

KITCHENER DOWNTOWN COMMUNITY HEALTH CENTRE

GENERAL BY-LAW 2016-01

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**KITCHENER DOWNTOWN COMMUNITY HEALTH CENTRE
GENERAL BY-LAW 2016-01**

WHEREAS the objects as stated in the Letters Patent and Supplementary Letters Patent of the Kitchener Downtown Community Health Centre are as follows:

1. To operate a community health centre by providing and supporting a comprehensive range of primary health care services to the downtown Kitchener community and to other geographic areas across Waterloo Region and Wellington County with a focus on person-centered primary health care, and with an emphasis on people experiencing barriers to access and who often have health inequities.
2. To provide an integrated approach to services with an interdisciplinary team of health service providers focused on illness prevention, education, health promotion programs, and determinants of health.
3. To build community capacity, including collaborating with others across the community on ways to build the services and supports necessary for a healthy community.

AND WHEREAS the Kitchener Downtown Community Health Centre was incorporated as a not-for-profit corporation by its Letters Patent issued April 12, 2000, as amended by Supplementary Letters Patent issued November 19, 2014;

AND WHEREAS the Kitchener Downtown Community Health Centre operates as a registered charity;

THEREFORE BE IT RESOLVED THAT that this By-law be enacted to set out the means by which Kitchener Downtown Community Health Centre will conduct its business.

1.00 INTERPRETATION

1.01 Definitions

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

“**Act**” means the *Corporations Act* R.S.O. 1990, c. C.38, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore, and in particular will mean the *Ontario Not-for-Profit Corporations Act*, S.O. 2010 C.15 upon the date that such Act comes into force;

“**Board**” means the Board of Directors of the Corporation;

“**Chair**” means Chair of the Board;

“**Corporation**” means the Kitchener Downtown Community Health Centre;

“**Director**” means a Director of the Board;

“*Fiscal Year*” means 31st day of March, unless the Board by resolution determines otherwise;

“*Member*” means a member of Corporation as defined herein;

“*Ordinary Resolution*” means a resolution approved by at least a majority (50% + 1) of the votes cast;

“*Person*” includes an individual, corporation, organization, association, limited or general partnership, joint venture, syndicate, and any other legal or business entity;

“*Proposal*” shall mean a proposed resolution which shall be submitted to the members for a vote at an Annual General Meeting;

“*Record Date*” shall mean the close of business on the day immediately before the day on which notice of the Annual General Meeting is given;

“*Resolution*” shall mean an Ordinary Resolution unless otherwise specified;

“*Special Resolution*” means a resolution approved with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, as required by the Act.

2.00 HEAD OFFICE

2.01 The Head Office of the Corporation shall be in the City of Kitchener, in the Province of Ontario. The Directors may, from time to time, determine the specific location of the Head Office in the City of Kitchener.

3.00 GENERAL

3.01 Any inconsistency or conflict between the Act and this By-law shall be resolved in favour of the Act, and inconsistency or conflict between this By-law and a Board policy or procedure shall be resolved in favour of the By-law.

3.02 All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending, modifying or otherwise affecting the meaning of the words used in any section or part of this By-law.

3.03 “Shall” and “will” shall be construed as imperative, and “may” interpreted as permissive.

3.04 Other than is specified otherwise in this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.

3.05 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.

4.00 BOARD OF DIRECTORS

4.01 *Powers*

The Board shall manage the affairs of the Corporation, except where restricted by law, by the Letters Patent or Supplementary Letters Patent, or a By-law of the Corporation.

4.02 ***Limitations***

Board powers shall include but not be limited to:

- a) Entering into contracts or agreements;
- b) Executing documents;
- c) Making financial and banking arrangements;
- d) Authorizing expenditures, including expenditures for property;
- e) Determining the fee for the annual audit;
- f) Enabling the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever;
- g) Appointing agents and engaging employees who shall have authority and perform duties as shall be prescribed by the Board;
- h) Borrowing in accordance with the provision of this By-law.

