harmless out of the funds of the said Corporation in relation to and against:
- a) all costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit, legal proceeding, or arbitration, administrative tribunal proceedings, or otherwise that is brought, commenced, or persecuted against him or her in respect of any act, deed, error, or omission, or any matter, or thing whatsoever undertaken by him or her within the context of the execution of the duties of their office provided same are undertaken in good faith, and do not constitute a violation of any applicable law; and
 - b) all other costs, charges and expenses that may be sustained or are sustained or incurred in or about or in relation to the affairs of the Corporation except such costs, charges, or expenses which are occasioned by his or her wilful neglect or default or specifically identified by statute to be his or her individual liability.

- a) Keeping, or ensuring the keeping of, full and accurate records of financial transactions of the Corporation including accounts of all receipts and disbursements of the Corporation in proper books of account;
- b) Depositing, or ensuring the deposit of, all monies or other valuable effects in the name and to the credit of the Corporation in such banks, trust companies or other financial depositories as from time to time designated by the Board;
- c) Disbursing, or ensuring the disbursement of, the funds of the Corporation necessary to the proper transaction of its affairs and taking proper vouchers therefore;
- d) Accounting or ensuring an accounting to the Board, whenever required, of all financial transactions and the financial position of the Corporation.
- e) Recommending, to the members, the appointment of auditors and ensuring the independence of the auditors from the management of the corporation; and
- f) Such other duties as may from time to time be assigned by resolution of the Board.

The Treasurers shall be Directors of the Corporation. The Secretary or another Officer, as determined by the Board, shall carry out the duties of the Treasurers if Treasurers are not appointed.

6.08 Duties of the Secretary. The Secretary shall, unless some other Officer or agent has been appointed for any of these purposes, perform or ensure the performance of all secretarial functions for the Board including, but not limited to:

- a) Giving of all notices required to be given to members, Directors, and others;
- b) Keeping or causing to be kept a correct record of the proceedings and transactions of all meetings of the members, the Board and its Executive Committee, and signing of minutes;
- c) Serving as the custodian, and ensuring the safe-keeping, of the corporate seal and its use as authorized by the Board;
- d) Serving as the custodian, and ensuring the safe-keeping, of all books, papers, records, correspondence, documents and instruments belonging to the Corporation; and
- e) Such other duties as may from time to time be assigned by resolution of the Board.

- 7.03 **Insurance.** Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the provisions herein and the Board may purchase such insurance with appropriate coverage from time to time as the Board of Directors deems appropriate.

SECTION 8 – NOTICES

- 8.01 **Service.** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given 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.
- 8.02 **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 not, unless it is otherwise provided, be counted in such number of days or other period.
- 8.03 **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 9 –BYLAWS

- 9.01. **Amendment.** The Regular Members may from time to time amend this By-law by a majority of the votes cast to do so. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.
- 9.02 **Copies.** Each member is entitled access to, and the Corporation shall provide without charge, a copy of the Articles and By-laws upon request. The By-laws shall be posted on the Corporation's website.

SECTION 10 - DISSOLUTION

- 10.01 **Distribution on Dissolution.** Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to other charitable organizations in accordance with the provisions of the *Corporations Act*, the *Charities Accounting Act* and the *Charitable Gifts Act*.

SECTION 11 - EFFECTIVE DATE

- 11.01 This By-law shall come into force when confirmed by the members in accordance with the Act.

Enacted by the Board this _____ day of _____, 2019.

Chair/President:

Secretary: