

Black Legal Action Centre**GENERAL BY-LAW NUMBER 2019-1****TABLE OF CONTENTS**

	page #
1	INTERPRETATION 1
	1.01 Meaning of Words 1
2	MEMBERSHIP..... 3
	2.01 Composition 3
	2.02 Application for Membership 4
	2.03 Term of Membership 4
	2.04 Members' Rights..... 4
	2.05 Appointment of Authorized Representative..... 4
	2.06 Rights of Authorized Representative..... 4
	2.07 Transfer of Membership..... 5
	2.08 Termination of Membership 5
	2.09 Membership Dues 5
	2.10 Discipline of Members 5
	2.11 No Compensation for Members 6
3	BOARD OF DIRECTORS 6
	3.01 Board..... 6
	3.02 <i>Ex Officio</i> Director..... 7
	3.03 Qualifications..... 7
	3.04 Removal of Directors 7
	3.05 Vacancies..... 7
	3.06 Remuneration of Directors 8
4	ELECTION OF THE BOARD 8
	4.01 Election of Directors 8
	4.02 First Annual Meeting..... 8
	4.03 Term of Office..... 8
	4.04 Re-Election..... 8
	4.05 Elections..... 9
	4.06 Nominations 9
	4.07 Forms 9
5	MEETING OF DIRECTORS..... 9
	5.01 Calling Meetings 9
	5.02 Meeting following Annual Meeting 9
	5.03 Regular Meetings 9
	5.04 Notice of Meetings..... 9
	5.05 Meetings by Electronic Conference 10
	5.06 Quorum 10
	5.07 Voting..... 10
	5.08 Written Resolutions 10
	5.09 Adjournments 10
6	MEETINGS OF THE MEMBERS 10
	6.01 Annual Meeting 10
	6.02 Meetings by Electronic Conference 10
	6.03 Special Meeting..... 11
	6.04 Requisitioning a Meeting 11

6.05	Fixing a Record Date	11
6.06	Notice of Meetings	11
6.07	Those Entitled To Be Present	11
6.08	Quorum	12
6.09	Chair	12
6.10	Voting by Members	12
6.11	Electronic, Mail or Telephone Voting	13
6.12	Proxies	13
6.13	Ballot	13
6.14	Adjournments	13
6.15	Written Resolutions	13
7	BOARD REGULATIONS	14
7.01	Board Regulations	14
8	OFFICERS	14
8.01	Officers	14
8.02	Chair of the Board	14
8.03	Executive Director May Attend All Meetings	14
8.04	Remuneration of Officers or Employees	14
9	COMMITTEES	15
9.01	Committees	15
9.02	Executive Committee	15
9.03	Limits on Authority of Committees	15
10	CONFLICT OF INTEREST	15
10.01	Conflict of Interest	15
11	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	15
11.01	Insurance	15
11.02	Liability Exclusion	16
11.03	Indemnification of Directors, Officers and Others	16
11.04	Discontinuing Insurance	17
12	EXECUTION OF DOCUMENTS	17
12.01	Execution of Documents	17
13	BORROWING BY THE CORPORATION	17
13.01	General Borrowing Authority	17
14	FINANCIAL YEAR	17
14.01	Financial Year Determined	17
15	AUDITOR	18
15.01	Board May Make Initial Appointment	18
15.02	Annual Appointment	18
15.03	Removal of Auditor	18
15.04	Vacancy in the Office of Auditor	18
15.05	Remuneration of Auditor	18
16	NOTICE	19
16.01	When notice deemed given	19
16.02	Declaration of Notice	19
16.03	Computation of Time	19
16.04	Omissions and Errors	19
16.05	Waiver	19
17	BY-LAWS AND EFFECTIVE DATE	20
17.01	Effective Date of this By-Law	20
17.02	Amendments requiring Special Resolution	20
17.03	By-Laws and Effective Date	20

