

Mississauga Heritage Foundation Inc.
Bylaws

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A by-law relating generally to
the conduct of the affairs of
The Mississauga Heritage Foundation Incorporated
(the “Corporation”)

BE IT ENACTED as a by-law of The Mississauga Heritage Foundation Incorporated (the “**Corporation**”) as follows:

ARTICLE 1
DEFINITIONS AND INTERPRETATION.

1.1. Definitions.

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

- (a) “**Act**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Corporation;
- (c) “**Auditor**” means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**By-law**” means this by-law and any other by-law of the Corporation as amended which are, from time to time, in force and effect;
- (f) “**Director**” means an individual who is a member of the Board;
- (g) “**Extraordinary Resolution**” means a resolution that is:
 - (h) submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the votes cast; or
 - (i) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;
- (j) “**Meeting of Members**” means an annual meeting, a special meeting, or an annual and special meeting of members;
- (k) “**Member**” means a person who has been admitted to membership in the Corporation pursuant to the provisions of this By-law and whose membership has not been terminated in accordance with the Act and the By-law;
- (l) “**Ordinary Resolution**” means a resolution that:

- (i) is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or
- (ii) is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;

(m) “Public Benefit Corporation” means:

- (i) a charitable corporation; or
- (ii) a non-charitable corporation that receives more than \$10,000 or other amount prescribed by the Regulations in a financial year:
 - (A) in the form of donations or gifts from persons who are not members, directors, officers or employees of the corporation; or
 - (B) in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government.

A non-public benefit corporation is a corporation which does not meet the test of a public benefit corporation;

- (n) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of s. 56 of the Act;
- (o) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (p) “**Special Business**” has the meaning set out in Section 7.6; and
- (q) “**Special Resolution**” means a resolution that:
 - (i) is submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or
 - (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.

1.2. **Interpretation.**

In the interpretation of this By-law, words in the singular include the plural and *vice versa*, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

ARTICLE 2 BOARD OF DIRECTORS

2.1. Number of Directors.

The Board shall consist of not fewer than six (6) nor greater than twelve (12) Directors. The number of directors to be elected at the annual Meeting of the Members shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director.

2.2. Qualifications.

Each Director shall be an individual who is not less than 18 years of age. No person shall be a Director who has been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt. Each Director must be a resident of or employed in Mississauga and must have a genuine interest in heritage matters. None of the Directors that have been elected or appointed may have a criminal record. Each Director must satisfy all other requirements for being a Director under this By-law. Prior to becoming a Director, or within 10 days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board should the Board create a consent procedure. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.

2.3. Directors Ceasing to Hold Office.

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with the Act, or no longer fulfills all of the qualifications to be a Director set out in the Act or in Section 2.2 of this By-law, as determined in the sole discretion of the Board.

2.4. Election and Term.

The Directors shall be elected at an annual Meeting of Members.

The term of office for a Director shall be for three (3) years or until a successor has been duly elected. In order to maintain a rotation system, one-third of the number of Directors on the Board shall be elected annually to fill the positions of the Directors or their successors who have completed a three (3) year term of office.

The nominees shall be divided into three (3) groups of four. One group shall be elected for a one (1) year term, the second group shall be elected for a two (2) year term and the third group shall be elected for a three (3) year term. Following this, all members standing for election or re-election shall, if elected, serve for a three-year term.

In addition to the elected members of the Foundation, members of the Council of the City of Mississauga shall serve as a Director, provided Council has duly appointed him/her to the Board. Without regard to the number of Council members appointed to the Foundation, the members of the Council will have a collective one (1) vote.

One (1) member of the Mississaugas of the New Credit First Nation shall serve as a Director, provided the Band Council of the Mississaugas of the New Credit First Nation has duly appointed him/her to the Board. This member is not subject to election by the membership and is exempt from the Mississauga residency/employment requirement.

Other persons may be invited to sit as observers on the Board at the discretion of the Directors.

