

**JEWISH VOCATIONAL SERVICE OF METROPOLITAN TORONTO**

**BY-LAW NO. 16**

**EFFECTIVE DATE:** \_\_\_\_\_

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## TABLE OF CONTENTS

1.	INTERPRETATION.....	1
1.1	Definitions.....	1
1.2	Interpretation.....	4
2.	GENERAL.....	5
2.1	Registered Office.....	5
2.2	Books and Records.....	5
2.3	Execution of Documents.....	5
2.4	Rules of Order.....	5
3.	MEMBERSHIP.....	6
3.1	Classes and Entitlement.....	6
3.2	Term of Membership.....	6
3.3	Membership Criteria.....	6
3.4	Resignation.....	6
3.5	Cessation of Membership.....	7
3.6	Suspension or Termination of Membership.....	7
3.7	Membership Dues.....	8
3.8	Record date.....	8
4.	MEETINGS OF MEMBERS.....	9
4.1	Annual Meetings.....	9
4.2	Special Meetings.....	9
4.3	Place and Time of Meetings.....	9
4.4	Notice.....	9
4.5	Quorum.....	10
4.6	Chair of Meetings.....	10
4.7	Adjournment.....	11
4.8	Voting.....	11
4.9	Fundamental Changes.....	12
4.10	Proxies.....	12
4.11	Electronic Participation and Meetings.....	14
5.	DIRECTORS.....	15
5.1	Duties.....	15
5.2	Composition.....	15
5.3	Number.....	15
5.4	Qualifications.....	15
5.5	Nominations.....	16
5.6	Election and Term.....	17
5.7	Vacancies.....	18
5.8	Resignation of Directors.....	18
5.9	Removal of Directors.....	18
5.10	Filling Vacancies.....	19
5.11	Remuneration of Directors.....	19
5.12	Committees.....	19
6.	MEETINGS OF DIRECTORS.....	20

6.1	Place and Time of Meeting .....	20
6.2	Notice .....	21
6.3	Quorum.....	21
6.4	Chair of Meetings.....	22
6.5	Adjournment.....	22
6.6	Regular Meetings .....	22
6.7	Voting.....	22
6.8	Participation By Electronic means .....	23
6.9	Resolution in Writing.....	23
7.	<b>OFFICERS</b> .....	24
7.1	Appointment.....	24
7.2	Term .....	24
7.3	Removal of Officers .....	25
7.4	Remuneration of Officers.....	25
7.5	Duties of Officers May be Delegated.....	25
7.6	Powers and Duties.....	25
7.7	Agents and Employees .....	26
8.	<b>PROTECTION OF DIRECTORS AND OFFICERS</b> .....	27
8.1	Legal Requirements For Indemnification And Insurance .....	27
8.2	Indemnification .....	27
8.3	Insurance .....	28
8.4	Standard of Care.....	28
9.	<b>CONFLICTS OF INTEREST</b> .....	28
10.	<b>FINANCIAL MATTERS</b> .....	29
10.1	Financial Year .....	29
10.2	Appointment of Auditor or Other Person.....	29
10.3	Annual Financial Statements.....	29
10.4	Banking .....	30
10.5	Borrowing Power .....	30
10.6	Fundraising.....	31
11.	<b>NOTICES AND OTHER DOCUMENTS</b> .....	31
11.1	Service.....	31
11.2	Signature to Notices .....	32
11.3	Computation of Time .....	32
11.4	Proof of Service.....	32
11.5	Omission of Notice Does Not Invalidate Actions.....	32
11.6	Waiver of Notice .....	32
12.	<b>ARTICLES AND BY-LAWS</b> .....	33
12.1	Enactment, Amendment and Repeal .....	33
12.2	Repeal of By-laws .....	34
12.3	Effective Date of these By-laws.....	34

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# JEWISH VOCATIONAL SERVICE OF METROPOLITAN TORONTO

## BY-LAW NO. 16

A By-law relating generally to the conduct of the affairs of the Corporation.

### 1. INTERPRETATION

#### 1.1 DEFINITIONS

In this By-law, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act* (Ontario), 2010, S.O. 2010, c. 15 as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**affiliate**” means an affiliated body corporate within the meaning of subsection 3 (3) of the Act;
- (c) “**Annual Meeting**” means the annual meeting of the Members;
- (d) “**Articles**” means any instrument that incorporated the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent and supplementary letters patent, as applicable;
- (e) “**Auditor**” means the auditor of the Corporation appointed under section 10.2;
- (f) “**Board**” means the board of Directors;
- (g) “**By-law**” means any by-law of the Corporation from time to time in force and effect;
- (h) “**CAA**” means the *Charities Accounting Act* (Ontario), R.S.O. 1990, c. C.10, as from time to time amended and every statute that may be substituted for it, and includes any regulations as are made under such statute as from time to time amended and every regulation that may be substituted for them and, in the case of any such substitution, any references in the By-laws to provisions of the statute or the regulations shall be read as references to the substituted provisions in the new statute or regulations, as applicable;<sup>1</sup>

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<sup>1</sup> The *Charities Accounting Act* (Ontario) is applicable to charities (registered or unregistered) that operate or hold property in Ontario.

- (i) “**Chairperson**” means the chair of the Board of the Corporation;<sup>2</sup>
- (j) “**contracts, documents and instruments in writing**” includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;
- (k) “**Corporation**” means *Jewish Vocational Service of Metropolitan Toronto*, a body corporate governed by the Act;
- (l) “**Directors**” means the directors of the Corporation from time to time;
- (m) “**electronic signature**” means an identifying mark or process that is, created or communicated using telephonic or electronic means, attached to or associated with a document or other information, and made or adopted by a person to associate the person with the document or other information, as the case may be;
- (n) “**good standing**” means a Member who has paid all dues, fees, or other sums levied upon and payable by the Member to the Corporation who has not been suspended in accordance with section 3.6;
- (o) “**Governing Documents**” means the Act, the Regulations, the Articles and the By-laws;
- (p) “**individual**” means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or other legal representative;
- (q) “**Members**” means the members of the Corporation from time to time;
- (r) “**Members’ Meeting**” means an Annual Meeting or a Special Meeting;
- (s) “**Nominating Committee**” means the committee of the Corporation described in sections 5.5 and 5.12;
- (t) “**Officers**” means the officers of the Corporation from time to time;
- (u) “**Ordinary Resolution**” means a resolution that:

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<sup>2</sup> The Act requires that JVS Toronto appoint a Chairperson who is a Director to carry out the duties of the chair in accordance with the By-laws.

- (i) is submitted to a Members' Meeting or to a meeting of the Directors, as applicable, and passed at such meeting, with or without amendment, by at least a majority of the votes cast; or
- (ii) a resolution signed by each Member in good standing, or by each Director, as applicable;
- (v) **"person"** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (w) **"President/Chief Executive Officer"** means the President/Chief Executive Officer of the Corporation;
- (x) **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulation or regulations;
- (y) **"Secretary"** means the Secretary of the Corporation;
- (z) **"special business"** means all business transacted at a Special Meeting and all business transacted at an Annual Meeting, except for the following:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit or review engagement report, if any;
  - (iii) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
  - (iv) election of directors; and
  - (v) reappointment of the incumbent auditor or person appointed to conduct a review engagement;
- (aa) **"Special Meeting"** means a special meeting of the Members;
- (bb) **"Special Resolution"** means a resolution that:
  - (i) is submitted to and passed at a Special Meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast; or

- (ii) a resolution signed by each Member entitled to vote on that resolution at a Member's Meeting;
- (cc) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;
- (dd) **“Treasurer”** means the Treasurer of the Corporation; and
- (ee) **“Vice-Chairperson”** means the Vice-Chair of the Corporation.

## 1.2 INTERPRETATION

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) in the case of any inconsistency between this By-law and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations, as the case may be;
- (b) a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday;
- (c) all terms which are contained, but not defined, in the By-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (d) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (e) the headings used in this By-law and the division into sections and subsections are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) references to an Article or section refer to the applicable Article or section in this By-law unless otherwise provided; and
- (g) 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.

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## **2. GENERAL**

### **2.1 REGISTERED OFFICE**

- (a) The registered office of the Corporation shall be in the Province of Ontario in the City of Toronto.
- (b) The municipality, geographic township or other location in which the registered office is located may be changed to another place in Ontario by Special Resolution.
- (c) The address of the Corporations's registered office within a municipality or geographic township may be changed by the Directors.

### **2.2 BOOKS AND RECORDS**

The Corporation shall keep, at its registered office address or at any other place in Ontario designated by the Directors, all records required to be kept by the Corporation pursuant to any applicable statute or law, including, without limitation, the Act and the Regulations.

### **2.3 EXECUTION OF DOCUMENTS**

- (a) Subject to subsection 36(2) of the Act and to any policies established by the Directors from time to time:
  - (i) contracts, documents and any instruments in writing requiring the signature of the Corporation may be signed by any two (2) Directors or Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality; and
  - (ii) the Directors shall have the power from time to time appoint any Officer(s) or any individual(s) on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

### **2.4 RULES OF ORDER**

Subject to any contrary provision in any of the Governing Documents or the policies of the Directors, the most recent edition of Robert's Rules of Order shall govern the deliberations of the Corporation.

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### 3. MEMBERSHIP

#### 3.1 CLASSES AND ENTITLEMENT

- (a) Subject to the Articles, there shall be one (1) class of Members, comprised of:<sup>3</sup>
- (i) each individual who is a current Director of the Corporation; and
  - (ii) such number of other individuals who, by virtue of their experience with and/or commitment to the Corporation, have, in the sole assessment of the Directors, the capabilities to serve the Corporation as Members, provided that in no event shall the number of other such individuals be more than one-half (1/2) of the number of Directors of the Corporation as of the date of admission of such other individuals. In the event that the determination of the foregoing results in a fraction, the result shall be rounded down to the next whole number.
- (b) Each Member in good standing as of the record date fixed in accordance with section 3.8 shall be entitled to receive notice of, attend, participate and vote at all Members' Meetings.

#### 3.2 TERM OF MEMBERSHIP

Each individual referred to in subsection 3.1(a)(ii) shall be a Member until the meeting of the Directors held in accordance with subsection 6.1(b), but shall be eligible for re-admission as a Member, from time to time, by the Directors of the Corporation.

#### 3.3 MEMBERSHIP CRITERIA

A Member must:

- (i) be an individual;
- (ii) be at least eighteen (18) years of age; and
- (iii) be a current Director of the Corporation or be admitted as a Member by the Directors; and
- (iv) pay any applicable membership fees in accordance with section 3.7.

#### 3.4 RESIGNATION

A Member may resign in writing, and such resignation shall be effective at the time that it is received by the Corporation or at the time specified in the resignation, whichever is later.

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<sup>3</sup> This wording reflects section 2.02 of JVS' current By-laws.

### 3.5 CESSATION OF MEMBERSHIP

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist when the Member ceases to be a Member.
- (b) A Member automatically ceases to be a Member in any of the following circumstances:
  - (i) when the Member dies;
  - (ii) when the Member resigns;
  - (iii) when the Member ceases to be a Director, if applicable;
  - (iv) when the Member's period of Membership pursuant to subsection 3.1(a)(ii) expires, if applicable;
  - (v) when the Member ceases to meet any of the membership criteria set forth in the By-laws;
  - (vi) when the Member's membership is terminated in accordance with the Governing Documents; or
  - (vii) when the Corporation is liquidated and dissolved under the Act.

### 3.6 SUSPENSION OR TERMINATION OF MEMBERSHIP

- (a) Subject to subsections 3.6 (b), (c), and (d), the Directors may discipline a Member or terminate their membership where the Directors determine that the Member has:
  - (i) breached any of the provisions of the Governing Documents or any written policies of the Corporation;
  - (ii) carried out any conduct which the Directors determine is detrimental to the Corporation; or
  - (iii) for any other reason that the Directors, in their sole discretion, determine is reasonable having regard to the purposes, and the mission, vision, and core values of the Corporation.
- (b) The Directors must give a Member at least fifteen (15) days notice in writing of the proposed disciplinary action or termination (for purposes of this section 3.6, the "Notice"), which must set out: the particulars of the proposed action or termination; the date that such action or termination will be effective (for purposes of this section 3.6, the period of time between the giving of the Notice and the date that the proposed action or termination would be effective is defined as the "Notice

**Period**”); and the reasons for the proposed disciplinary action or termination. The Notice may be given to the Member by any method reasonably intended to give actual notice.

- (c) A Member who receives the Notice shall be entitled to provide the Directors with a written submission opposing the disciplinary action or termination, which submission must be received by the Directors not less than five (5) days before the end of the Notice Period specified in the Notice. The Directors shall consider the submission of the Member before making a final decision regarding the disciplinary action or termination, and shall advise the Member of their decision in writing.
- (d) If the Directors decide to suspend or terminate the membership of a Member who is a Director at the time such decision is made, such Member shall not have their membership suspended or terminated until the decision of the Directors has been confirmed by Ordinary Resolution of the Members at a Special Meeting called for that purpose, failing which, such Member shall not be suspended or terminated.
- (e) If the Directors determine that a Member is suspended under this section 3.6, the Member shall not be a Member in good standing during the period of suspension. For greater certainty, Members under suspension shall not have the right to receive notice, attend, participate or vote at any Members’ Meetings during the period of their suspension or to receive any other benefits or privileges of membership.

### **3.7 MEMBERSHIP DUES**

- (a) Membership dues shall be determined from time-to-time by the Directors. Notice of membership dues for the following membership year shall be sent to each Member at least thirty (30) days prior to the end of the current membership year.
- (b) A Member who does not pay their membership dues within thirty (30) days of the date that such fees are payable shall automatically cease to be a Member. Individuals unable to pay the membership dues may request that the Directors waive this cost.

### **3.8 RECORD DATE**

- (a) The Directors may fix a date as the record date for determining the Members for any purpose, including, without limitation, for the purpose of determining the Members entitled to receive notice of or vote at a Members’ Meeting.
- (b) Any record date fixed under subsection 3.8(a) must not be more than fifty (50) days before the day of the event or action to which it relates.
- (c) If no record date is fixed by the Directors, the provisions of subsection 54 (3) of the Act shall apply with respect to the applicable record date.

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## **4. MEETINGS OF MEMBERS**

### **4.1 ANNUAL MEETINGS**

- (a) Annual Meetings shall be held not later than fifteen (15) months after the holding of the preceding Annual Meeting and not later than six (6) months after the end of the Corporation's financial year end.
- (b) At every Annual Meeting, the following annual business shall be conducted:
  - (i) the financial statements approved by the Directors as well as the report of the Auditor or of the person who conducted the review engagement (if any) shall be presented to the Members;
  - (ii) the Members shall, by Ordinary Resolution, elect the Directors to be elected at such meeting; and
  - (iii) the Members shall, by Ordinary Resolution, appoint the Auditor or a person to conduct a review engagement for the ensuing year, unless otherwise permitted by the Governing Documents.
- (c) The Members may consider and transact special business at an Annual Meeting subject to subsection 4.4(a).

### **4.2 SPECIAL MEETINGS**

Special Meetings may be convened by the Chairperson or by a majority of the Directors at any time, including in conjunction with an Annual Meeting, to consider any special business.

### **4.3 PLACE AND TIME OF MEETINGS**

Meetings of the Members shall be held on such day and at such time and place in Ontario as the Directors may determine.

### **4.4 NOTICE**

- (a) Notice of the date, time and place of a Members' Meeting shall be given to each Member in good standing on the record date set pursuant to section 3.8 at least ten (10) and not more than fifty (50) days before the day on which the meeting is to be held by:
  - (i) mail, courier or personal delivery; and/or

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- (ii) telephonic or electronic means.<sup>4</sup>
- (b) In addition, notice for each Annual Meeting must comply with section 11.
- (c) The Corporation shall send the Directors and the Auditor notice of the time and place of any Members' Meeting at least ten (10) and not more than fifty (50) days before the meeting.
- (d) Notice of any Members' Meeting at which Special Business will be transacted must state the nature of the business in sufficient detail to permit a Member entitled to vote on such business to form a reasoned judgment on the business and state the text of any Special Resolution(s) to be submitted to the meeting.

#### 4.5 QUORUM

- (a) Unless a greater number of Members is required by the Governing Documents or the Act, a quorum for the transaction of business at any Members' Meeting shall be one-third (1/3) plus one of the total number of Members of the Corporation as at the date of the Members' Meeting, present in person or by proxy, and must include the Chairperson (or in the absence of the Chairperson, the Vice-Chairperson) plus such number of Directors of the Corporation as equals one-half (1/2) of the number of Directors of the Corporation as at the date of the Members' Meeting. In the event that the determination of the foregoing results in a fraction, the result shall be rounded up to the next whole number.<sup>5</sup>
- (b) If a quorum is present at the opening of a Members' Meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.<sup>6</sup>
- (c) If a quorum is not present at the time appointed for a Members' Meeting, the individuals present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 4.4 with regard to notice shall apply to such adjournment.