Black Legal Action Centre

GENERAL BY-LAW NUMBER 2019-1

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
- (b) “African Canadian” means a person who has at least one parent whose ancestry originates in the Black racial groups of Africa, including Afro-Caribbean, who may also be referred to as Black;
- (c) “Annual Meeting” means an annual meeting of Members as provided in section 6.01;
- (d) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; appointment of the Auditor or reappointment of the incumbent Auditor or person appointed to conduct a review engagement and, following the coming into force of the ONCA, an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
- (e) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including letters patent, supplementary letters patent, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization or articles of revival;
- (f) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 15;
- (g) “Authorized Representative” means a person named to act as an authorized representative of a Member pursuant to section 2.05;
- (h) “Black” means a person who has at least one parent whose ancestry originates in the Black racial groups of Africa, including Afro-Caribbean, who may also be referred to as African Canadian;
- (i) “Board” means the Directors of the Corporation from time to time;
- (j) “Board Regulation” means a regulation passed by the Board in accordance with Article 7;
- (k) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (l) “Corporation” means **Black Legal Action Centre**;
- (m) “Director” means a Director elected pursuant to Article 3;
- (n) “Discipline Committee” shall be a committee of the Corporation, constituted and governed pursuant to this By-Law and any other policies of the Board in effect from time to time;

- (o) “Extraordinary Resolution” means, once the ONCA comes into force, a resolution: (i) approved by at least eighty per cent (80%) of the votes cast at a Special Meeting duly called for the purpose of considering the resolution; or (ii) consented to by each Member of the Corporation (or Member’s attorney) entitled to vote at a meeting of the Members;
- (p) “Government Regulations” means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;
- (q) “Member” means a person who has become a Member in accordance with section 2.01;
- (r) “ONCA” means the *Not-for-profit Corporations Act, 2010*, S.O. c. 15, and any statute or regulations that may be substituted, as amended from time to time;
- (s) “Officer” means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (t) “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (u) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (v) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (w) “Special Meeting” means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 6.03;
- (x) “Special Resolution” means as follows:
 - (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of considering the resolution, or by the consent in writing of the Members entitled to vote; or
 - (ii) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by

at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney; and

- (y) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be. A Written Resolution is just as valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, there shall be three (3) classes of Members in the Corporation, comprised of the following:

- (a) **General Members**, who shall be those individuals that:
- (i) identify as Black or African Canadian;
 - (ii) are at least eighteen (18) years of age;
 - (iii) are normally resident in the province of Ontario;
 - (iv) have affirmed their interest in furthering the Corporation's purposes;
 - (v) have paid the requisite membership dues; and
 - (vi) have applied for and been accepted into membership pursuant to section 2.02.
- (b) **Organizational Members**, which shall be those corporations, legal entities, or unincorporated associations that:
- (i) are mandated or focussed on delivering services primarily to members of Canada's Black communities;
 - (ii) have affirmed their interest in furthering the Corporation's purposes;
 - (iii) have paid the requisite membership dues; and
 - (iv) have applied for and been accepted into membership pursuant to section 2.02.
- (c) **Legal Service Provider Members**, who shall be those individuals that:
- (i) identify as Black or African Canadian;
 - (ii) are at least eighteen (18) years of age;
 - (iii) are normally resident in the province of Ontario;
 - (iv) are lawyers or paralegals in good standing with the Law Society of Ontario;
 - (v) have affirmed their interest in furthering the Corporation's purposes;
 - (vi) have paid the requisite membership dues; and

- (vii) have applied for and been accepted into membership pursuant to section 2.02.

Notwithstanding the foregoing and subject to section 2.10, those individuals who are the Directors of the Corporation upon the confirmation of this By-Law in accordance with the Act, shall automatically become lifetime Members of the Corporation within one of the classes set out above as they so choose, without further formality, including the requirement to submit an application for membership or pay the requisite membership dues.

2.02 Application for Membership

Membership in the Corporation shall be available only to individuals and organizations, including corporations, legal entities, or unincorporated associations, that have delivered to the Secretary, or designate of the Secretary, a complete application and who have been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

2.03 Term of Membership

The term of membership of a Member shall expire on June 31 following admission as a Member. Membership may be renewed annually upon payment of any dues as and when required under section 2.09.

