

BY-LAW NUMBER 1

A by-law relating generally to the organization
and the transaction of the affairs of

Thrive Counselling Services Halton Inc.
(hereinafter referred to as the "Corporation")

INTERPRETATION

1. **Definitions.** In this By-law, unless the context otherwise specifies or requires:
 - (a) "Act" means the *Corporations Act*, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) "By-law" means this by-law and any By-law of the Corporation from time to time in force and effect;
 - (c) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
 - (d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references herein to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
2. **Interpretation.** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) all terms which are contained herein and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
 - (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
 - (c) the headings used herein 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.

HEAD OFFICE

3. **Head Office.** The head office of the Corporation shall be in the Regional Municipality of Halton in the Province of Ontario and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.
4. **Seal.** The seal of the Corporation, if any, may be approved by resolution of the board of directors.

DIRECTORS

5. **Duties and Number.** The affairs of the Corporation shall be managed by a board of directors. The board of directors shall consist of up to eleven (11) directors or such other number of directors as may be determined from time to time by special resolution. Subject to the Letters Patent, this By-law and applicable laws, the board's role and responsibilities shall include but not be limited to the following:
 - (a) establish and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
 - (b) establish, on an annual basis, board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
 - (c) establish a policy outlining eligibility criteria and the nomination process for election as a Director;
 - (d) establish procedures for monitoring compliance with these By-laws and applicable laws;
 - (e) establish policies that will provide the framework for the management and operation of the Corporation;
 - (f) as and when required, establish the selection process for the engagement of an Executive Director and to hire the Executive Director in accordance with such process;
 - (g) annually to conduct the Executive Director's formal performance evaluation, review and approve his or her compensation as and when required, and to set the Executive Director's goals and objectives for the coming year, all of which shall be subject to the employment contract of the Executive Director in force and effect from time to time;

- (h) delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation, subject to the employment contract of the Executive Director in force and effect from time to time;
 - (i) ensure that the Corporation has properly qualified staff and appropriate facilities of the purposes of the provision of its services;
 - (j) ensure mechanisms and policies are in place to provide a high quality of care for clients;
 - (k) ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of clients receiving services from the Corporation;
 - (l) perform finance, audit and investment duties, meet with the external auditor at least once a year to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the board during each reporting period; and
 - (m) establish an investment policy and monitor the control and management of the Corporation's investments.
6. **Qualifications.** Every director shall be eighteen (18) or more years of age and upon becoming a director shall automatically be a member of the Corporation. No undischarged bankrupt shall become a director.
7. **Election and Term.** Subject to the provisions of this By-law, directors shall be elected yearly by the members at an annual meeting. At the first meeting of members after which this by-law is enacted, four (4) directors shall be elected for a three-year term, four (4) directors shall be elected for a two-year term and three (3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill a vacancy, directors shall be elected for three-year terms. No director shall serve more than two (2) consecutive terms as a director, and no director that is elected for two (2) consecutive terms is eligible for re-election in respect of the term immediately following the second such term (whether or not such second term is served in full), provided that those directors who are elected for one-year or two-year terms at the first meeting of members after which this by-law is enacted shall be eligible to serve for three (3) consecutive terms (being their initial one-year or two-year terms and two (2) subsequent three-year terms).
8. **Vacancies.** The office of a director shall automatically be vacated:
- (a) if the director ceases to be a member of the Corporation;
 - (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the director by notice in writing to the Corporation 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;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- (f) if the director dies.

9. **Filling Vacancies.** Any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. Notwithstanding Section 7 hereof, any director who is elected to fill a vacancy for the remainder of a given term shall, upon the completion of such term, be eligible to serve for two (2) additional three-year terms.

If the number of directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

10. **Executive Committee.** Subject to Section 70 of the Act and in the event that the number of directors on the board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may delegate to such executive committee any of the powers of the board of directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the board of directors. Subject to the By-laws and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the board of directors or, failing such determination, as determined by the executive committee, the provisions of paragraphs 15, 16 and 20 hereof, shall apply, with necessary modifications to the executive committee. Any executive committee member may be removed by resolution of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reimbursement for reasonable expenses incurred in the exercise of their duty.

