

BY-LAW NO. 3

A By-law relating generally to the conduct of the activities and affairs of

**HAMILTON COUNCIL ON AGING**  
(the "Corporation")

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

SECTION 1  
INTERPRETATION

**1.1** Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires:

"Act" means the *Corporations Act*, R.S.O. 1990, c. C.38 or, when proclaimed, the *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15 and, where the context requires, includes the regulations made under the applicable act, as from time to time amended;

"Board" means the Board of Directors of the Corporation;

"By-laws" means this by-law and all other by-laws and special by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means the corporation that has passed these By-laws under the Act;

"Director" means an individual occupying the position of director of the Corporation;

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

**1.2** Interpretation. Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**1.3** 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.

## SECTION 2 BUSINESS OF THE CORPORATION

**2.1** Head Office. Until changed in accordance with the Act, the head office of the Corporation shall be at the City of Sudbury in the Province of Ontario and at such location therein as the Board may from time to time determine by resolution.

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

**2.3** Financial Year. Until changed by resolution of the Board, the financial year of the Corporation shall end on the 31st day of March in each year.

**2.4** 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.

**2.5** Execution of Instruments. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two of the President, the Vice-President, the Secretary, and the Treasurer, and the Secretary may affix the seal of the Corporation, if any, to such instruments.

Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by any one of the President, the Vice-President, the Secretary, and the

Treasurer or by any person authorized by the Board.

The President, Vice-President, Secretary, Treasurer, or the Directors, or any one of them, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation, in its individual or any other capacity, or as Trustee or otherwise and may accept in the name of and on behalf of the Corporation transfers of shares, stocks, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptance of transfers and may make, execute and deliver under the corporate seal all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-laws, the Board may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

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.

### SECTION 3 BORROWING AND SECURITY

**3.1** Borrowing Power. Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the articles, the Board may from time to time on behalf of the Corporation, without authorization of the Members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person or otherwise; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

**3.2** Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

**3.3**            Delegation. Subject to the Act or the articles the Board may from time to time delegate to a committee of Directors, a Director or an Officer of the Corporation all or any of the powers conferred on the Board by Section 3.1 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

#### SECTION 4 DIRECTORS

**4.1**            Board of Directors. The affairs of the Corporation shall be managed by a board of directors, each of whom at the time of his/her election shall be a Member of the Corporation. Each Director shall be elected to hold office for a three-year term and shall retire at the third annual meeting after his/her election. Each Director may be elected for one further three-year term. After at least one year's absence from the Board, an individual shall be eligible for re-election to the Board.

Notwithstanding the foregoing:

- (a) if a Director fills a vacancy in his/her first term, he/she may be elected for an abbreviated third term and shall retire at the sixth annual meeting after his/her first election;
- (b) an individual nominated for President is exempt from the term limits provided that the individual is then elected as President; and
- (c) the retiring President is exempt from the term limits during his/her term as Past President.

The election may be by a show of hands unless a ballot is demanded by any Member. The Members of the Corporation may, by resolution passed by a majority of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

**4.2**            Nominations for the Board of Directors. A list of nominees shall be prepared by the Board Development Committee for approval by the Board and for presentation to the Members at the annual meeting. In addition, nominations from the Members may be submitted and must be received by the chair of the Board Development Committee no less than 10 days prior to the annual meeting of the Members. A nominee must be a Member in good standing at least 30 days prior to the annual meeting of the Members. If there is more than one nomination, papers must be signed by the nominee and three (3) Members of the Corporation in good standing. Nominations from the floor will not be accepted.

**4.3**            Vacancies. The office of a Director shall be vacated immediately if:

- (a) the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

- (b) the Director dies;
- (c) the Director becomes bankrupt;
- (d) the Director is found to be incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act*;
- (e) the Director is found incapable by any court in Canada or elsewhere;
- (f) at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- (g) the Director becomes an "ineligible individual" as defined in section 149.1(1) of the *Income Tax Act*.

**4.4** Filling Vacancies. A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

**4.5** Quorum and Meetings of the Board of Directors. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all 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 meeting being held in their absence. Directors' meetings may be called by the President, or any two Directors. Notice of the time and place of such meetings shall be given in the manner provided in Section 9 of this By-law to every Director not less than five days before the meeting shall take place. A Statutory Declaration of the Secretary or the President that notice has been given pursuant to this By-law shall be sufficient evidence of the giving of such notice. 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. 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 Members of the Corporation. The Directors

may consider or transact any business, either special or general, at any meeting of the Board.