2.5. Directors' Compensation.

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

2.6. Removal of Directors.

The Board of Directors may, by majority resolution, remove any Director from office for any of the following reasons:

- a) Membership fees in arrears for more than sixty (60) days;
- b) Absence from 30% of scheduled Board meetings per year;
- c) Violations of the conflict of interest provisions in the Constitution and the Bylaws;
- d) Serious breach of the resolutions or policies of the Board;
- e) That, if in the opinion of the Board a Director is not contributing to the dialogue and development of the organization in a positive way and/or does not support its beliefs and mandate, the Director may be removed from the Board. This will apply to any director that is elected or appointed.

The following statistics will be provided on a voluntary basis, along with the biography of each candidate standing for re-election. From 2005 onward, provision of these statistics will be mandatory:

- Number of board meetings attended (Directors must attend a minimum of eight (8) out of eleven (11) meetings);
- Number of MHF functions attended;

- Description of committee work; and
- Resident/non-resident of Mississauga.

2.7. **Appointment of Additional Directors.**

If, in between Meetings of Members, the Directors increase the size of the Board, the Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

2.8. **Management Committee.**

Whenever the Board consists of more than five Directors, the Board may elect from its members a management committee (which may be known as the “**Executive Committee**”) of not less than three Directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

2.9. **Audit Committee.**

The Board may appoint an Audit Committee comprising of one or more directors and, if it does, the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates. The Audit Committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

2.10. **Nomination Committee.**

The Board may, prior to each annual meeting of members, appoint a Nominating Committee of at least three members of the Foundation that will include the Past President, and the Executive Director, to make nominations to the Board for the ensuing year. Candidates for the office of Director shall consist of those members whose names are put in nomination prior to the date established for the closing of nominations. The Nominating Committee shall prepare a list of nominees to the Board. The list shall be sent by mail, fax or e-mail to all members at least ten (10) days prior to the time fixed for the annual meeting of members.

Any member may make a nomination by delivering the same by mail, to the Chair of the committee, together with the written consent of the nominee prior to the close of the nomination period. Nominations from the floor will not be done at the meeting but will be reviewed by the Nominations Committee.

The Chair of the Committee shall be the Past-President of the Foundation. If the immediate former president is not a member of the Board, then the Board will appoint a chair.

2.11. Other Committees.

The Board may establish such other committees as it may require from time to time, with such Members and on such terms as the Board shall determine. All committees shall be responsible to the Board and shall be chaired by a Director. All voting members of committees shall be members in good standing of the foundation.

2.12. Honourary Council

The Board of Directors shall be empowered to create honourary members, or an honourary council comprised of Youth and/or Elders, without voting privileges on the Board.

**ARTICLE 3
DIRECTORS' MEETINGS.**

3.1. Calling of Meetings.

Meetings of the Board may be called by the Chair of the Board, or any two Directors, at any time. There shall be a minimum of nine (9) meetings of the Board per year. Each meeting should have an agenda and minutes circulated before the meeting. The Board may appoint a day or days in any month for regular meetings at an hour to be named. A Board meeting may also be held immediately without notice, following the annual meeting of the Foundation. The Directors may consider or transact any business either special or general at any meeting of the Board. The Board may move to conduct meetings "in camera" either in whole or in part.

No error or omission in giving notice for a meeting of Directors shall invalidate or make void any proceedings taken at such meeting. The Directors may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken thereat.

3.2. Notice of Meetings.

No formal notice of any such meeting shall be necessary if all the Directors are present. Alternatively, any absent Director must have signified their consent to a meeting being held in their absence. Directors' meetings may be formally called by the President, Vice-President or the Secretary on direction of the President or Vice-President, or the Secretary or the Executive Director on direction in writing from two directors. Notice of such meetings shall be delivered, telephoned, e-mailed or faxed to each Director not less than one (1) day before the meeting is to take place. The declaration of the President or Secretary that notice has been given shall be sufficient and conclusive evidence of giving notice.