11. **Standing Committees.** The board of directors shall elect from among their number a Governance Committee and a Finance and Audit Committee, each consisting of not fewer than three (3) directors. The board may delegate to such standing committees any

of the powers of the board of directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the board of directors. Subject to the By-laws and any resolution of the board of directors, each standing committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the board of directors or, failing such determination, as determined by the executive committee, the provisions of paragraphs 15, 16 and 20 hereof, shall apply, with necessary modifications to standing committees. Any standing committee member may be removed by resolution of the board of directors. Standing committee members shall receive no remuneration for serving as such, but are entitled to reimbursement for reasonable expenses incurred in the exercise of their duty.

12. **Other Committees.** The board of directors may from time to time appoint any other committee or committees as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.
13. **Remuneration of Directors.** The directors shall serve as such without remuneration 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 expenses incurred by the director in the performance of the director's duties.

MEETINGS OF DIRECTORS

14. **Place of Meeting.** Meetings of the board of directors may be held either at the head office of the Corporation or at any other place within or outside Ontario.
15. **Notice.** A meeting of directors may be convened by the board, the Chair, the Vice-Chair or any two (2) directors. The Secretary, when directed or authorized by the board or any of such officers, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified by this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at

any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

16. **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
17. **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.
18. **Regular Meetings.** The board of directors shall call not less than six (6) regular meetings in each year and may appoint a day or days in any month or months for such regular meetings at a place or hour to be named by the board of directors, and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
19. **Quorum.** A majority of the number of directors that must be elected pursuant to paragraph 5 hereof, or of such other number of directors to be elected as may be determined by special resolution from time to time, shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the board.
20. **Voting.** Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.
21. **Electronic/Telephone Participation.**

- (a) If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.
 - (b) At the commencement of each such meeting the secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the chairperson of each such meeting will determine whether quorum is present. The chairperson shall determine the method of recording votes thereat, provided that any director present may require all persons present to declare their votes individually. The directors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.
22. **Resolution in Lieu of Meeting.** A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

POWERS OF DIRECTORS

23. **Administer Affairs.**

- (a) The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.
 - (b) Without in any way derogating from the foregoing, the directors are expressly empowered to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and 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.
24. **Expenditures.** The board of directors shall have 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 of directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the 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 of directors may prescribe.

25. Borrowing Power. The board of directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (d) delegate the powers conferred on the board of directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

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 or officers independently of this Bylaw.

26. Rules and Regulations. The Board of Directors may prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Corporation as they deem expedient.

27. Fund Raising. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

28. Agents and Employees. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

29. Remuneration of Agents and Employees. The remuneration of agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution.

OFFICERS

30. Appointment. The board of directors shall annually or more often as may be required elect from among themselves a Chair, Vice-Chair, Secretary and Treasurer, and shall

appoint an Executive Director who shall not be a director. A director may be appointed to any office of the Corporation other than Executive Director. Two or more of the aforesaid offices other than Executive Director may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

31. **Vacancies.** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of;
- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - (b) the appointment of a successor;
 - (c) that officer ceasing to be a director or member if such is a necessary qualification of appointment;
 - (d) that officer's removal;
 - (e) that officer's death.

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

32. **Remuneration of Officers.** Any officer that is also a director shall serve as such without remuneration. Any officer that is not a director may be employed and remunerated by the Corporation. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.
33. **Removal of Officers.** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.
34. **Duties of Officers may be Delegated.** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
35. **Powers and Duties.** All officers shall sign such contracts, documents or 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

respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) Chair. The Chair shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. Unless otherwise determined by the board, the Chair shall be appointed for a term of two (2) years.
- (b) Vice-Chair. The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair.
- (c) Secretary. The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act.
- (d) Treasurer. Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
- (e) Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The Executive Director shall be employed by the Corporation on such terms and conditions as may be approved by the board of directors.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

36. **For the Protection of Directors and Officers.** Except as otherwise provided in the Act no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting

from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

INDEMNITIES TO DIRECTORS AND OTHERS

37. **Indemnities to Directors and Others.** Pursuant to Section 80 of the Act, 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 and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

INTERESTED DIRECTOR CONTRACTS

38. **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by, any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor,

purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason only of the director holding that office or of the fiduciary relationship established thereby.