**4.6** Chair. The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

**4.7** Voting, Board of Directors. Each Director has one vote. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been 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.

**4.8** Powers of Directors. The Directors of the Corporation may administer the affairs of the Corporation in all things that make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, or other properties, movable or immovable, real or personal, or any right or interest owned therein by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

**4.9** Committees. Committees may be established by the Board as follows:

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

**4.10** Standing Committees. The following shall be the standing committees of the Corporation:

- (a) Board Development Committee; and
- (b) Executive Committee.

**4.11** Executive Committee. The Executive Committee of the Corporation shall be

composed of the President, Vice-President, Treasurer and Secretary of the Corporation and such other Directors as the Board may from time to time consider appropriate. The President shall chair the Executive Committee. The Executive Committee shall, between Board meetings, exercise the powers of the Board on matters that require immediate attention, subject to such restrictions contained in this by-law or imposed from time to time by the Board. The Executive Committee may serve as a means of consultation, discussion and direction to the staff of the Corporation, provided that all substantive actions taken by the Executive Committee shall be reported to the Board at its next meeting.

**4.12**            Remuneration of Directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that Director's may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

**4.13**            Participation by Telephone or Electronically. If all the Directors participating consent, a Director may participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permits all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

**4.14**            Meeting held by Telephone or Electronically. If all the Directors participating consent, a meeting of the Directors may be held entirely by telephone or electronic means that permits all persons participating in the meeting to communicate adequately with each other at the same time.

## SECTION 5 OFFICERS OF THE CORPORATION

**5.1**            Election or Appointment. The Board shall appoint a President from among the Directors and may appoint any other person to be Vice-President, Treasurer, Secretary or such other Officers as the Board may determine from time to time, at its first meeting following the annual meeting of the Members of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. Any Officer shall cease to hold office upon a resolution of the Board. The retiring President shall be the Past President.

**5.2**            Duties of the President. The President shall when present preside as chair at all meetings of the Members of the Corporation and of the Board. The President shall also be charged with the general management and supervision of the affairs of the Corporation and the operations of the Corporation. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his/her duties and powers may be exercised by a Vice-President, who is a Director, and if such Vice-President or such other Director as the Board may from time to time appoint for that purpose, exercises any such duty or power in the absence or the inability of the President it shall be presumed with reference thereto.

The President shall provide leadership to the Board, ensure the integrity of the Board's process and represent the Board to outside parties. The President shall co-ordinate Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President shall

ensure the Board discusses all matters relating to the Board's mandate. The President shall have the following responsibilities:

- (a) **Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- (b) **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 and planning and performance information are appropriately presented to the Board.
- (c) **Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.
- (d) **Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- (e) **Representation.** Serve as the Board's primary contact with the public.
- (f) **Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.
- (g) **Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- (h) **Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- (i) **Succession Planning.** Ensure succession planning occurs for senior management, if any, and Board.

**5.3** Duties of the Secretary. The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings in the book kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the Corporation, if any, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which shall be delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board.

The Secretary shall work collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities. The Secretary shall be responsible for the following:

- (a) **Board Conduct.** Support the president in maintaining a high standard for Board

conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

- (b) 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 Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation 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.
- (c) 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, and the Board.

**5.4** Duties of the Treasurer. The Treasurer or person performing the usual duties of the Treasurer shall keep full and accurate accounts of all receipts and disbursements, the proper books of account, and shall deposit all money or other valuable effects in the name and to the credit of the Corporation in such bank or banks as they may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meeting thereof whenever required of the Treasurer an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

The Treasurer shall work collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities. The Treasurer's responsibilities are as follows:

- (a) 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 President 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.
- (b) Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- (c) Mentorship. Serve as a mentor to other Directors.
- (d) 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.

**5.5** Duties of the Past President. The Past President shall provide counsel and guidance to the Board and shall be the chair of the Board Development Committee.

**5.6** Duties of Other Officers. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

## SECTION 6 PROTECTION OF DIRECTORS AND OTHERS

**6.1** No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have: (i) complied with the Act and the Corporation's articles and By-laws; and (ii) exercised their powers and discharged their duties in accordance with the Act.