3.3. Quorum.

Quorum shall be a majority. Should a quorum of Directors not be present, the meeting can decide to transact business and have their decisions be ratified at the next meeting where a quorum is present.

3.4. Adjournment of Meetings.

Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment:

- i) The time of the continued meeting.
- ii) If applicable, the place of the continued meeting.
- iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.5. Notice of Meeting by Telephonic or Electronic Means.

If the Directors may attend a meeting, including the first meeting of the directors after incorporation, by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If the meeting is to be held entirely by one or more telephonic or electronic means, then the notice of the meeting need not specify a place of the meeting.

3.6. Participation by Telephonic or Electronic Means.

Any person entitled to attend a meeting of Directors may participate in the meeting by telephonic or electronic means which permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present in person at that meeting.

3.7. Meetings Held Entirely by Telephonic or Electronic Means.

The Chair of the Board, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by telephonic or electronic means which permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present in person at that meeting.

3.8. Votes to Govern.

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall be entitled to a vote.

Each resolution presented at a meeting of the Board shall be voted upon by poll, which may be conducted by show of hands, or by other visual, auditory, or electronic signs given by the Directors, as determined by the chair of the meeting. Whenever a vote by poll shall have been taken upon a question, 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 Board upon the said question.

3.9. Casting Vote.

In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall not be entitled to a second or casting vote and the resolution shall fail.

3.10. Resolution in Lieu of Meeting.

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

3.11. Confidentiality.

Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. **If requested by the Corporation, each** Director, officer, committee member, employee and volunteer shall execute and be bound by the Corporation's code of conduct, of any, or such other agreement as the Corporation may provide to this effect.

3.12. Conflict of Interest.

Every Director and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in s. 41 of the Act, and in accordance with any code or policy of the Board then in effect, passed in accordance with Section 11.3.

Subject to and in accordance with the Act, a Director or officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the

meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

3.13. **Procedure.**

The chair of a meeting of Directors will conduct the meeting and determine the procedure to be followed at the meeting. Notwithstanding the foregoing, procedure at all meetings of Directors shall be determined by [the latest edition of *Nathan and Goldfarb's Company Meetings* (currently 12th edition)], unless otherwise provided for in a By-law or any resolution, rule or regulation made under it.

ARTICLE 4 APPOINTMENT AND DUTIES OF OFFICERS.

4.1. **Appointment of Officers.**

The Directors may, from time to time, designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director, unless this By-law otherwise provides. Two or more offices may be held by the same individual.

4.2. **Description of Offices.**

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

- (a) **President.** The President shall, when present, preside at all meetings of the members of the Foundation and of the Board. Subject to the authority of the Board, the President shall be responsible for the good governance of the Foundation. The President shall at all reasonable times give to the Directors all information they may require regarding the affairs of the Foundation. The President with one other officer appointed by the Board for the purpose shall sign all by-laws.
- (b) **Vice President.** During the absence or inability of the President to fulfill his/her duties, the Vice-President may exercise those duties and powers. Under those circumstances, the Vice-President, or other director as the Board may appoint for the Purpose, shall exercise any duty or power ordinarily exercised by the President.
- (c) **Secretary.** The Secretary shall attend all meetings of the Board and record, or cause to be recorded facts and minutes of all proceedings in books kept for that purpose. The Secretary shall ensure that proper notice is given to members and directors and is in accordance with the constitution and by-laws of the Foundation.
- (d) **Treasurer.** The Treasurer, or person performing the usual duties of a Treasurer, shall ensure that a full and accurate account of all receipts and disbursements of the

Foundation be kept in proper books of account. The Treasurer shall ensure that the deposit of all monies or other valuable effects, in the name and to the credit of the Foundation, be made in such financial institution as may be designated by the Board. The Treasurer shall ensure that the disbursement of funds of the Foundation complies with the direction of the Board, and shall give to the Board at its regular meetings whenever required, an account of all transactions and the financial position of the Foundation. The Treasurer shall also perform such other duties as may be determined by the Board. The Treasurer may, with the agreement of the Board, appoint a member of the Foundation to assist in the above duties.

