

BY-LAW NO. 1

Revised as of **DAY MONTH** 2022

A by-law relating generally to the transaction of the business and affairs of Pride Toronto, a Corporation without share capital (Ontario Corporation Number: 1157636) incorporated under Ontario’s *Corporations Act* (the “Corporations Act”) and operating under Ontario’s *Not-For-Profit Corporations Act, 2010*.

CONTENTS OF ARTICLES

TABLE OF CONTENTS

Section 1 - General.....2
Section 2 - Directors.....4
Section 3 - Board Meetings.....8
Section 4 - Financial.....10
Section 5 - Officers10
Section 6 - Protection of Directors and Others11
Section 7 - Conflict of Interest.....12
Section 8 – Members.....13
Section 9 - Members’ Meetings15
Section 10 - Notices.....17
Section 11 - Adoption and Amendment of By-laws.....17
Section 12 – Duty to the Corporation.....18
Section 13 – Records18
Schedule A19
Schedule B20
Schedule C22
Schedule D.....23

BY-LAW NO. 1

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 otherwise requires:

- a. "*Act*" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "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 and effect;
- d. "Chair" means a chair of the Board and includes "Co-Chair";
- e. "Corporation" means the corporation that has passed these by-laws under the *Act*, being that corporation without share capital incorporated under the *Corporations Act* by Letters Patent dated November 30th, 1995, and amended by Supplementary Letters Patent on September 17, 2009, as may be further amended and/or restated and/or supplemented, and named Pride Toronto;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name such individual is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Membership Meeting" includes an annual meeting of the members and a Special Meeting;
- j. "Officer" means an officer of the Corporation and includes the Chairs, the Secretary, the Treasurer, the Executive Director of the Corporation, and any other individual who performs functions for the Corporation similar to those normally performed by an individual listed above;
- k. "Required Financial Statements" means the financial statements to be placed before the members at each annual meeting of the members as required by the *Act*;
- l. "Special Meeting" means a special meeting of the members of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, unless the context otherwise requires:

- a. All terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.
- b. Words importing the singular include the plural and vice versa, and words importing one gender include all forms of gender identity and gender expression.
- c. Words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

In the event a provision in these By-laws conflicts with any other provision in a by-law or resolution of the Board or of the members, the Board, acting in good faith, shall resolve the conflict in accordance with the *Act*.

1.03 Severability and Precedence

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.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by a Co-Chair and the Treasurer, or, any two (2) Officers or persons so authorized by the Board.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by a Co-Chair and the Treasurer, or, any two (2) Officers or persons authorized by the Board.

In addition, the Board may from time to time direct the manner in which and the person(s) by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.06 Head Office and Registered Office

- a. The head office of the Corporation is the registered office of the corporation.
- b. The Corporation may change the location of its registered office within a municipality or geographic township by resolution of the Directors.
- c. The Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by special resolution.
- d. The Corporation shall make best efforts while acting in a commercially reasonable manner to lease or otherwise obtain office space within reasonable proximity of the Corporation's annual cultural festival in the City of Toronto, in the Province of Ontario, for use as its head office, as the Directors may, from time to time, by resolution determine.
- e. The head office of Pride Toronto shall (i) be fully accessible, meeting the requirements of the *Accessibility for Ontarians with Disabilities Act, 2005* at a minimum, and shall have available gender-neutral washroom facilities and, (ii) be equipped with fire alarms with visual indicators. Notwithstanding, this clause shall not be enforceable prior to the expiry of the existing term of Corporation's lease for those lands municipally-known as 158 Sterling Road, Toronto, Ontario, or earlier, in the event of amendment to or cancellation of the said lease agreement.

1.07 Contractual Provisions

All contracts made between Pride Toronto and any location-based venue or business, for the purpose of hosting a live event sponsored by or otherwise affiliated with Pride Toronto, must contain a binding provision that requires as follows:

- a. Where any gender-segregated facilities are to be provided at the event (including but not limited to restrooms and change rooms), all possible action must be taken (up to and including the posting of temporary signage) to provide equivalent equitable gender-neutral facilities, for the duration of the event.
- b. Any *bona fide* exceptions to this requirement shall be on a case-by-case basis, and must be recorded and justified and the reasoning made available to Members' inquiry. Any venues or events found by attendees or Members to be in violation of this requirement will be subject to the Conflict Resolution Policy. The Board shall hold accountable those Directors, Officers and employees responsible for the inclusion of the contractual provision as laid out above.