**6.2** Indemnification of Directors and Officers. The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, provided the individual: (i) acted honestly and in good faith with a view to the best interest of the Corporation or other entity, as the case may be, and (ii) had reasonable grounds for believing that his or her conduct was lawful if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty.

**6.3** Advancement of Costs. The Corporation shall advance money to a Director, Officer or other individual referred to in Section 6.2 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Sections 6.2 (i) and (ii).

**6.4** Insurance. The Board shall consider every year at the first meeting of the Board following the annual meeting of the Members whether the Corporation should obtain insurance to protect the Directors or Officers and to protect the Corporation in respect of its obligations to the Directors and Officers under this By-law.

**SECTION 7**  
**CONFLICT OF INTEREST**

**7.1**            **Conflict of Interest.** A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

**7.2**            **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**  
**MEMBERSHIP**

**8.1**            **Members.** The Membership shall consist of such persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board for a one-year term expiring at the end of the next annual meeting of the Members. There shall be one class of Members of the Corporation.

**8.2**            **Membership.** A membership in the Corporation is not transferrable and automatically terminates if: (i) the Member's one-year term expires at the end of the next annual meeting of the Members, (ii) the Member dies or resigns, (iii) the Member is expelled or the person's membership is otherwise terminated in accordance with the articles or By-laws, or (iv) the Corporation is liquidated or dissolved.

**8.3**            **Dues.** There shall be dues or fees payable by the Members as shall from time to time be fixed by the Board.

**8.4**            **Disciplinary Act or Termination of Membership for Cause.** 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. 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.

**8.5**            **Annual Meeting and Other Meetings of Members.** The annual or any other special meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board. The business transacted at the annual meeting shall include: (i) receipt of the agenda; (ii) receipt of the minutes of the previous annual and subsequent special meetings; (iii) consideration of the financial statements; (iv) report of the auditor (or person who has been appointed to conduct a review engagement, if any); (v) reappointment or new appointment of the auditor (or person to conduct a review engagement) for the coming year; (vi) election of Directors and Officers; and (vii) such other

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

**8.6**            Special Meetings.     The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

**8.7**            Notice. Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. Any meeting of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at any annual or special meetings may transact.

**8.8**            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 of 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. Such adjournment may be made notwithstanding that no quorum is present thereat.

**8.9**            Quorum. A quorum for the transaction of business at any meeting of the Members is ten Members entitled to vote at such meeting, present in person. 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.

**8.10**          Chair of the Meeting. The President shall be the chair of the Members' meeting; in the President's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

**8.11**          Voting of Members. Subject to the provisions, if any, contained in the articles of the Corporation, each Member of the Corporation shall at all meetings of Members be entitled to one vote. No Member shall have the right to vote by proxy. At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person, unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. Upon a show of hands, every Member having voting rights shall vote and unless a poll is demanded a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of the votes given by the Members present in person, and such poll shall be taken in such manner as the chair of the meeting shall direct and the result of such poll shall be deemed to be the decision of the Corporation upon the matter in question. In case of an equality of votes at any meeting whether upon a show of hands or at a poll, the chair of the meeting shall not be entitled to a second or casting vote.

**8.12** Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

## SECTION 9 NOTICES

**9.1** Service. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address is given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**9.2** Computation of Time. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**9.3** Error or Omission in Giving Notice. No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## SECTION 10 AUDITORS

**10.1** Qualification. One or more auditors may be appointed by resolution of the Members at the annual meeting of the Members of the Corporation. The qualifications of the auditor must satisfy all of the requirements of the Act.

**10.2** Access to Records. The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

SECTION 11  
BOOKS AND RECORDS

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

SECTION 12  
CHEQUES; ETC.

**12.1** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two such Directors or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation using the Corporation's rubber stamp for the purpose. Any one of such 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 sign all of the bank's forms or settlement of balances and releases or verification slips.

SECTION 13  
ADOPTION AND AMENDMENT OF BY-LAWS

**13.1** Amendments to By-laws. The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

PASSED by the Board of Directors this 9th day of August, 2018.

CONFIRMED, RATIFIED AND APPROVED by the Members this 21st day of September, 2018.

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David J. Mifsud, President

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Penelope Petrie, Secretary