- (e) **Duties of the Past-President.** If the immediate former President is a member of the Board of Directors, then that person shall be designated "Past-President" and will chair the Nominating Committee.
- (f) **Other Officers.** The powers and duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the Board or President requires of them.

4.3. **Variation of Duties.**

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.4. **Term of Officers.**

Unless so removed, each office shall be held, other than the Treasurer, for a maximum of two (2) consecutive three (3) year terms by the same person. No restrictions shall apply to the Treasurer.

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

4.5. **Meeting of Officers.**

The quorum for the Executive Committee shall be three (3) or a simple majority of the Executive Officers, whichever is greater.

ARTICLE 5 INDEMNIFICATION.

5.1. **Limitation of Liability.**

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon

which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

5.2. Indemnity of Directors and Officers.

Every Director and officer of the Corporation, every former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the corporation or such body corporate if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that such conduct was lawful.

5.3. Insurance.

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in s. 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or officer of the Corporation; or
- (b) in the individual's capacity as a Director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 6 MEMBERSHIP CONDITIONS.

6.1. One Membership Class.

Subject to the Articles, there shall be one class of Members in the Corporation.

Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, who have applied for and been accepted into membership in the

Corporation by resolution of the Board or in such other manner as may be determined by the Board and have paid all of their dues and fees for their membership category.

The Categories of membership include Regular (individual, senior and student), Family, Non-Profit Organizations/schools, corporate and Honourary, including Lifetime Members.

Each Member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation.

The Board may develop a membership admittance policy, pursuant to Section 11.3, outlining the specific criteria for admittance to membership in the Corporation.

6.2. Term of Membership.

Membership shall be effective from the date of admission until terminated in accordance with the By-law.

6.3. Transfer of Membership.

A membership may not be transferred to any individual or corporation.

6.4. Membership Dues.

The Board may require Members to pay annual membership dues and special assessments and may determine the manner in which the dues and special assessments are to be paid, and the Board may set different rates for Members based on relevant criteria established by the Board from time to time. Members shall be notified in writing of the membership dues and special assessments, if any, at any time payable by them and, if any are not paid within 30 days after the due date set out in the notice, the Corporation shall send a second notice, and if the dues and special assessments are not paid within a further 30 days after the second notice, the Member(s) in default shall thereupon cease to be Members of the Corporation.

6.5. Good Standing.

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay the annual membership dues and special assessments, if any, pursuant to Section 6.4 when due and owing, and such Member is not in good standing for so long as the dues and special assessments remain unpaid; or
- (b) a Member who has been suspended or declared otherwise not to be in good standing pursuant to a disciplinary proceeding in accordance with Section 6.8.

A Member not in good standing is not entitled to call, attend or vote at Meetings of Members. This requirement may be waived at the discretion of the Board.

6.6. Termination of Membership.

A membership in the Corporation is terminated when:

- (a) the Member dies or resigns, or, in the case of a corporate Member, is dissolved];
- (b) the Member is expelled, or the membership is otherwise terminated in accordance with the Articles or By-law;
- (c) the Member's term of membership expires;
- (d) the Member does not confirm the Member's membership in the Corporation within 60 days of receiving a confirmation of membership request sent by the Corporation to the last known address or e-mail address of the Member; or
- (e) the Corporation is liquidated and dissolved under the Act.

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

6.7. Discipline or Termination of a Member.

The Board shall have authority to discipline, suspend or terminate the memberships of any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, or any By-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Any discipline or termination of membership must comply with this By-law.

6.8. Procedure for Discipline, Suspension or Termination.

- (a) Upon 15 days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 6.7.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension 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, suspension or termination of membership.