#### 4.6 CHAIR OF MEETINGS

- (a) The Chairperson, or in the Chairperson's absence, the Vice-Chairperson, shall be the chair at all meetings of the Members.

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<sup>4</sup> The ONCA provides for a minimum of 10 and a maximum of 50 days' notice.

<sup>5</sup> Pursuant to the ONCA, unless the By-laws otherwise provide, a quorum for a meeting of members is a majority of the members entitled to vote at the meeting, whether present in person or by proxy.

<sup>6</sup> This subsection reflects the default in the ONCA but the By-laws can require a quorum to be present throughout a Members' Meeting.

- (b) If the Chairperson or Vice-Chairperson is not present within fifteen (15) minutes from the time fixed for holding a Members' Meeting, the Members who are present and entitled to vote shall choose another Director as the chair of the meeting.

#### 4.7 ADJOURNMENT

- (a) Any Members' Meeting may be adjourned from time to time by the chair of the meeting, with the consent of the Members at the meeting, to a fixed time and place.
- (b) The Members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (c) If there is no quorum present at the adjourned meeting, the original Members' Meeting shall be deemed to have terminated immediately after its adjournment.
- (d) Any business may be brought before or dealt with at any adjourned Members' Meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

#### 4.8 VOTING

- (a) Each Member in good standing shall be entitled to one (1) vote on each question put to the Members at Members' Meetings.
- (b) Questions arising at any Members' Meetings shall be decided by Ordinary Resolution unless otherwise specified in the Governing Documents.
- (c) In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote, and the question shall be deemed to be decided in the negative.<sup>7</sup>
- (d) No Member shall be entitled to vote by any method which they are permitted to vote under the Governing Documents at a Members' Meeting unless the Member is in good standing.
- (e) Unless a Member in good standing demands a ballot at a Members' Meeting, each motion presented shall be voted upon by a show of hands.
- (f) A declaration by the chair of the meeting that the vote upon the question has been carried or carried unanimously or by a particular majority 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 recorded in favour of or against any resolution or other proceeding in respect of the said question, and the

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<sup>7</sup> Section 8.10 of the current By-laws provides that the chairperson of the meeting shall not have an extra casting vote.

result of the vote so taken shall be the decision of the Members upon the said question.

#### **4.9 FUNDAMENTAL CHANGES**

A Special Resolution is required to make any amendment to the Articles to:

- (a) change the Corporation's name;
- (b) add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
- (c) create a new class or group of Members;
- (d) change a condition required for being a Member;
- (e) change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
- (f) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (g) add, change or remove a provision respecting the transfer of a membership;
- (h) subject to section 30 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- (i) change the purposes of the Corporation;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- (k) change the manner of giving notice to the Members in good standing;
- (l) change the method of voting by the Members in good standing not in attendance at a Members' Meeting; or
- (m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

#### **4.10 PROXIES**

Any Members in good standing not in attendance at a Members' Meeting may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who must be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

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- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a Member in good standing may revoke a proxy by depositing an instrument or act in writing executed or signed by the Member or by their and/or its agent:
  - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
  - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom the proxyholder(s) were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the Member, the form of proxy must:
  - (i) indicate, in bold-face type:
    - (A) the meeting at which it is to be used;
    - (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
    - (C) instructions on the manner in which the Member may appoint the proxyholder;
- (e) contain a designated blank space for the date of the signature:
  - (i) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
  - (ii) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an Auditor and the election of Directors;



- (iii) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of:
  - (A) the appointment of an Auditor or another person appointed to conduct a review engagement or the waiver of such appointment, as applicable;
  - (B) the election of Directors; and
- (iv) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subsection (ii) or (iii) of this subsection 4.10(e) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (f) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subsection 4.10(e)(ii) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (g) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

#### **4.11 ELECTRONIC PARTICIPATION AND MEETINGS**

- (a) A Members' Meeting may be held in whole or in part by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, and a person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Quorum at a Members' Meeting shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each such meeting.
- (c) A Member in good standing may vote at a Members' Meeting by telephone, electronic or other communication facility provided that:
  - (i) the Corporation makes such means available;

- (ii) the votes can be gathered in a manner that permits their subsequent verification; and
  - (iii) the tallied votes are presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- (d) Only the Directors are entitled to determine whether a Members' Meeting may be held in part or entirely by telephonic or electronic means.

## **5. DIRECTORS**

### **5.1 DUTIES**

- (a) Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- (b) The Directors may prescribe such rules and regulations and adopt such policies that are not inconsistent with the Governing Documents relating to the management and operation of the Corporation and other matters provided for in the Governing Documents as may be deemed expedient.

### **5.2 COMPOSITION**

The Corporation shall have a Board comprised of those individuals who are elected as Directors by the Members, and the Immediate Past Chairperson of the Board, if such individual is willing and able to serve as a Director.

### **5.3 NUMBER**

- (a) The number of Directors is hereby fixed at nineteen (19).
- (b) The Directors may, from time to time, fix the number of Directors within the minimum and maximum numbers set out in the Articles.
- (c) A decrease in the number of Directors will not shorten the term of an incumbent Director.

### **5.4 QUALIFICATIONS**

A Director:

- (a) must be an individual;

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- (b) must be at least eighteen (18) years old;<sup>8</sup>
- (c) may not have the status of a bankrupt;
- (d) may not have been declared incapable by a court in Canada or elsewhere;
- (e) must not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property;
- (f) must be a Member in good standing;
- (g) may not be an ineligible individual as defined in the *Income Tax Act* (Canada);<sup>9</sup> and
- (h) may not be an employee of the Corporation, nor the spouse of an employee of the Corporation.<sup>10</sup>

## 5.5 NOMINATIONS

- (a) Prior to each Annual Meeting, the Directors shall determine the number of Directors to be elected at the Annual Meeting and the chair of the Nominating Committee shall cause a call for nominations, which shall include the number of Directors to be elected, to be sent to all Members in good standing.
- (b) An individual may be nominated for election as a Director, with such individual's written consent, by the Nominating Committee or by the submission to the Nominating Committee of a nomination form, in the form approved by the Directors or the Nominating Committee, from time to time.
- (c) The deadline for the Nominating Committee to receive any nomination forms is sixty (60) days prior to each Annual Meeting, and any forms received after this date shall not be accepted.