Section 2 - Directors

The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the articles, or otherwise, unless the Directors are restricted by law or by resolutions of the members from exercising those powers. These powers include, but are not limited to, the power to:

- i. contract on behalf of the Corporation;
- ii. make banking and other financial arrangements;
- iii. make certifications or execute instruments in writing;
- iv. direct the manner in which any other person or persons may enter into contracts on behalf of the Corporation;
- v. purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of the Corporation's real or personal property;
- vi. borrow on the credit of the Corporation for the legitimate business purposes;
- vii. encumber the assets of the Corporation;
- viii. purchase insurance with respect to the property, rights and interests of the Corporation and to
- ix. indemnify the Corporation, its members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation;
- x. hire, evaluate, compensate, and terminate all full-time, part-time or contract employees of the Corporation;
- xi. make any changes to the Corporation's organizational structure; and
- xii. determine the Corporation's strategic priorities and direction.

2.01 Qualification, Election and Term

2.01.1 Qualification

The following persons are disqualified from being a director of the Corporation:

- a. A person who is not an individual.
- b. A person who is under 18 years old.
- c. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, or, who is otherwise not legally competent to conduct business or to contract under the laws of Ontario and the laws of Canada applicable therein.
- d. A person who has been found to be incapable by any court in Canada or elsewhere.
- e. A person who has the status of bankrupt.
- f. A person who was not a member of the Corporation at the time of their election or appointment.
- g. A person who is an employee, independent contractor, or consultant of the Corporation.
- h. A person who has been employed by the Corporation within the six (6) months prior to election or appointment to the Board.
- i. A person who has rendered services to the Corporation as a paid contractor or a paid consultant within the twelve (12) months prior to election or appointment to the Board.
- j. A person who is not bondable.
- k. A person who fails to consent in writing to holding office as a Director before or within ten (10) days after election or appointment.
- l. Any person who previously served as a Director for a period including any six (6) consecutive annual meetings of the members, except where at least two (2) years have elapsed since such person ceased to be a Director.

2.01.2 Nomination for Election

- A. The Board shall:
 1. Establish a process, including the manner and method, for selecting from all candidates the person(s) to be nominated by the Board to stand for election as a Director;
 2. Ensure that its process for selecting such nominee(s) is transparent;
 3. Apply such process consistently to each nomination by the Board;
 4. Approve candidate(s) as nominee(s) for election as a Director according to its process; and
 5. Disclose in the notice provided to Members prior to a Membership Meeting at which Directors are to be elected the process by which the Board selected the nominee(s).
- B. Notwithstanding the Board's power to nominate candidates for election to the position of Director, any individual who seeks the nomination of the Board and who is not subsequently nominated by the Board upon completion of the process described in this section 2.01.2 may have their name added to the list of approved candidates if they provide, in writing, the support of at least ten (10) other Members to the Secretary at least 48 hours in advance of the election.
- C. A Director who was appointed to fill a vacancy may, upon the expiry of that Director's term, stand for election to the Board at an annual meeting of the members held after such Director's appointment as an approved nominee.

2.01.3 Composition of the Board

- A. The Executive Director of the Corporation shall be a non-voting *ex officio* member of the Board of Directors.

2.01.4 Term

The term of office of a Director elected by the Members shall commence upon election and terminate at the conclusion of the annual meeting of the members that takes place in the third (3rd) year from the date of such Director's election.

A director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor.

2.01.5 Election

The Directors shall be elected by the Members at each annual meeting of the members.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if 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;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.02.1 Removal of a Director

Upon a special resolution of the Board (a "Removal Resolution") the Board may make a recommendation to the members that a Director be removed from office at a Membership Meeting, notice for which shall specify the intention to pass such resolution. The Removal Resolution shall include in its particulars whether the Board intends to call a Special Meeting or if the removal is to occur at the next annual meeting of the members.

The members of a corporation may, by ordinary resolution at a Membership Meeting, remove from office any director or directors, except persons who are directors by virtue of their office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or 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 within fifty (50) days of the creation of the vacancy, and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

1. 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 except those powers set out in the *Act* that are not permitted to be delegated; and
2. 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.
3. Each committee shall:
 - a. have the power to establish their own procedures in conformance with the Corporation's letters patent, supplementary letters patent, articles, By-laws and the *Act*;
 - b. sit at the pleasure of the Board;
 - c. have such powers and authority as delegated to them by the Board; and
 - d. report to the Board.

2.05 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; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and

3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

2.06 Authority of Individual Director

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in the By-laws or by resolution of the Board.

No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided for in in the By-laws or by resolution of the Board.

2.07 Power to Appoint and Retain Agents, Employees, Advisors

The Board of Directors may appoint and retain any agents, employees and advisors that it reasonably considers necessary at the expense of the Corporation. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board of Directors.

No Director shall be employed by the Corporation.