- (c) If written submissions are received, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) Subject to the Act, the Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 7

MEETINGS OF MEMBERS.

7.1. Notice of Meetings.

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, and to the Directors and the Corporation's Auditor, not less than 10 days and not more than 50 days before the meeting in accordance with Article 9 of this By-law.

If a person is entitled to attend a Meeting of Members by telephonic or electronic means, a notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. Any meeting held in such a manner must enable all participants to reasonably participate, and such participants are deemed to be present in person at that meeting.

If the Meeting of Members is to be held entirely by one or more telephonic or electronic means, then notice of the meeting is not required to specify a place of the meeting.

7.2. Record Date.

The Directors may fix a date as the record date for:

- (a) determining Members entitled to receive notice of a Meeting of Members;
- (b) determining Members entitled to vote at a Meeting of Members;
- (c) determining Members entitled to participate in a liquidation distribution; or
- (d) determining Members for any other purpose.

A record date must not be more than 50 days before the day of the event or action to which it relates.

7.3. Timing of Annual Meeting of Members.

The Annual Meeting of Members shall be held on or before the 31st day of May each year. Notice to membership of the annual general meeting shall be given by mail or otherwise at least ten (10) business days prior to the date of the meeting.

7.4. Place of Meetings.

The annual or any general meeting of the members shall be held at the Head Office of the Foundation or, subject to compliance with s. 53 of the Act, Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree or the Articles so provide, outside Ontario.

A Meeting of Members held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means is deemed to be held at the registered office of the Corporation.

7.5. Information to be Furnished in Advance of Meeting.

Not less than 5 business days, or another number of days that may be further prescribed in Regulations, before each Meeting of Members, the Corporation shall give a copy of the approved financial statements, 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 or the By-law, to all Members who have informed the Corporation that they wish to receive a copy of those documents. The documents required to be given under this section may be provided to Members in the manner set out in Section 9.2.

7.6. Special Business.

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following:

- (a) consideration of the financial statements;
- (b) consideration of the audit or review engagement report, if any;
- (c) an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) election of Directors; and
- (e) reappointment of the incumbent Auditor.

7.7. Persons Entitled to be Present.

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or any By-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

7.8. Chair of Meeting.

The President shall chair any meeting.

If the President is absent, the Vice President shall chair, failing which, the Members who are present and entitled to vote at the meeting shall choose one of the Members to chair the meeting.

7.9. Quorum.

- (a) A quorum for the transaction of business at any annual or general meeting shall consist of not fewer than twenty (20) members present in person, or through a voting representative or representation by proxy.
- (b) If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (c) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (d) Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than 30 days.

7.10. Votes to Govern.

At any Meeting of Members every question shall, unless otherwise required by the Articles or any By-law or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either by poll vote or by ballot, the chair of the meeting in addition to an original vote shall not have a second or casting vote and the question shall fail. Before or after a poll vote has been taken upon any question, the chair may require, or any Member or proxyholder present and entitled to vote may demand, a ballot. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot be so required or demanded, a declaration by the chair 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 *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

7.11. Participation by Telephone or Electronic Means.

If the Corporation chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting must be enabled to reasonably participate in the meeting by means of such telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present in person at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to

vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose.

7.12. Meeting Held Entirely by Telephonic or Electronic Means.

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A meeting held entirely by electronic means is deemed to be held at the registered office of the Corporation, whereby all participants are deemed to be present in person at the meeting.

7.13. Voting by Members not in Attendance at a Meeting of Members.

A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by telephonic or electronic means, in addition to or instead of voting by proxy.

7.14. Voting by Proxy.

Pursuant to s. 64(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, [who shall be Members of the Corporation/who are not required to 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:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by one or more telephonic or electronic means, or by a combination of one or more telephonic means and voting in person, or by way of ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands or one or more telephonic or electronic means or by a combination of one or more telephonic means and voting in person;
- (d) a proxy shall be in writing and shall be executed by the Member or such Member's attorney;
- (e) any form of proxy shall conform to the requirements set out in the Regulations; and
- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

7.15. Adjournment of Meetings.

- (a) Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than 30 days.