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<sup>8</sup> The ONCA sets the minimum age for Directors at 18 years old.

<sup>9</sup> The Minister of Revenue has the discretion to revoke the charitable registration of JVS Toronto, or suspend its authority to issue official donation receipts for one (1) year, if an ineligible individual is a Director or Officer. An ineligible individual includes an individual who, during specified periods, was convicted of a relevant criminal offence or was a director or officer of a registered charity that engaged in conduct that constituted a serious breach of the requirements for charitable registration and for which the registration of the charity was revoked. As such, we recommend including this requirement. We also recommend asking each Director to sign a consent on the Director's election which contains, amongst other things, a statement that the Director is not an ineligible individual.

<sup>10</sup> Section 3.02(c) of the current Bylaws. Pursuant to ONCA, Directors are not prohibited from being employees of a Corporation; however, if the Corporation is a public benefit corporation, not more than 1/3 of the Directors may be employees of the Corporation or any of its affiliates.

- (d) The Nominating Committee shall present a list of candidates nominated for election as Directors to the Annual Meeting, which list shall identify by asterisk which candidates have been nominated by the Nominating Committee.
- (e) Nominations may not be made from the floor at the Annual Meeting.

## 5.6 ELECTION AND TERM

- (a) The Members in good standing shall, by Ordinary Resolution at each Annual Meeting, elect the number of Directors for which election is required, to hold office for a term of one (1) year.
- (b) The term of office of a Director elected pursuant to subsection 5.6(a) commences at the conclusion of the meeting at which the Director is elected and terminates on the later of the conclusion of the Annual Meeting following the Director's election and the date that his or her successor is elected or appointed.
- (c) A Director may be elected for eight (8) consecutive one (1) year terms, after which one (1) year must elapse before such individual is eligible again for election.
- (d) Notwithstanding the term limit set forth in section 5.6(c), if permitted by the Board, any Director may stand for election for an additional two (2) years for the purpose of serving, during those two (2) years, as an Officer of the Corporation who is required to be a Director under section 7.1(a) provided that, on the expiration of one (1) year after the last year such individual served as a Director, such individual shall again be eligible to stand for election as Director.<sup>11</sup>
- (e) The Immediate Past Chairperson shall be entitled (as such individual's option) to serve as a Director for a maximum of two (2) years following such individual's last year as the Chairperson provided that no such Immediate Past Chairperson shall be entitled to choose to serve as a Director after such individual has served ten (10) consecutive years as a Director, but on the expiration of one (1) year after the last year such individual served as a Director, such individual shall again be eligible to stand for election as Director.<sup>12</sup>
- (f) Notwithstanding any other provision of these By-laws, in no circumstance shall an individual be permitted to serve for more than ten (10) consecutive years as a Director except that in exceptional circumstances an individual may serve for such longer period as the Board may approve.<sup>13</sup>

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<sup>11</sup> Section 3.03(a) current By-laws.

<sup>12</sup> Section 3.03(b) current By-laws.

<sup>13</sup> Section 3.03 current By-laws.

**5.7 VACANCIES**

- (a) A Director ceases to hold office and a vacancy is created if:
  - (i) the Director ceases to meet the qualifications for being a Director as set out in section 5.4;
  - (ii) the Director dies;
  - (iii) the Director ceases to be a Member;
  - (iv) the Director resigns;
  - (v) in the case of an ex-officio Director, if they cease to hold the relevant office under which they were appointed as a Director; or
  - (vi) the Members in good standing remove a Director in accordance with subsection 5.9(a).

**5.8 RESIGNATION OF DIRECTORS**

- (a) The resignation of a Director shall be effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later.
- (b) A Director is not entitled to give the Corporation a statement giving reasons for resigning.

**5.9 REMOVAL OF DIRECTORS**

- (a) The Members in good standing may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office and may, by Ordinary Resolution, elect any person in the Director's stead for the remainder of the Director's term.
- (b) The Members may not remove an ex-officio Director from their office as a Director.
- (c) A Director is not entitled to give the Corporation a statement giving reasons for opposing the Director's removal if a meeting is called for the purpose of removing the Director.

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## 5.10 FILLING VACANCIES

- (a) A vacancy among the Directors may be filled as follows:<sup>14</sup>
- (i) if the vacancy occurs as a result of the removal of a Director in accordance with subsection 5.8(a), then in accordance with such subsection, but if the Members fail to do so, then the vacancy may be filled in accordance with this section 5.10.
  - (ii) if there is not a quorum of Directors in office, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting to fill the vacancy and, if the Directors fail to do so or if there are no Directors then in office, the meeting may be called by a Member in good standing; or
  - (iii) any other vacancy may be filled by a quorum of Directors then in office.
- (b) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 5.10 shall hold office for the remainder of the term of the Director's predecessor or until the Director's successor is elected or appointed, whichever is sooner.

## 5.11 REMUNERATION OF DIRECTORS

No Director shall receive remuneration for services provided in the capacity as a Director, although a Director may be paid reasonable expenses incurred by the Director in the performance of the Director's duties. Subject to the Articles and unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a Director pursuant to the CAA, or with court approval or an order made under section 13 of the CAA.<sup>15</sup>

## 5.12 COMMITTEES

- (a) The Directors may, from time to time, appoint from their number committees of Directors and, subject to the Act, delegate to the committees any of the powers of the Directors except for the following:
- (i) submitting to the Members questions or matters requiring their approval;

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<sup>14</sup> Section 28 ONCA.

