

A by-law relating generally to the conduct
of the affairs of

HURON HOSPICE VOLUNTEER SERVICE

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation September 29, 2021 as follows:

TABLE OF CONTENTS

Article Number	Article	Page
1	Definitions	3
2	Interpretation	3
3	Head Office	4
4	Corporate Seal	4
5	Execution of Documents	4
6	Fiscal Year	4
7	Banking Arrangements	4
8	Rules of Order	4
9	Annual Financial Statements	4
Members		
10	Entitlement	5
11	Classes of Membership	5
12	Responsibilities of Members	6
13	Limitation on the Liability of Members	6
14	Membership Fees	7
15	Resignation	7
16	Termination	7
17	Effect of Termination on Membership	8
18	Discipline of Members	8
19	Confidentiality	8
Members' Meetings		
20	Annual Meeting	8
21	General Meeting of Members	9
22	Notice of Meetings of Members	9
23	Waiver of Notice	10
24	Errors and Omissions in Giving Notice	10
25	Quorum	10
26	Chairperson of the Meeting	10
27	Adjournment	11

28	Voting of Members	11
29	Absentee Voting at Members' Meetings	12
30	Place of Meetings	12
31	Number of Meetings	12
32	Persons Entitled to be Present at Special Members' Meetings	12
33	Participation by Electronic Means at Members' Meetings	12
34	Members' Meetings held entirely by Electronic Means	13
Directors		
35	Duties and Number of Directors	13
36	Nominations to the Board	13
37	Qualifications	13
38	Term of Directors	13
39	Vacancies of Directors	14
40	Filling Vacancies of Directors	15
41	Removal of Directors	16
42	Remuneration of Directors	16
43	Indemnities to Directors and Others	16
44	Appointment of Officers	16
45	Description of Offices	17
46	Vacancy in Office	18
47	For the Protection of Directors and Officers	18
48	Committees of the Board of Directors	18
Directors' Meetings		
49	Calling of Meetings of Board of Directors	19
50	Notice of Meetings of Board of Directors	19
51	Regular Meetings of Board of Directors	19
52	Votes to Govern at Meetings of Board of Directors	19
53	Quorum and Voting	19
General		
54	Conflict of Interest	20
55	Books and Records of the Corporation	21
56	Appointment of the Auditor	21
57	Method of Giving any Notice	21
58	Invalidity of any Provisions of this By-Law	22
59	Omissions and Errors	22
60	By-Laws and Effective Date	22

1. Definitions

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Head Office

The head office will be in Huron County in the Province of Ontario.

4. 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.

5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

6. Financial Year

The financial year end of the Corporation shall be March 31.

7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

8. Rules of Order

All Board Meetings and Meetings of Members of the Corporation shall be conducted in accordance with Robert's Rules of Order.

9. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial

statements and documents provided in subsection 172(1) are available on the organization's website and at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

MEMBERS

10. Entitlement

Membership in the Corporation is open to all persons who:

- i. Are interested in furthering the objectives of the Corporation; and
- ii. Meet the criteria for membership as established by the Board.

The Board may pass membership rules that provide, among other things, for classes of Members, and for the admission of Members by the Secretary of the Corporation. The Secretary shall ensure that each Member is promptly informed of admission as a Member. Membership in the Corporation is not transferable.

11. Classes of Membership

The Corporation shall have the following classes of membership:

i. General Members

This class of members shall consist of individuals who are over eighteen (18) years of age and who support the mission and objects of the Corporation, other than the individuals listed in sections 11 ii, iii, iv and v of this By-law. General Members shall be entitled to vote at all Meetings of Members.

ii. Honorary Life Members

Honorary Life Membership may be conferred by the Board on any individual who has made an outstanding contribution towards Huron Hospice and palliative/hospice care. Honorary Life Members shall not be entitled to vote at Meetings of Members.

iii. Life Members

This class of members shall consist of individuals who support the purposes and objectives of the Corporation and who pay or donate an amount equal to general membership fees for five years. Life Members shall be entitled to vote at all

Meetings of Members.

iv. Individual Non-Voting Members

This class of members shall consist of:

- a. Staff of the Corporation (as well as their formal associates, including parents, siblings, children, spouses and common-law partners)
- b. Elected local (including municipal, regional, county and township) government representatives
- c. Staff of municipal, regional, county, township, provincial or federal government departments responsible for providing funding to the Corporation

If, during the term of membership of a General Member, Honorary Life Member or Life Member, she or he fits any of the criteria listed in section 11iv of this By-law, the Member shall automatically become an Individual Non-Voting Member.

v. Organization Non-Voting Members

This class of members shall consist of interested organizations or groups that agree with the objectives of the Corporation.