4.03 ***Restriction***

The Board shall expend operational funds only within original or revised operational budgets as approved by the Board.

4.04 ***Board Composition***

There shall be up to thirteen (13) Directors elected from among the Members.

Best efforts will be made to have at least six (6) Directors, but not less than four (4) Directors who are clients themselves or are individuals who represent the diverse clients served by the Corporation, including members of ethno cultural, First Nations, Metis and Inuit communities, the Lesbian, Gay, Bisexual, Trans and Queer community, and people living within the Kitchener Downtown area.

4.05 ***Director Eligibility***

The following persons are disqualified from being a Director:

- a) A Person who is not an individual;
- b) An individual who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- c) An individual who has been found to be incapable in any court in Canada or elsewhere;

- d) An individual who has the status of bankrupt;
- e) An individual who has been convicted of an indictable offence;
- f) An individual who is not a Member of the Corporation, or who does not become a member within ten (10) days of becoming a Director, or who having become a Member ceases to be a Member for any reason, including termination of their Membership by the Board.

4.06 *Nomination of Directors*

In accordance with the Board Recruitment Policy, the Board shall prepare a recommended slate of nominees for election to the Board, taking into account the desired composition of the Board as defined in Article 4.04 of this By-law.

In addition to the nominees proposed by the Board, any Member may propose a nominee for election as a Director. Provided that the Proposal is signed by at least five (5) % of the Members entitled to vote at the meeting at which the election will take place, and is received by the Secretary no later than twenty (20) days prior to the Annual General Meeting, the Corporation will include the Proposal with the notice of the meeting, along with the names of the other nominees.

4.07 *Election of Directors*

The Members of the Corporation shall elect the Directors at the Annual General Meeting.

The election of the Directors shall be by a show of hands unless a Member demands that the election be held by ballot.

Each candidate so elected must execute a consent in writing to serve as a Director within ten (10) days of their election to the Board.

4.08 *Term of Office*

Elected Directors shall serve for a term of two years, which shall begin at the close of the Annual General Meeting at which they are elected and unless they are terminated in accordance with this By-law they shall continue to hold office until the close of the Annual General Meeting two years after their election, or until a successor is duly elected.

A Directors may not serve more than three (3) consecutive two-year terms.

4.09 *Vacancies*

A Director whose term has not expired will nonetheless cease to hold office when he or she:

- a) submits their written resignation to the Chair of the Board, specifying the date upon which it shall become effective;

- b) becomes disqualified in accordance with the eligibility criteria outlined in this By-law;
- c) is removed by Ordinary Resolution of the Members at a Special Meeting called for the purpose and for which notice has been given;
- d) is deceased; or
- e) is deemed to have resigned upon failing to attend fifty percent (50%) of the Board meetings in any twelve (12) month period, except where the Director has received the prior approval of the majority of the Board, which shall only be given in the event that the absentee Director has established to the satisfaction of the Board that there are extraordinary circumstances.

Where the Board declares the seat of a Director vacant, the Board may appoint a Director to fill the vacancy until the next Annual General Meeting.

4.10 ***Notice of Board Meetings***

The Board shall meet at least seven (7) times per year at a time and place decided by the Board, or at the call of the Chair.

Notification of the Board meetings shall be given in writing to Directors by e-mail at least ten (10) days in advance, and shall include such background information as is necessary for Directors to make informed decisions on agenda items.

No formal notice of any such meeting shall be necessary if the date and time of meetings has been approved in advance by the Board, or if all the Directors are present, or if those absent have waived notice or signified their consent to the meeting being held in their absence.

A special meeting of the Board may be convened by the Chair, Vice Chair or a quorum of the Board for an urgent or unforeseen matter, on twenty-four (24) hours' notice. Only such matters as are identified in the notice of the meeting may be dealt with at a special meeting.

A Board meeting may also be held, without notice, immediately following the Members' Annual General Meeting.