A former Director may only be employed by the Corporation after at least six (6) months beyond the end of their term.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by a Co-Chair or any two Directors at any time and any place on notice as required by this By-law for the purpose of considering such business as may be set out in the notice.

A meeting of the Board may also be held, without notice, immediately following a Membership Meeting.

All meetings shall be recorded by the taking of minutes.

Meetings of the Directors are not open to the general membership or members of the public. The Corporation is not obliged to individually notify members of Board Meetings, but minutes, or summaries or excerpts thereof, of Board meetings may, at the discretion of the Board, be made available to the members upon request within a reasonable time.

3.02 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.

The Board of Directors shall meet not less than four (4) times between annual meetings of the members.

3.03 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 three (3) 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.

3.04 Chair

A Chair shall preside at Board meetings. In the absence of a Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 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 item shall be deemed defeated, and no Chair shall have a second or casting vote. A Director may not participate in a Board meeting by proxy.

Any votes at such meeting can be taken by ballot if so demanded by any Director present.

A declaration by the Secretary, or in the Secretary's absence the Director acting as secretary of a Board meeting, that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be evidence of the fact that a vote was recorded in favour or against any resolution properly brought before the Board.

3.06 Participation by Telephonic or Electronic Means

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 permits 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.

3.07 Effect of Error or Omission in Giving Notice

If a Director was not present at a meeting of the Board of Directors due to an error or omission of giving notice and wishes to revisit any issue or vote from that meeting, they may compel the Board to do so.

3.08 Quorum

A quorum of directors, being greater than half of the number of directors, may exercise all the powers of the directors.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.01.1 Books, Accounts, Receipts and Balances

Any Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and may sign all the bank's forms or settlement of balances and release or verification slips.

4.02 Financial Year

The financial year of the Corporation ends on July 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors two Co-Chairs, a Treasurer, a Secretary, at its first meeting following the annual meeting of the Corporation, provided that where the Board fails to make such appointments the then incumbents, provided they remain Directors, shall hold office until their successors are elected. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. 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.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 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.

5.04 Duties of a Co-Chair

The Co-Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Executive Director

The Executive Director shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

Subject to the *Act*:

- A. No Director, Officer or committee member of the Corporation is 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:

1. complied with the *Act* and the Corporation's articles and By-laws; and
 2. exercised their powers and discharged their duties in accordance with the *Act*
- B. The Corporation shall indemnify and save harmless the Directors, their heirs, successors, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
1. all costs, charges, and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by them in the execution of the duties of their office; and
 2. all other costs, charges, and expenses that they sustain or incur in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by their own gross negligence, wilful misconduct, or bad faith.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

- A. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall:
1. make the disclosure required by the *Act*, at the earlier of the time required by the *Act* and the first meeting of the Directors after which they became interested or aware of any such material interest;
 2. request that their declaration be recorded in the minutes of the meeting; and
 3. except as provided by the *Act*, not attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- B. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made.
- C. The Executive Director shall not participate in discussion topics about the Executive Director or other topics that would be deemed a conflict of interest.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 8 – Members

8.01 Members

The membership of the Corporation shall consist of such individuals whose application for admission to the membership has received the approval of the Board of Directors by resolution, in its sole discretion, in each fiscal year.

8.02 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*.

Unless otherwise determined by the Board, the term of membership is two (2) years or seven hundred thirty (730) days, and shall commence on the day of fulfillment of the requirements, pursuant to section 8.05.

A Director shall not have their membership revoked unless they have been removed as a Director by the membership.

Upon ceasing to be a Director of the Corporation, a Director ceases to be a member of the Corporation unless otherwise qualified to be a member pursuant to the By-laws.

8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set 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.

8.04 Administrative Termination of Membership

Membership shall cease:

- (a) upon the death or incapacity of that member;
- (b) when the member resigns by written notice given to the Secretary of the Corporation; or

- (c) when the member is expelled or the person's membership is otherwise terminated in accordance with the articles or by-laws;
- (d) when the member's term of membership expires; or
- (e) when the Corporation is liquidated or dissolved.

8.05 Eligibility

Individuals shall be eligible for membership in the Corporation if they meet all of the following criteria:

- (a) acknowledge in writing support for the Corporation's objects and activities, including the "Mission, Vision and Values of the Corporation", as amended from time to time;
- (b) meet at least one of the following criteria:
 - i. contribute at least 8 hours of volunteer work to the Corporation;
 - ii. pay a membership fee, to be determined by the Board; or
 - iii. be nominated for membership by the Board. and
- (c) be approved for membership by resolution of the Board.

8.06 Application Deadline

Memberships shall not be approved for applications received within thirty (30) days prior to a Membership Meeting, for which notice was given pursuant to section 9.03.