<sup>15</sup> This provision is one of the standard special provisions for charities which will be included in the Articles.

- (ii) filling a vacancy among the Directors or in the office of the Auditor or appointing additional Directors;
  - (iii) issuing debt obligations except as authorized by the Directors;
  - (iv) approving financial statements;
  - (v) adopting, amending or repealing By-laws; and
  - (vi) establishing contributions to be made, or dues to be paid, by the Members.
- (b) The Corporation shall have the following standing committees which shall have such purposes and powers as set out in the By-laws or as the Directors shall see fit:
- (i) Finance and Administration Committee; and
  - (ii) Governance Committee
  - (iii) Nominating Committee.
- (c) The Directors may from time to time appoint such other committee or committees, as they deem necessary or appropriate for such purposes and with such powers as the Directors shall see fit.
- (d) Subject to the By-laws and any resolution of the Directors, a committee of Directors may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (e) Subject to the Act, the provisions of sections 6.1 to 6.9 inclusive shall apply to a committee of Directors.
- (f) Any committee of Directors may be disbanded and any member of a committee may be removed by the Directors.
- (g) The members of a committee of Directors shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

## **6. MEETINGS OF DIRECTORS**

### **6.1 PLACE AND TIME OF MEETING**

- (a) A meeting of Directors may be convened by the Chairperson or by a majority of the Board and shall be held at the registered office of the Corporation or at any

place within or outside Ontario as the person calling the meeting may determine and, on such day, and at such time as the person calling the meeting may appoint.

- (b) Subject to subsection 6.2(c), the newly elected Directors may without notice hold their first meeting immediately following the Annual Meeting at which such Directors are elected (provided a quorum of Directors is present), for the purposes of:
  - (i) organization and the appointment of Officers; and
  - (ii) the admission of the Members referred to in subsection 3.1(a)(ii).<sup>16</sup>

## 6.2 NOTICE

- (a) Subject to subsection 6.2(c), or to notice being waived under section 11.6, notice of the date, time and place of a meeting of Directors shall be given to each of the Directors by:
  - (i) courier, personal delivery or telephonic, electronic or other communication facility at least five (5) days; or
  - (ii) by mail at least fourteen (14) days;

before the day on which the meeting is to be held.
- (b) Except where the Governing Documents require it, notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.
- (c) If a meeting of the Directors is held immediately following a meeting at which one or more Directors are elected or appointed, no notice shall need to be given to the newly elected or appointed Director(s), provided that a quorum of Directors is present at the meeting, and that all such newly elected or appointed Director(s) were notified prior to the meeting that it may be held without notice.

## 6.3 QUORUM

- (a) A quorum for the transaction of business at any meeting of the Directors shall be a majority of the number of Directors determined in accordance with section 5.3.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

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<sup>16</sup> Section 4.05 current By-laws.



- (c) No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

#### **6.4 CHAIR OF MEETINGS**

- (a) The Chairperson, or in the Chairperson's absence, the Vice-Chairperson (if any), shall be the chair at all meetings of the Directors.
- (b) If the Chairperson and Vice-Chairperson are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, the Directors present shall choose one of their number as the chair of the meeting.

#### **6.5 ADJOURNMENT**

- (a) Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place.
- (b) 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.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) 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 original meeting.

#### **6.6 REGULAR MEETINGS**

- (a) The Chairperson may appoint a day or days in any month or months for regular meetings of the Directors at a place or hour to be named by the Chairperson.
- (b) Notice fixing the place and time of regular meetings of the Directors shall be sent to each Director in accordance with subsection 6.2(a), and no other notice shall be required for any such regular meetings.

#### **6.7 VOTING**

- (a) Each Director is authorized to exercise one (1) vote.

- (b) No person may act for an absent Director at a meeting of Directors.
- (c) Questions arising at any meeting of Directors shall be decided by Ordinary Resolution unless otherwise specified in the Governing Documents.
- (d) In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.<sup>17</sup>
- (e) In the case of meetings by telephonic or other electronic means, the vote may be taken by facsimile transmission or another method of communication which produces a paper record.
- (f) A declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority 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 recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Directors upon the said question.

#### **6.8 PARTICIPATION BY ELECTRONIC MEANS**

- (a) If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting, including for the purposes of quorum.
- (b) Quorum at meetings held by telephonic or electronic means shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each meeting.

#### **6.9 RESOLUTION IN WRITING**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors.

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<sup>17</sup> Section 4.06 of the current By-laws states that the Chairperson is not entitled to an extra or casting vote in the event of a tie vote.

## 7. OFFICERS

### 7.1 APPOINTMENT

Subject to the Articles and the By-laws:

- (a) the Directors shall appoint the following Officers from amongst the Directors:
  - (i) a Chairperson;
  - (ii) one or more Vice-Chairpersons;
  - (iii) a Secretary; and
  - (iv) a Treasurer.
- (b) the Directors shall appoint an individual of full capacity to hold the office of the President/Chief Executive Officer.
- (c) two (2) or more offices may be held by the same person, and where the same person holds the offices of Secretary and Treasurer, that individual may, but need not, be known as the Secretary-Treasurer; and
- (d) the Directors may from time to time appoint such other Officers and agents as they shall deem necessary who shall have such authority and perform such duties as may be prescribed by the Directors.

### 7.2 TERM

- (a) The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be appointed for a minimum term of two (2) years by the Directors from among their number at the first meeting of the Directors pursuant to subsection 6.1(b). In default of such appointment the then-incumbent Officers, so long as they are Directors, shall maintain their offices until their successors are elected.
- (b) All other Officers shall hold office from the time of an Officer's appointment to the time of the first meeting of the Directors held after the following Annual Meeting, or until an Officer's successor is appointed, whichever is earlier.<sup>18</sup>

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<sup>18</sup> The notes in the current By-laws provide that officers are to be elected for one (1) year terms.