4.11 ***Board Meetings***

Board Meetings shall be open to the public, except that the Board may resolve to meet *in camera* for any portion of a meeting where the interests of the Corporation require an agenda item to be discussed in a confidential setting.

In camera meetings shall be held in accordance with the Board's *In Camera* Meeting Policy. Attendance shall be restricted to Directors, and any staff and guests included at the invitation of the Board.

All matters discussed *in camera* shall be confidential to the Corporation, unless otherwise resolved by the Board.

Directors may participate in Board and committee meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other simultaneously, and confidentiality of any in camera agenda items can be maintained. A Director so participating shall be deemed to have been present at the meeting.

No person may attend or act on behalf of an absentee director at a Board meeting.

4.12 *Voting*

Unless otherwise stated in this By-law, matters under consideration by the Board shall be determined by a majority of votes of the voting Directors present. The Chair will only vote in case of a tie. Voting is by a show of hands unless any Director requests a vote by ballot.

4.13 *Adjournment*

Any meeting of Directors may be adjourned from time to time by the Chair or by Resolution of the Board, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and that a quorum is present. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. Any business may be brought before or dealt with at the adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.14 *Quorum*

A majority of Directors present in person or participating by electronic or telephonic means, shall constitute a quorum for the transaction of business.

Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

4.15 *Remuneration*

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be paid or reimbursed for reasonable expenses incurred by them in the performance of their duties. Such reasonable expenses may include childcare, travel, parking, food, and professional development if approved by the Board in advance of the expense being incurred.

4.16 *Standard of Care*

Every Director and Officer of the Corporation, when exercising the powers and discharging their duties to the Corporation shall:

- a) act honestly, in good faith, and in the best interest of the Corporation;
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) comply with the Act, its regulations and any amendments thereto, all other applicable laws, the Letters Patent and any Supplemental Letters Patent, and the Policies and By-laws of the Corporation.

4.17 ***Conflict of Interest***

Where a Director:

- a) is a party to a material contract or transaction, or a proposed material contract or transaction with the Corporation; or
- b) has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

the Director shall so disclose to the Board, and request to have entered into the minutes of Board meetings, the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.

This disclosure shall be made at the earliest of:

- a) the first meeting at which the proposed contract or transaction is considered; or
- b) at the first meeting after which the Director becomes so interested, or
- c) being so interested, at the first meeting after assuming the office of Director.

Directors who have a conflict as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any resolution the subject of which involves the contract or transaction.

If quorum does not exist for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

Where a member of the Board of Directors intends to apply for a salaried position with the Corporation, such Director shall first resign their position with the Board of Directors.

5.00 OFFICERS

5.01 ***Election***

The Officers of the Corporation are the Chair, Vice-Chair, Secretary, Treasurer, Executive Director and such other Officers as the Board may determine from time to time.

At the first Board meeting following the Annual Meeting, the Board shall meet to elect the Officers from among the Directors, except that where the Board determines that there is no Director suitably qualified to serve as Treasurer, in which case the Board may appoint a person who is not also a Director to that office.

A Treasurer who is not a Director may attend Board meetings, but shall not vote on matters before the Board.

A Treasurer who is not a Director may be compensated for their time and expenses, as determined by the Board.

5.02 ***Duties***

Officers are elected for one-year terms. Elected Officers may serve a maximum of three (3) consecutive one-year terms in any one office.

The Duties of the Officers are as follows:

- a) The **Chair**, when present and able, shall preside at all meetings of the Board and the Governance Committee. The Chair shall be charged with the general supervision of the business and affairs of the Corporation, and shall be the spokesperson for the Board, unless he or she designates an alternate spokesperson for a particular issue or event. The Chair or designate may at their discretion serve as an *ex-officio* member of all Board committees. During any absence or inability of the Chair, the Chair's duties and powers may be exercised by the Vice Chair, or in the absence of the Vice Chair, by an individual approved by the Board, as the Board may from time to time appoint for that purpose.
- b) The **Vice-Chair** shall act in the absence of the Chair; shall ensure that all Board committees are meeting as required and are fulfilling their mandates; and shall perform any other duties assigned by the Board.
- c) The **Secretary** shall ensure the preparation and serving of notice for any and all meetings of the Membership, the Board and the Governance Committee and shall ensure the recording and keeping of all minutes of those meetings. The Secretary shall be the custodian of the Seal of the Corporation and of all the books, papers, records, correspondence, contracts, and other documents belonging to the Corporation, shall ensure that documents and registers of the Corporation are retained, as required by the *Act*, and shall perform such other duties as may from time to time be determined by the Board.
- d) The **Treasurer** shall supervise all monies held in the name of the Corporation; shall ensure that an annual audit is undertaken, that regular financial statements are presented to the Board, that an annual budget is presented to the Board; shall ensure that all money is deposited in the account(s) in the financial institution designated by the Board; shall ensure the maintenance of records for all financial transactions of the Corporation; and perform any other duties as assigned by the Board.

- e) The Board of Directors shall appoint an **Executive Director** and may delegate to that person the power to manage and direct the business affairs of the Corporation (but not such matters and duties as may not by law be delegated by the Board of Directors) and to employ and discharge agents and employees of the Corporation. The Executive Director shall comply with all lawful requirements of the Board of Directors and shall, as reasonably requested, give to the Directors or any of them all information they may desire regarding the affairs of the Corporation (See Board Executive Limitations policy).

6.00 COMMITTEES OF THE BOARD

6.01 *Standing and Ad Hoc Committees*

Standing and Ad Hoc Committees may be established by the Board to conduct such business and perform such duties as the Board may from time to time determine. Committees shall report and make recommendations to the Board, but unless specifically authorized by Board Resolution, shall take no actions which would bind the Board.

The Board may at its discretion appoint Directors to serve as members of its Committees, and where a particular expertise is required, a Committee Chair may invite the participation from amongst active volunteers and the general community, provided that:

- (a) each Committee is chaired by a Director;
- (b) at least one additional member of the committee is a Director; and
- (c) a committee shall not be composed of a majority of non-Directors without the prior approval of the Board.

Committees will develop Terms of Reference to be approved by the Board of Directors, to include the Committee's plans for specific activities, time-lines and a budget, and any significant departure from such plans and budget once approved by the Board.

All committees of the Board are required to keep minutes of meetings, and make such minutes available to the Board.

6.02 *Governance Committee*

The Chair, Vice-Chair, and two additional Directors appointed by the Board shall form the Governance Committee of the Board. The Governance Committee may from time to time invite other Directors to participate or bring a report to a Governance Committee meeting. The Treasurer, if appointed as a non-Director, shall be an *ex-officio* member of the Governance Committee without vote.

The Executive Director of the Corporation shall be an *ex-officio* non-voting member of the Governance Committee and shall attend all Governance Committee meetings except those, or portions of those, which address personnel policies or actions directly related to the position of Executive Director or matters which are otherwise deemed confidential by the Governance Committee.

A simple majority of voting members of the Board Governance committee shall constitute a quorum.

The Governance Committee shall meet regularly between Board meetings and in accordance with its terms of reference set the agenda for Board and Membership meetings, ensure that the committee structure is working to maintain effective and efficient operations and programs, ensure that necessary policies exist and are consistent with the mission statement and philosophy of the Corporation, and hire, support as requested, and undertake regular appraisals of the Executive Director.

The Governance Committee may at the call of the Chair meet in emergency situations where it is not possible or practicable to convene a meeting of the Board, and subject to any restrictions by resolution of the Board, make decisions on behalf of the Board, provided that all decisions taken by the Governance Committee pursuant to this delegated authority must be reported to the Board at the next Board meeting.

The Secretary or designate shall record the minutes of the Executive Committee meetings and shall forward same to the Board prior to the next Board meeting.

7.00 MEMBERSHIP

7.01 *Members*

The Corporation shall have one class of membership. Each Member shall be entitled to one vote, and shall have the right to vote on all matters duly brought before the Members.