2.04 Members' Rights

Every Member in good standing shall be entitled to receive notice of, attend, speak and vote at all meetings of the Members of the Corporation at which they are entitled to vote.

2.05 Appointment of Authorized Representative

An Organizational Member shall, from time to time, in writing:

- (a) appoint a person who shall be its Authorized Representative;
- (b) remove and/or replace a person as its Authorized Representative.

Where the Organizational Member is a corporation or other legal entity, the Authorized Representative shall be a member of its Board or staff. Where the Organizational Member is an unincorporated association, the Authorized Representative shall be a member of the unincorporated association.

Such Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the Executive Director or to the Secretary, either of whom shall immediately update the Corporation's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to exercise the rights provided in section 2.06.

2.06 Rights of Authorized Representative

Unless the Corporation receives written notification from a Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Member in respect of a particular meeting or matter brought before the Members, the Authorized Representative shall be entitled to:

- (a) receive notice of any meeting the Member is entitled to receive;
- (b) act as the proxy holder of the Member in respect of any meeting of Members, as further described in section 6.11;

- (c) appoint another person as the proxy holder of the Member in respect of any meeting of Members, as further described in section 6.11;
- (d) attend, speak at, and vote at a meeting at which the Member is entitled to vote; and
- (e) execute a Written Resolution on behalf of the Member.

2.07 Transfer of Membership

Membership in the Corporation is not transferable.

2.08 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) if a General member or Legal Service Provider Member, the death of a Member;
- (c) the expiration of a Member's term of membership;
- (d) if an Organizational Member, the insolvency or dissolution of a Member;
- (e) the expulsion of a Member from the Corporation in accordance with section 2.10;
- (f) the liquidation or dissolution of the Corporation under the Act; or
- (g) the cessation of membership for failure to pay membership dues as provided in section 2.09.

2.09 Membership Dues

- (a) Until otherwise amended by Ordinary Resolution of the Board, the membership dues shall be as follows:
 - (i) five dollars (\$5) per year for General Members;
 - (ii) twenty-five dollars (\$25) per year for Organizational Members; and
 - (iii) five dollars (\$5) per year for Legal Service Provider Members.
- (b) The Board shall provide written notice to Members of the membership dues payable by them. Where membership dues are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.
- (c) Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of this section 2.09 prior to termination of the membership.
- (d) Any Member or prospective Member may apply to the Board, and the Board may authorise, a waiver of membership dues otherwise payable.

2.10 Discipline of Members

- (a) Upon the recommendation of the Discipline Committee of the Corporation, two-thirds (2/3rds) of which shall at all times be comprised of individuals who are not Directors, the Board shall have authority to suspend or expel any Member from the Corporation,

in accordance with the discipline policies of the Corporation in effect from time to time, for any one or more of the following grounds:

- (i) a material violation of any provision of the Articles, By-Laws, Board Regulations, or written policies of the Corporation; or
 - (ii) carrying out any conduct which may be detrimental to the Corporation, as set out in the discipline policies of the Corporation.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director, or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.
- (c) In the event that no written submissions are received, the Executive Director, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.10, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.11 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

3 BOARD OF DIRECTORS

3.01 Board

- (a) Subject to the Act or the ONCA, as applicable, the affairs of the Corporation shall be managed by a Board consisting of six (6) Directors, including one (1) *ex officio* Director described in section 3.02. Except for the *ex officio* Director listed in section 3.02, Directors shall be elected as Directors in accordance with section 4.01, provided that at all times the Board shall endeavor to reflect the diversity of Ontario's Black communities with respect to ancestry, creed (religion), place of origin, nationality, citizenship, sex, gender identity and expression, sexual orientation, age, disability, record of offences, receipt of public assistance, marital status, family status, and geography.
- (b) The number of Directors may be increased or decreased, to not less than three (3) Directors, in the following manner:
- (i) while the Act is in force, by Special Resolution as provided in section 1.01(x)(i); and
 - (ii) following the coming into force of the ONCA, the Members delegate to the Directors the right to fix the number of Directors from time to time.
- (c) In the event the Board increases the fixed number of Directors, it shall determine which category of membership is entitled to elect the candidate to fill the resulting vacancy.