12. Responsibilities of Members

It is the responsibility of Members to be informed, to attend meetings, to propose motions and resolutions, to speak, to vote or to delegate representation, to hold accountable those to whom authority is delegated, and to exercise all rights and privileges vested in the Members by the law, these By-Laws and the adopted rules of the Corporation.

13. Limitation on the Liability of Members

No Member, in his or her individual capacity, shall be liable for any debt or action of the Corporation.

14. Membership Fees

The Board shall establish by resolution the membership fees payable by Members, which resolution shall not become effective until approved by the Members. The Board may establish different fees for each class of membership.

Payment of a donation equal to the membership fees payable for general membership shall entitle such donor to be deemed a Member within such category.

The Secretary shall ensure that Members are notified in writing of any membership fees owed at least sixty (60) days prior to an Annual Meeting. Any Member who does not pay the membership fees by the date of such Annual Meeting shall cease to be a Member.

15. Resignation

Any Member may withdraw from the Corporation by delivering a written resignation to the Secretary or Chair of the Corporation. A resignation shall be effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever is the later date. A Member shall remain liable for payment of any outstanding membership fees that are owed by the Member, prior to the Member's resignation.

16. Termination

Membership in the Corporation ceases to exist:

- a. When the Member's period of membership expires or, in the case of a member that is a corporation, the corporation is dissolved
- b. When the Member ceases to be a Member by resignation, according to article 15 of this By-law
- c. If, at a Meeting of Members, a resolution to remove the Member is passed by at least two-thirds (2/3) of the votes cast at the meeting, according to article 18 of this By-Law.
- d. When the Member ceases to meet any written requirement for Members
- e. Upon the death of the Member

17. Effect of Termination of Membership

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.

18. Discipline of Members

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

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

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chairperson, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of a special meeting of members to consider the suspension or expulsion of a member. The member will be provided with notice of the meeting and the reasons for the proposed suspension or expulsion. The member may make written submissions to the chairperson, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. Further, the member may make a presentation to the special meeting. The board will consider such written or verbal submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of the special meeting. The board's decision shall be final and binding on the member, without any further right of appeal.

19. Confidentiality

All Directors shall maintain confidentiality with respect to any information regarding the affairs of the Corporation. This information includes, but is not limited to, internal operations, pending contracts and personal information about staff or clients.

MEMBERS' MEETINGS

20. Annual Meeting

The Annual Meeting shall be held within six (6) months of each financial year end

of the Corporation, and not more than fifteen (15) months after the previous Annual Meeting.

At every Annual Meeting, the business shall include:

- a. Approval of the minutes of the previous Annual Meeting
- b. Presentation of the reports of the Board
- c. Presentation of the financial statements and the auditor's report
- d. Appointment of the auditor for the next year
- e. Presentation of the slate of directors to be elected by the membership
- f. Any other business specified in the notice of meeting

21. General Meeting of Members

General Meetings of Members may be called by the Chair of the Board, or the Vice-Chair, or by the Board for the purpose of reading and approving the minutes of the previous General Meeting of Members, presenting information or material of interest or importance to the Members and transacting any business other than that which may only be transacted at the Annual Meeting. The party calling the meeting may establish the date, time, and place within Ontario. If a location is not established, General Meetings of Members shall be held at a place where the head office of the Corporation is located.

The Board shall call a General Meeting of Members upon the written request of not less than one-tenth (1/10) of the voting Members for any purpose connected with the affairs of the Corporation. If the Board does not call a General Meeting of members upon the written request by the required number of voting Members, the Members may call a General Meeting of Members.

Should it be necessary in an emergency to take action for which no notice was given, such action must be ratified by the Members at the next Meeting of Members provided that no action which properly requires notice at all times is taken without such notice.

22. Notice of Meetings of Members

Seven (7) days written notice of any Meetings of Members shall be given to each Member according to article 50 of this By-Law... Notice of any Meeting of

Members where special business will be transacted needs to contain sufficient information to permit a Member to form a reasoned judgement on the decision to be made. Meetings of Members may be held at any time and place without notice, if all the Voting Members are present or represented by proxy according to the Corporation's policies.

23. Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may waive notice of the Meeting of Members. Attendance of this person at this meeting shall constitute a waiver of notice of the meeting. The only exception is when this person attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting was not called lawfully.

24. Errors and Omissions in Giving Notice

Errors or accidental omissions in giving notice of any Meeting of Members, or any adjourned Meeting of Members, shall not invalidate the meeting, or any resolution passed, or any business transacted at the meeting.

25. Quorum

A quorum at any Meeting of Members shall be ten (10) voting Members. No business shall be transacted at any meeting unless the quorum is present at the time of the transaction of the business. 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.

If a quorum is not present at the time set for the meeting, or within a reasonable time set by the voting Members present, the voting Members in attendance may adjourn the meeting to a specific date, time and place. Notice of this adjourned meeting shall be given according to articles 22 & 50 of this By-law.

26. Chairperson of the Meeting

The Chair of the Board or the Vice-Chair in the absence of the Chair, shall act as chairperson of all Meetings of Members. If neither the Chair nor the Vice-Chair is present at the meeting, the voting Members in attendance shall choose a Director as chairperson of the meeting. If no Director is present, or if all Directors present decline to take the chair, then the voting Members in

attendance shall choose a voting Member to act as chairperson of the meeting.

27. Adjournment

The chairperson of any Meeting of Members, with the consent of the voting Members, may adjourn the meeting to a specific date, time and place. Notice of any adjourned Meeting of Members is not required, if the date, time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be valid, if held according to the terms of the adjournment, and if there is a quorum. If there is not a quorum at the adjourned meeting, the original meeting shall be considered to have ended upon its adjournment. Only business that may be brought before, or dealt with, at the original meeting, according to the meeting notice, may be addressed at the adjourned meeting.

28. Voting of Members

Each General Member and Life Member shall be entitled to one (1) vote, except the chair. No such member shall be entitled to vote at a Meeting of Members of the Corporation unless the Member has paid all membership fees payable by the Member.

Every question submitted to any Meeting of Members shall be decided, by a simple majority of votes on a show of hands of the voting Members, unless stated differently in the Act or in this By-law. Votes shall be taken by ballot if requested by five (5) or more voting Members present. The chairperson will not cast a vote. In the case of a tie vote on a ballot, the chairperson shall cast the deciding vote. A declaration by the chairperson that a motion or Resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such a motion or resolution.

At any Meeting of Members, unless count of votes is demanded, a declaration by the chairperson of the meeting that a resolution had 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.

Any voting Member may demand a count of votes, either before or after any vote taken by a show of hands. If, at any meeting, a count of votes is demanded on the election of a chairperson or on the question of adjournment, the count shall be taken immediately. If, at any Meeting of members a count of votes is demanded on any other question, or on the

election of Directors, the vote shall be taken by ballot. This ballot may be taken either at once, later in the meeting, or after adjournment, as the chairperson of the meeting directs. The result of the count of votes shall be considered to be the resolution of the meeting at which the count of votes was demanded. A voting Member may withdraw a demand for a count of votes.

29. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

30. Place of Meetings

Board meetings may be held either at the head of the Corporation, or at any place within or outside Ontario.

31. Number of Meetings

The Board shall meet at least ten (10) times per year.

32. Persons Entitled to be Present at Special Members' Meetings

The only persons entitled to be present at a Special Members' meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

33. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant

to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

34. Members' Meeting Held Entirely by Electronic Means

Meetings of members may be held entirely by telephone, an electronic or other communication facility.

DIRECTORS

35. Duties and Number of Directors

The affairs of the Corporation shall be governed by the Board, which shall consist of no less than seven (7) and no more than twelve (12) Directors plus the following:

- i. the immediate past chair, who shall be ex-officio (non-voting) if their term is completed.
- ii. the Executive Director of the Corporation, who shall be non-voting.

36. Nominations to the Board

The chairperson of the Nominations Committee shall place before the members at each Annual Meeting the names of those members it is nominating to fill the vacancies on the Board and shall then call for nominations from the floor and may receive in nomination the name of any members in good standing for a period of at least sixty (60) days prior to the meeting, whose consent to act has been given; except that names of members who do not have voting rights may not be received in nomination. Upon nominations being closed, election shall be by ballot, raising of hand or virtual vote and the chairperson of the Annual Meeting shall declare the members receiving the highest number of votes to be duly elected to the Board. In the case of a tie for the last position for Director a second ballot shall be taken. In the case of a tie for the last position for Director after a second ballot is taken, the position shall be filled by lottery between the Members who received an equal number of votes.