Individuals shall be eligible for membership in the Corporation if they:

- (a) are at least eighteen (18) years of age;
- (b) live or work in Waterloo Region;
- (c) support the goals of the Corporation; and
- (d) actively volunteer for the Corporation.

An individual shall become a Member of the Corporation upon approval by the Board and payment of the membership fee as may be determined by the Board from time to time.

7.02 *Transferal of Membership*

A membership in the Corporation is not transferable.

7.03 *Term and Termination of Membership*

Membership shall be for a term of one year from the date of approval by the Board.

Membership in the Corporation ceases to exist when:

- a) a membership has expired and has not been renewed;

- b) the Member resigns in writing to the Secretary;
- c) the Member dies;
- d) the Member ceases to be eligible under the provisions of this By-law;
- e) the Corporation is liquidated or dissolved; or
- f) pursuant to an Ordinary Resolution of the Board at an in camera meeting, a motion to terminate a membership is approved, on the grounds that:
 - (i) the Member has failed to adhere to any provision of the Corporation's Letters Patent, By-laws or policies, or any statutory or regulatory requirements;
 - (ii) the Member has conducted themselves in a manner which is detrimental to the Corporation, as determined by the Board at its sole discretion; or
 - (iii) for any other reason which the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects and purposes of the Corporation;

Where a Resolution to terminate a membership is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Member who is the subject of the resolution is entitled to:

- a) at least fifteen (15) days written notice that the resolution is to be decided, and the reasons; and
- b) submit a written statement explaining why they oppose the resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board meeting at which the matter will be decided.

Upon a termination of membership for any reason, the rights of the Member including any rights in the property of the Corporation cease to exist..

8.00 MEMBERSHIP MEETINGS

8.01 *Annual General Meeting*

The Annual General Meeting of the Corporation shall take place each year at a time and a location determined by the Board of Directors.

The Annual General Meeting shall be held no later than fifteen (15) months after the previous Annual General Meeting and within six months of the Corporation's Fiscal Year End.

Meetings of the Members shall be open only to:

- a) Members eligible to vote at that meeting, or their proxyholder;

- b) Directors;
- c) The Person appointed to conduct an audit;
- d) Guests admitted at the invitation of the Chair or by Resolution of the attendee Members.

The agenda for the Annual General Meeting shall include the following matters of business:

- a) consideration of the minutes of the previous Annual General meeting, and any Special Meetings of the Members not yet approved;
- b) receipt of the financial statements of the Corporation;
- c) appointment of a Person to conduct an audit or a review engagement;
- d) receipt of the audit or review engagement report;
- e) confirmation of any By-law amendments; and
- f) election of the Directors;

No other item of business shall be included on the agenda for annual meeting unless approved by the Board of Directors so that such items can be included in the notice of the annual meeting.

8.02 ***Special Meetings***

Special Meetings of the Members may be convened by the Board at any time, to deal with any business not specified herein as a matter for an Annual General Meeting. Notice of a Special Meeting shall state the business to be transacted, including the text of any resolution to be submitted at the meeting, and only the business so stated may be dealt with at the meeting.

The Board of Directors shall call a Special Meeting within twenty-one (21) days upon receipt of a requisition in writing signed by at least ten (10) % or ten (10) members whichever is less, of the Members eligible to vote at the meeting which is being requested, stating the general nature of the business to be presented. Such a meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law, and shall deal only with the transaction of the business as stated in the requisition.

8.03 ***Notice of Membership Meetings***

Notice of Annual or Special meetings, shall be e-mailed to all Members, Directors and to the Person appointed to conduct an audit or review engagement of the corporation, at least fifteen (15) days in advance of the meeting. Such notice will contain the date, time, and place of the meeting and the general nature of the matters to be addressed.

Any Member may waive their right to be notified of a meeting, and may subsequently approve or ratify any business conducted at a meeting for which they were absent.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meetings or make void any proceedings taken, and any member may at any time waive notice of any such meeting and may subsequently ratify, approve, and confirm any or all proceedings taken at a meeting for which they were absent. For the purpose of sending notice to any member, Director or Officer for any meeting, or otherwise, the address of any member, Director or Officer shall be their last address recorded on the books of the Corporation.