### 7.3 REMOVAL OF OFFICERS

Officers (other than Officers who are employees of the Corporation, if any) shall be subject to removal by Ordinary Resolution of the Directors at any time, with or without cause.

### 7.4 REMUNERATION OF OFFICERS

- (a) The Officers, other than Officers who are employees of the Corporation, shall serve as such without remuneration.
- (b) The remuneration of all Officers who are employees of the Corporation shall be determined from time to time by Ordinary Resolution of the Directors.
- (c) Notwithstanding subsection 7.4(a), all Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

### 7.5 DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

### 7.6 POWERS AND DUTIES

- (a) All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall, respectively, subject to the Act, have and perform all powers and duties incident to their respective offices and such other powers and duties, respectively, as may from time to time be assigned to them by the Directors.
- (b) Unless the Directors determine otherwise, the duties of the Officers shall include the following:
  - (i) **Chairperson.** The Chairperson shall fulfill the duties of the chair under the Act, shall be the chair of the Board and shall preside at all meetings of the Directors and the Members. The Chairperson shall be an ex officio member of all committees of the Corporation.<sup>19</sup>
  - (ii) **Vice-Chairperson.** The Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson's in the absence or disability of

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<sup>19</sup> The ONCA requires the Corporation to appoint a Director as the chair of the board to carry out the duties of the chair in accordance with the By-laws.

Chairperson, together with such other duties, if any, as may be from time to time assigned by the Board.

- (iii) **President/Chief Executive Officer.** The President/Chief Executive Officer shall implement the policies and strategies established by the Board.
- (iv) **Secretary.** The Secretary shall be ex-officio clerk of the Board and shall attend at and record all proceedings, through the taking of notes or minutes, at all meetings of the Members and the Board. The Secretary shall give all notices required to be given to the Members and to the Directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which the Secretary shall deliver up only when authorized by a resolution of the Directors to do so and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Directors. The Secretary may, as circumstances reasonably require, delegate any of these duties to others acceptable to the Directors from time to time.
- (v) **Treasurer.** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall put into place procedures for the deposit of all monies or other valuable effects in the name and to the credit of the Corporation in such bank, other financial institution or other location, as may from time to time be designated or permitted by the Directors. The Treasurer shall put into place procedures for the disbursement of the funds of the Corporation under the direction of the Directors and shall render to the Directors at the regular meetings of the Directors or whenever required of the Treasurer, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer may, acting reasonably, delegate any of these duties to others acceptable to the Directors, from time to time.

## 7.7 AGENTS AND EMPLOYEES

- (a) The Directors may appoint such agents and engage such employees as the Directors shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.
- (b) The remuneration of all agents and employees of the Corporation shall, subject to the other provisions of this By-law, be fixed by the Directors by resolution.

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## **8. PROTECTION OF DIRECTORS AND OFFICERS**

### **8.1 LEGAL REQUIREMENTS FOR INDEMNIFICATION AND INSURANCE<sup>20</sup>**

- (a) The Corporation's ability to provide indemnification under section 8.2 and purchase insurance under section 8.3 is subject to any restrictions and requirements under any applicable laws and regulations, including, but not limited to, under the Act and the CAA.
- (b) Without limiting the foregoing, the Directors shall ensure that the requirements under the CAA are met at the time indemnification is being sought.

### **8.2 INDEMNIFICATION<sup>21</sup>**

- (a) Subject to the Act and to section 8.1 and subsection 8.2(b), the Corporation may indemnify every Director, Officer, 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.
- (b) The Corporation shall not indemnify an individual under subsection 8.2(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (c) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires.

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<sup>20</sup> As a registered charity that operates in Ontario, JVS Toronto is subject to requirements for indemnification and insurance under the ONCA and the CAA. It must also comply with the requirements under the CAA at the time that an indemnity is being requested or the purchase of insurance is being considered, and in some cases these requirements differ from the provisions of the ONCA. We amended the provisions of the current By-laws dealing with indemnification and insurance to more clearly reference the requirements under the CAA.

<sup>21</sup> We included the basic requirements for indemnification under the ONCA. If JVS Toronto is called upon to provide an indemnity, the Directors should consult all of requirements for indemnification in the CAA and the ONCA.

- (d) 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.

### **8.3 INSURANCE<sup>22</sup>**

- (a) Subject to section 8.1, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 8.1(a) against any liability incurred by the individual:
  - (i) in the individual's capacity as a Director or Officer; or
  - (ii) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
- (b) The cost of such insurance shall be paid for out of the funds of the Corporation.

### **8.4 STANDARD OF CARE**

- (a) Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall:
  - (i) act honestly and in good faith with a view to the best interests of the Corporation; and
  - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) The requirements in subsection 8.4(a) are intended to supplement, and not to limit, the duties of Directors and Officers under any other laws, including, without limitation, under charity law.

## **9. CONFLICTS OF INTEREST**

The Directors and Officers shall comply with the conflict of interest requirements under the Act, the conflict of interest requirements applicable to directors and officers of charities in Ontario, and the requirements under any relevant policies of the Corporation.

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<sup>22</sup> We included the basic requirements for the purchase of insurance under the ONCA. The Corporation should also consult the CAA for the requirements with respect to the purchase of D & O insurance.

## **10. FINANCIAL MATTERS**

### **10.1 FINANCIAL YEAR**

The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of March in each year or on such other date as the Directors may by Ordinary Resolution determine, subject to approval by the Canada Revenue Agency.