- (a) For clarity, in the event that less than thirty (30) days' notice is provided for a Membership Meeting, membership applications received prior to notice being given may be approved.

8.07 Members' Rights

Every member in good standing each year is entitled to:

- (a) hold an office of the Corporation in accordance with the By-laws;
- (b) receive notice, attend and vote in person or by proxy at Membership Meetings, in accordance with the By-laws;
- (c) all of the other rights and privileges afforded by the *Act*.

8.08 Member Registry

The name and contact information of each member shall be kept in a register at the Corporation's head office or such other place in Ontario as may be designated by the Board from time to time.

Upon receipt of a notice in writing of any change of such address, the Secretary shall cause such change to be noted in the register.

Section 9 - Members' Meetings

9.01 Annual Meeting

The Board shall call an annual meeting of the members not later than fifteen (15) months after holding the preceding annual meeting of the members and no later than two (2) months following the Corporation's receipt of its Required Financial Statements.

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days 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.

- a. The business transacted at the annual meeting shall include receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. presentation and consideration of the Required 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, and
- h. any other business properly brought before the annual meeting of the members in accordance with s. 56 of the *Act*.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 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, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting shall state the date, time, location, and business to be transacted, and 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, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

Quorum for a Membership Meeting shall be 2.5% of the members entitled to vote at that meeting, such members being present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Board shall designate one of its own to act as chair of a Membership Meeting, failing which 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.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a 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 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, whether upon a show of hands or by 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.

9.06.1 Proxy

Every member entitled to vote at a Membership Meeting may appoint by an instrument in writing (a "Proxy"), in form and substance acceptable to the Corporation, a person (a "Proxyholder") or one or more alternate Proxyholders, who need not be members, to attend and vote at a Membership Meeting in the manner, to the extent and with the authority conferred by the Proxy.

An individual may only hold one member's proxy.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is

adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

If a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation 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 10 - Notices

10.01 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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

This By-law revokes, repeals and replaces the existing By-law number 1 of the Corporation.

The By-laws and any part thereof may be amended from time to time by resolution of the Directors and confirmed by two-thirds of the votes cast at a Membership Meeting duly called for that purpose.

Section 12 – Duty to the Corporation

12.01 Duties of Officers, Directors, Members and Employees

All Officers, Directors, members and employees of the Corporation must discharge their powers and carry out their duties to the Corporation, as applicable, honestly, in good faith and in the best interests of the Corporation rather than in their own interest.

Section 13 – Records

13.01 Maintenance of Corporate Records

The Directors shall see that all necessary books and accounts of the Corporation required by the By- laws or by any applicable statute or law are regularly and properly kept.

13.02 Signed Resolutions

A resolution signed by all the members or Directors is as valid and effective as if passed at a Membership Meeting or meeting of the Board.

Enacted [insert date].

[If appointed, insert Executive Director Name] [If appointed, insert Secretary Name]

Schedule A

Position Description of the Co-Chair

A Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time, including without limiting the generality of the forgoing:

- a. sign all By-laws and execute any documents, along with the Secretary;
- b. serve as the official spokespersons for the Corporation; and
- c. act as a liaison between the Board, staff, membership, and community.

Schedule B

Position Description of the Executive Director

Qualifiers

The Executive Director shall act as an Officer of the Corporation, and not be, within the past twelve (12) months, a member of the Board of Directors.

Role Statement

The Board of Directors may, from time to time, employ an Executive Director. If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall conform to all lawful orders and policies including matters and duties imposed by law, and any lawful orders and policies that are the subject of a special resolution of the Corporation, as given to them by the Board of Directors.

The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Executive Director shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the Executive Director. The Executive Director shall give to the Directors at all reasonable times all information they may require regarding the affairs of the Corporation, and the Executive Director shall also be subject to discharge by the Board of Directors.

Responsibilities

Duties

The Executive Director shall perform the duties described in this schedule and such other duties as may be required by law or as the Board may determine from time to time, which may include: powers to manage and direct the business and affairs of the Corporation except such business and affairs of the Corporation as must be transacted or performed by other Officers, the Board of Directors and/or the members; power to employ and discharge agents and employees of the Corporation; or any lesser authority.

The Executive Director shall also:

Agendas

Establish agendas aligned with annual Board goals. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Schedule C

Position Description of the Treasurer

Role Statement

If appointed, the treasurer works collaboratively with the Executive Director and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule D

Position Description of the Secretary

Role Statement

If appointed, the secretary works collaboratively with the Executive Director to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Executive Director in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the members, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, By-laws, resolutions, registers, including the registry of Officers and Directors; the registry of members, and the seal of the Corporation, if any, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.