If a Meeting of Members is adjourned by one or more adjournments for an aggregate of less than 30 days, notice of the meeting that continues the adjourned meeting is not necessary, other than by announcement of all of the following at the time of an adjournment:

- (i) The time of the continued meeting.
- (ii) If applicable, the place of the continued meeting.
- (iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.16. Resolution in Lieu of Meeting.

A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

7.17. Procedure.

The chair of a Meeting of Members will conduct the meeting and determine the procedure to be followed at the meeting. Notwithstanding the foregoing, procedure at all Meetings of Members shall be determined by Robert's Rules of Order, unless otherwise provided for in the By-law or any resolution, rule or regulation made under it.

**ARTICLE 8
BANKING ARRANGEMENTS, CONTRACTS, *ETC.***

8.1. Execution of Documents.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by [any two officers or Directors/by the General Manager/President/by the Chair of the Board]. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

8.2. Banking Arrangements.

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

ARTICLE 9 NOTICES.

9.1. Giving Notice.

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, R.S.O. 1990, c. C.39 ("CIA"), whichever is the more current;
- (b) if mailed to such person at such person's recorded address by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier; or
- (c) if sent to such person by telephonic or electronic means, in accordance with Section 9.2 at such person's recorded address or telephone number for that purpose.

The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

9.2. Electronic Notice.

Any notice required to be sent to any Member, Director, officer, Auditor or member of a committee of the Board may be given electronically by e-mail to those Members, Directors, officers, Auditors or members of a committee of the Board with an e-mail address, unless such person has requested that the Corporation send notice by mail. Any such notice shall be accessible by the recipient so as to be usable for subsequent reference, and shall be capable of being retained by the recipient. A Member, Director, officer, Auditor or member of a committee of the Board who has not provided the Corporation with an e-mail address shall be sent notice by prepaid mail [or facsimile] to any such person's latest address as shown in the records of the Corporation or in the most

recent notice or return filed under the CIA, whichever is the more current, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Furthermore, notice provided which contains an electronic link or internet address which is accessible by remote means by the internet or other electronic means, whereby the recipient may review or download the notice or the materials related to the notice, shall satisfy this clause.

9.3. Errors or Omissions.

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

9.4. Computation of Time.

Where a given number of days' notice or notice extending over a period is required to be given under the By-law, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period, and the day on which such number of days or period expires shall be counted.

9.5. Undelivered Notices.

If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Corporation shall not be required to give any further notices or communications to that Member unless the Member informs the Corporation in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

9.6. Waiver of Notice.

Any Member (or such Member's duly appointed proxy), Director, officer or Auditor may waive any notice required to be given under the Act, the Articles or any By-law of the Corporation 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 the giving of such notice.

**ARTICLE 10
BY-LAW AMENDMENTS.**

10.1. By-laws, Amendment, or Repeal.

Unless the Act, the Articles or any By-law otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board, with the exception of matters referred to in s. 103(1)(g), (k) and (l) of the Act. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next annual meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

10.2. Repeal.

Subject to the provisions of Section 10.3 hereof, all prior By-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law are repealed.

10.3. Effect of Repeal of By-laws.

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

**ARTICLE 11
GENERAL.**

11.1. Corporate Seal.

The Corporation shall have a Corporate seal.

11.2. Financial Year End.

The financial year end of the Corporation shall be December 31st.

11.3. Policies.

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-law of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board and Member codes of conduct and conflict of interest as well as procedural and other requirements relating to the By-law as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

11.4. Invalidity of any Provision of This By-Law.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ENACTED BY THE DIRECTORS on the day of May, 2024.

CONFIRMED BY THE MEMBERS WITHOUT VARIATION on the day of May, 2024.

President

Secretary