### **10.2 APPOINTMENT OF AUDITOR OR OTHER PERSON**

- (a) Subject to subsection 10.2(b), the Members in good standing shall, by Ordinary Resolution, at each Annual Meeting appoint an Auditor who meets the qualifications set out in the Act to hold office until the close of the next Annual Meeting.
- (b) Subject to subsection 10.2(d), any vacancy in the office of the Auditor shall be filled immediately by the Directors, provided that if there is no quorum of Directors in office, the vacancy shall be filled in accordance with the Act.
- (c) The remuneration of the Auditor shall be fixed by the Directors.
- (d) The Members in good standing may, by Special Resolution passed at a Special Meeting of which notice of intention to pass the resolution has been given, remove any Auditor before the expiration of the Auditor's term of office and another Auditor shall be appointed in such Auditor's stead for the remainder of the term by Ordinary Resolution passed by the Members at that meeting or, if the Members do not do so, by the Directors pursuant to subsection 10.2(b).
- (e) The Auditor shall not be entitled to give the Corporation a statement giving reasons for resigning or for opposing their removal

### **10.3 ANNUAL FINANCIAL STATEMENTS**

- (a) The Corporation shall place before the Members at every Annual Meeting a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act.<sup>23</sup>
- (b) The Corporation shall, at least twenty-one (21) days before each Annual Meeting, give a copy of the documents referred to subsection 10.3(a) to all Members in good

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<sup>23</sup> Subsection 84(1) provides that the Directors must place before the Members at every annual meeting a copy of the financial statements, the report of the Auditor, and any further information respecting the financial position of the corporation and the results of its operations required by the Articles/By-laws.



standing who have informed the Corporation that the Members wish to receive a copy of those documents.

#### **10.4 BANKING<sup>24</sup>**

- (a) The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- (b) Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- (c) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Directors may from time to time designate.

#### **10.5 BORROWING POWER<sup>25</sup>**

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;<sup>26</sup>
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- (d) pledge or sell such bonds, debentures or other securities for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
- (e) secure any obligation of the Corporation by mortgage, hypothecate or pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real and personal, movable or immovable, property of the Corporation; and

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<sup>24</sup> This section is a standard clause in our ONCA template By-laws but is not required by the ONCA

<sup>25</sup> Subject to the Articles or the By-laws, default borrowing powers are provided to the Directors without authorization of the Members under subsection 85(1).

<sup>26</sup> Subsection 1(1) defines a “debt obligation” as a bond, debenture, note or other evidence of indebtedness or guarantee of a corporation, whether secured or unsecured.

- (f) delegate the powers conferred on the Directors under this subsection to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.

The powers conferred by this section 10.5 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by the Directors or Officers independently of this By-law.

## **10.6 FUNDRAISING<sup>27</sup>**

The Directors shall take such steps as the Directors may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation set out in the Articles.

## **11. NOTICES AND OTHER DOCUMENTS**

### **11.1 SERVICE**

- (a) Any notice, resolution or other document required by the Governing Documents to be sent to:
  - (i) any Member shall be sent to such Member at the Member's latest address as shown in the records of the Corporation in accordance with section 4.4;
  - (ii) any Director or Officer shall be sent to the Director or Officer at the Director's or Officer's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act* (Ontario), whichever is the more current, in accordance with subsection 6.2; and
  - (iii) the Auditor shall be sent to the Auditor's business address by prepaid mail, courier, personal delivery or telephonic, electronic or other communication facility.
- (b) Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- (c) Each notice sent by prepaid mail shall be deemed to have been received on the fifth day after it was sent or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.

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<sup>27</sup> This section is a standard clause in our ONCA template by-laws but is not required by the ONCA.

## **11.2 SIGNATURE TO NOTICES**

The signature of any Director or Officer to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

## **11.3 COMPUTATION OF TIME**

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of sending of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date of the meeting or other event shall be included.

## **11.4 PROOF OF SERVICE**

A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Auditor or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer and the Auditor, as the case may be.

## **11.5 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS**

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

## **11.6 WAIVER OF NOTICE**

- (a) Any person may waive any notice, or waive or abridge the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- (b) In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice before or after the date of such meeting.

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- (c) A waiver of notice shall be given in writing or by electronic means in accordance with the *Electronic Commerce Act, 2000*, addressed to the Secretary.
- (d) Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## 12. ARTICLES AND BY-LAWS

### 12.1 ENACTMENT, AMENDMENT AND REPEAL

- (a) Subject to subsections 12.1(b) and (c), unless the Articles or the By-laws otherwise provide, the Directors may from time to time, by Ordinary Resolution, approve amendments to the Articles, or make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in paragraph 103(1) (g), (k), or (l) of the Act, namely:
  - (i) add, change or remove a provision respecting the transfer of a membership;
  - (ii) change the manner of giving notice to Members entitled to vote at a Members' Meeting; or
  - (iii) change the method of voting by Members not in attendance at a Members' Meeting.
- (b) Subject to subsection 12.1(c):
  - (i) the Directors shall submit any new, amended or repealed By-law that the Directors approve to the Members at the next meeting of Members, for confirmation by the Members in good standing by Ordinary Resolution; and
  - (ii) any new By-law, amendment or repeal is effective from the date it was approved by the Directors until the next meeting of the Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the Act or if it is rejected by the Members.
- (c) A Special Resolution of the Members is required to amend the Articles or to make any new, amended or repealed By-law in respect of the matters referred to in subsection 103(1)(a)-(m) of the Act and any such new, amended or repealed By-law shall be effective from the date of the Special Resolution of the Members at which it is approved.

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**12.2 REPEAL OF BY-LAWS**

- (a) All previous By-laws are hereby repealed.
- (b) The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.
- (c) All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

**12.3 EFFECTIVE DATE OF THESE BY-LAWS**

These By-laws shall come into force and effect on the date that a Certificate of Amendment is first issued to the Corporation under the Act.

**APPROVED** by the Directors on the ● day of ●, 2024.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members on the ● day of ●, 2024.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

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