37. Qualifications

All Directors shall meet the following qualifications:

- (a) Each Director shall be eighteen (18) or more years of age.
- (b) No individual employed with the corporation, within the previous twelve (12) months, shall be eligible to act as a

director.

- (c) Each Director shall be a voting Member for at least sixty (60) days prior to becoming a Director.
- (d) No undischarged bankrupt person shall become a Director.
- (e) A director who chooses to receive services of the corporation must resign as a director.

38. Term of Directors

Directors shall be elected to the Board for three (3) year rotating terms as follows:

- i. At the first General Meeting of Members electing directors, all directors shall be elected for an interim term until the following Annual Meeting.
- ii. At the first Annual Meeting one-third of the new Directors shall be Elected or appointed for a one (1) year term, one-third of the new Directors shall be elected for a two (2) year term and one-third of the new Directors shall be elected for a three (3) year term.
- iii. Following the first Annual Meeting, Directors shall be elected annually by the Voting Members at the Annual Meeting, according to articles 20 & 21 of this By-law. Directors' terms of office shall be from the date of the Annual Meeting at which they are elected until the third following Annual Meeting, or until their successors are elected.
- iv. Voting Members may re-elect any Director for a maximum of two (2) consecutive terms. If any Director has served two (2) consecutive terms, the Director may not stand for election until one (1) year following the end of the Directors' term.
- v. Any Director elected to fill a vacancy on the Board according to article 39 of this By-law, shall hold office for the remainder of the term of the vacancy.

39. Vacancies of Directors

The office of a Director shall automatically be removed if the Director:

- i. Ceases to be a Voting Member;
- ii. Becomes bankrupt, or suspends payment of debts generally, or

- compounds with creditors, or makes an authorized assignment or is declared insolvent;
- iii. Is found to be mentally incompetent, or becomes of unsound mind;
 - iv. Resigns office by notice in writing to the Secretary of the Corporation. This resignation shall be effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever date is later;
 - v. Is removed by a resolution passed by at least two-thirds (2/3) of the votes cast by Voting Members at a Meeting of Members of which notice specifying the intention to pass such resolution has been given;
 - vi. Dies;
 - vii. Submits an application for employment with the Corporation; or
 - viii. Fails to attend three (3) consecutive regular Board meetings without cause and fails to notify the Secretary or President, in advance of each Board meeting, of the Director's intention to be absent from the meeting.

40. Filling Vacancies of Directors

A vacancy on the Board, with the exception of ex-officio, shall be filled as follows:

- i. Vacancies on the Board may be filled by a majority vote of the Directors, from among the qualified Members, as long as there is a quorum of Directors. If there is not a quorum of Directors, the remaining Directors shall call a General Meeting of Members. At this meeting, the Voting Members may fill the vacancy by a majority vote. If there are no remaining Directors, any Voting Member may call a General Meeting of Members.
- ii. If the vacancy is not filled according to article 40(i) of this By-law, the vacancy shall be filled at the next Annual Meeting.
- iii. If the Corporation amends this By-law to increase the number of Directors at any time, the vacancy or vacancies shall be filled according to article 40(i) or 40(ii). To maintain rotating Director terms, at the initial election of the additional directors, one-third

(1/3) of the new Directors shall be elected or appointed for one (1) year term, one-third (1/3) of the new Directors shall be elected for a two (2) year term, and one-third (1/3) of the new Directors shall be elected for a three (3) year term.

41. Removal of Directors

The members of the Corporation may, by resolution passed by at least 66 2/3% of the votes cast at a special general meeting of directors in respect of which notice specifying the intention to pass such resolution has been given to all directors, remove any director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

42. Remuneration of Directors

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

43. Indemnities to Directors and Others

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 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:

- i. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and
- ii. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

44. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers

the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. An officer who is not a director acts ex officio. Two or more offices may be held by the same person.

45. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. Chairperson – The chairperson shall be a director. The chairperson, shall, when present, preside at all meetings of the board of directors and of the members. The chairperson shall have such other duties and powers as the board may specify.
2. Vice-Chairperson – The vice-chairperson, if one is to be appointed, shall be a director. If the chairperson is absent or is unable or refuses to act, the vice-chairperson, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chairperson shall have such other duties and powers as the board may specify.
3. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be responsible for all books, papers, records, documents and other instruments belonging to the Corporation.
4. Treasurer – If appointed, the treasurer shall be responsible for the collection of all Corporation revenues and, subject to the provisions of any resolutions of the board of directors, shall have the care and custody of all the funds and securities of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. He shall keep or cause to be kept the books of accounts and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the board of directors. He may be required to give such bonds for the faithful performance of his duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for the 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.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

46. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment)
or
- d. such officer's death.
- e. submits an application for employment with the Corporation; or
- f. fails to attend three (3) consecutive regular Board meetings without cause and fails to notify the Secretary or Chair, in advance of each meeting, of the Director's intention to be absent from the meeting.

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

47. For the Protection of Directors and Officers

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 joining in any receipt of act for conformity or for any loss, damage or expense suffered or incurred by 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 or 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 or any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misappropriation of or any damage resulting from any dealings with any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrong and willful neglect or default.

48. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body including any member, director, officer, member of the public, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee must include at least one board member and may formulate its own rules of procedure, subject to such regulations or directions as the board may

from time to time make. Any committee may be removed by resolution of the board of directors.

DIRECTORS' MEETINGS

49. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chairperson, the vice-chairperson or any two (2) directors at any time.

50. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

51. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The board shall meet a minimum of 10 times per year.

52. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair does not cast a vote. In case of an equality of votes, the chair will cast the deciding vote.

53. Quorum and Voting

50% of the directors plus one shall constitute a quorum for board meetings. Questions arising at any meeting of directors shall be decided by a majority of votes.

GENERAL

54. Conflict of Interest

- (a) A conflict of interest exists if there is a real or perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's private interests or affiliations, obligations, associations and relationships outside of the Corporation, whether as a member, director, employee, contractor, agent or otherwise. Conflict of interest includes direct and indirect financial interests and non-financial or personal interests. In this By-law, "associates" include the parents, siblings, children, spouse and common-law partners, same sex partner, household member, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent, or person with whom the Director, Officer, Agent or Employee has a business relationship, as well as any organization, agency, company, or individual (such as a business partner or employer) with a formal relationship to a Director.
- (b) Directors and/or employees and/or contractors shall not use their positions of trust and confidence to further their personal financial interests. In this respect the practice of Directors, the Executive Director or employees pursuing private referrals of business from clients to their own business ventures is not permitted. Employees who breach this policy may be subject to discipline, up to and including discharge. Directors who breach this policy may be subject to withdrawal of Board privileges and terminated as Directors.
- (c) All new Directors, Officers and employees must submit a conflict of interest declaration to the Board before the Corporation enters into a relationship with them. They must also submit a declaration and at any time in the future when they believe that a conflict of interest may exist.
- (d) If the Corporation decides to enter into or continue a relationship, arrangement, agreement or contract, where it believes it can resolve the adverse consequences of a conflict of interest, it must get prior approval from the Board of Directors if it involves any of the following parties:
- a Director or Officer of the Corporation or her or his associates;
 - the Executive Director;
 - any other employee of the corporation

55. Books and Records of the Corporation

The Board keeps and files all necessary books and records of the Corporation as required by this By-law, the Act, or any other statute or laws. Anyone wishing to inspect the books or records of the Corporation must give reasonable notice to the Chair or the Secretary of the Corporation of the person's intention to do so. Unless otherwise permitted by the Board, this inspection shall take place only at the head office, or other regular business premises operated by the Corporation, during normal business hours. The Board may designate certain records as confidential and not open them for inspection.

56. Appointment of the Auditor

At each Annual Meeting, the voting Members shall appoint an auditor to audit the accounts of the Corporation for report to the Members. The auditor shall hold office until the next following Annual Meeting. However, the Board may fill any unforeseen vacancy in the office of the auditor. If an appointment is not made, the auditor in office shall continue until a successor is appointed. The Board shall establish the remuneration of an auditor appointed by the Members or the Board.

The voting Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members 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. In this case, the voting Members shall, by a majority of the votes cast at the meeting, appoint another auditor for the remainder of the term.

57. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

58. Invalidity of any Provisions of this By-law

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.

59. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, 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.

60. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.