39. **Submission of Contracts or Transactions to Members for Approval.** The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

MEMBERS

40. **Closed Membership.** Membership in the Corporation is restricted to the directors, and each director shall automatically become a member of the Corporation upon becoming a director.
41. **Termination of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist:
- (a) if the member ceases to be a director of the Corporation;
 - (b) upon death or dissolution of the member;
 - (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-law;
 - (d) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

MEMBERS' MEETINGS

42. **Annual Meeting.** Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. Subject to

the Letters Patent, the By-laws and applicable laws, the members at each annual meeting shall, without limitation:

- (a) elect or appoint the Corporation's directors and officers;
 - (b) receive the auditor's report and audited financial statements for the immediately preceding fiscal year and vote upon the approval of such report and financial statements;
 - (c) appoint the Corporation's auditor for the following fiscal year;
 - (d) consider such other matters as may be properly brought before the membership or the board.
43. **Other Meetings.** Other meetings of the members may be convened by order of the Chair, Vice-Chair, any two (2) directors or the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
44. **Notice.** Ten (10) days' written notice shall be given in the manner specified by this By-law to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
45. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
46. **Error or Omission in Giving Notice.** No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.
47. **Quorum.** A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Letters Patent or By-law) shall consist of persons not less than two-thirds (2/3) of the members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of this By-law with regard to notice shall apply to such adjournment.
48. **Chairperson of the Meeting.** In the event that the Chair and the Vice-Chair are absent, the members present shall choose one of their number to be chairperson.

49. **Adjournment.** The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.
50. **Voting of Members.** Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these by-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting 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.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

51. **Resolutions in Lieu of Meeting.** A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members, or committees of members, is as valid as if it had been passed at a meeting of members or committees of members.

CUSTODY AND VOTING OF SHARES AND SECURITIES

52. **Voting Shares and Securities.** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

53. **Custody of Securities.** All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

54. **Execution of Instruments.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) of the Chair, Vice-Chair and the Executive Director. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

CHEQUES, DRAFTS, NOTES, ETC.

55. **Cheques, Drafts, Notes. Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

NOTICES

56. **Service.** Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by email or facsimile to any such member or director at their latest address as shown in the records of the Corporation and to the

auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

57. **Signature to Notices.** The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
58. **Computation of Time.** Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation 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.
59. **Proof of Service.** With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in this By-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to 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.

AUDITORS

60. **Auditors.** Unless the corporation qualifies under the exemption in section 96.1 of the Act, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

FINANCIAL YEAR

61. **Financial Year.** The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the directors may from time to time by resolution determine.

AMENDMENT OF BY-LAWS

62. **Amendment.** By-laws of the Corporation may be enacted, altered, amended, added to or repealed at any regular or special meeting of the Board by a vote of not less than two-thirds (2/3) of the directors present, provided that the notice of such meeting contains sufficient information to permit the directors to form a reasoned judgment on the proposed amendment. By-laws so enacted by the Board shall, unless confirmed at the next meeting of the members, have force only until the next annual meeting of members of the Corporation, and in default of confirmation at such annual meeting shall from that time cease to be in effect.

REPEAL OF PRIOR BY-LAWS

63. **Repeal.** All by-laws previously enacted by the Corporation, including all amendments thereto, are hereby repealed, such that this by-law, as of the date of its enactment by the directors, is the only By-law of the Corporation in force and effect. Such repeal shall not affect the previous operation of the by-laws so repealed or affect the validity of any act done under, or of any right, privilege, obligation or liability acquired or incurred under, or of any contract or agreement made pursuant to any such by-law prior to its repeal.

ENACTED by this ____ day of _____, 2016.

Chair

Vice-Chair