8.04 ***Voting***

Quorum for a meeting of the Members shall require the presence in person or by proxy of no fewer than ten (10) per cent of the Members.

Only those who are Members as of the Record Date will be eligible to attend and vote at that meeting.

Each Member eligible to vote shall be entitled to one (1) vote.

Unless otherwise required by the By-law or the *Act*, all resolutions shall be decided by Ordinary Resolution. In case of an equality of votes the resolution shall fail.

Every question shall be decided in the first instance by a show of hands, unless a recorded vote is requested by a Member or by the Chair, in which case a recorded vote shall be taken in such manner as the Chair shall direct.

A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

8.05 ***Proxy Voting***

A Member entitled to vote at a meeting may appoint a proxyholder, in a form approved by the Board specifying the meeting (and any adjournments thereof) to which the proxy applies, to attend and act at the meeting in the manner and to the extent authorized by the proxy.

A proxy must be deposited with the Secretary no later than two (2) days prior to the meeting for which it is intended.

8.06 ***Adjournments***

Any meeting of the Members may be adjourned at any time with the consent of the majority of members present. Any issues to be dealt with at a meeting can be dealt with at an adjourned meeting. No notice is required for adjourned meetings.

9.00 CORPORATE RECORDS

9.01 *Required Records*

The Corporation shall keep and maintain the following records at its registered office or location otherwise determined by the Board:

- a) the Articles and By-laws, and any amendments to them;
- b) the minutes of all meetings and any resolutions of the Members;
- c) the minutes of meetings and resolutions of the Board of Directors, and any committees of the Board;
- d) a register of Directors, Officers, and Members;
- e) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;
- f) a copy of the financial statements;
- g) consent to act as a Director of each individual who is elected as a Director of the corporation.

10.00 EXECUTION OF DOCUMENTS

10.01 *General*

Subject to any other provisions in the By-laws, Board policies, the Letters Patent or any Supplementary Letters Patent, documents including deeds, transfers, assignments, contracts, obligations, and other instruments requiring execution may be signed on behalf of the Corporation by the Executive Director and one of the Chair, Vice-Chair, Secretary or Treasurer (if not appointed). The Board may by resolution appoint any other person(s) to sign specific documents on the Corporation's behalf.

10.02 *Administration of Funds*

The books and accounts of the Corporation shall be audited as soon as possible following the Fiscal Year End. Audited financial statements shall be presented to the Membership at the Annual General Meeting.

The Board will approve an operational budget on an annual basis, and will ensure appropriate accounting practices.

The Board may expend funds available in its accounts or government funds not yet received but approved by proper authority, within its yearly, Board approved, operational budget, or otherwise as authorized by a two-thirds (2/3) majority vote of the Board at a duly called meeting with quorum.

On the credit of the Corporation, or on the security of the Corporation's real or personal property, the Board may borrow money required to operate the Corporation within the operational budget previously approved by the Board.

11.00 DISSOLUTION

11.01 Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada with objects similar to the objects of the Corporation

12.00 BY-LAW AMENDMENT

12.01 The Board may pass, amend or repeal this By-law, except where to do so is contrary to the *Act*, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.

Any amendment to the By-law by the Board shall take effect from the date of the resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

13.00 INDEMNIFICATION AND INSURANCE

13.01 *Indemnification*

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 all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or about or in relation to the affairs of the Corporation in respect of any such liability, except such costs, charges, or expenses as are occasioned by their own willful neglect or default. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

13.02 *Insurance*

The Corporation shall purchase and maintain insurance for the benefit of Directors and Officers, former Directors and Officers, and individuals who act or acted at the corporation's request as a Director or against any liability incurred by the individual acting in their capacity as a Director or Officer.

ENACTED this day of , 2016.

Chair

Vice Chair