3.02 Ex Officio Director

The person holding the position of Immediate Past Chair of the Corporation shall be an *ex officio* a Director of the Corporation.

3.03 Qualifications

Except for an *ex officio* Director, each Director shall:

- (a) with the exception of those individuals who are Directors of the Corporation immediately after confirmation of this By-Law, and with the exception of the first Annual Meeting, be a Member (or Authorized Representative of a Member) of the Corporation in good standing for at least six (6) months immediately prior to the Annual Meeting at which they are nominated for election;
- (b) meet the requirements for Directors as prescribed by the Act or the ONCA, as applicable;
- (c) identify as Black or African Canadian;
- (d) not be employed by the Corporation or be a spouse, partner, parent or child of an employee of the Corporation; and
- (e) have those skills or expertise determined to be a priority of the Board as established by the Board from time to time, which may include, but is not limited to, relevant financial skills, management skills, or legal skills.

If a person ceases to be qualified as provided in this section 1(b)(ii), the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.05.

3.04 Removal of Directors

- (a) With the exception of the *ex officio* Director listed in section 3.02, the Members may remove a Director from office before the expiration of the Director's term of office by a majority of the votes cast by the Members at a meeting duly called for the purpose of removing the Director.
- (b) Only the class of Members that elected the removed Director may elect a person to replace the removed Director for the remainder of the term of office.
- (c) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (d) Where the Members entitled to replace a removed Director do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05.

3.05 Vacancies

- (a) If any class or group of Members has an exclusive right to elect one (1) or more Directors and a vacancy occurs among those Directors, the remaining Directors elected by the class or group may fill the vacancy, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles for that class or group or from a failure to elect the number or minimum number of Directors provided for in the Articles for the class or group; or if there are no remaining Directors elected by the class or group, any member of the class or group may call a meeting of the class or group to fill the vacancy in accordance with section 3.05(b).

- (b) Subject to section 3.05(a), a vacancy among the Directors shall be filled only by a vote of the Members of any class or group having an exclusive right to elect one (1) or more Directors if the vacancy occurs among the Directors elected by that class or group.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors, other than the *ex officio* Director, shall be elected by the Members entitled to vote as follows:

- (a) General Members shall elect at least one third (1/3rd) of the total number of Directors from among their number, as nominated in accordance with this By-Law, who shall be known as “**General Directors**”;
- (b) Organizational Members shall elect at least one third (1/3rd) of the total number of Directors from among those individuals that are the Authorized Representatives of the Organizational Members in good standing, as nominated in accordance with this By-Law, who shall be known as “**Organizational Directors**”; and
- (c) Legal Service Provider Members shall elect at least elect one third (1/3rd) of the total number of Directors from among their number, as nominated in accordance with this By-Law, who shall be known as “**LSP Directors**”.

4.02 First Annual Meeting

Notwithstanding section 4.01, at the first meeting of Members called to elect Directors after the passage of this By-Law, the Board shall be elected collectively by the existing Members in the following manner:

- (a) three (3) Directors shall be elected for a term of two (2) years; and
- (b) three (3) Directors shall be elected for a term of one (1) year

Subsequently, the office of any Director whose term of office has expired shall then be filled for the term set out in section 4.03 by those Members entitled to fill the vacancy.

4.03 Term of Office

Except for the *ex officio* Director, the term of office of each Director shall be three (3) years, to expire at the third Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.04 Re-Election

Other than for the *ex officio* Director, each Director is eligible for election for two (2) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

4.05 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.06 Nominations

- (a) With the exception of the *ex officio* Director, candidates for the office of Director shall comprise the slate of candidates proposed by the Nomination Committee, two-thirds (2/3rds) of which shall at all times be comprised of individuals who are not Directors, and approved by the Board.
- (b) Prior to each Annual Meeting of the Members, the Board shall send to all Members in good standing, a notice of the vacancies on the Board to be filled at the Annual Meeting as well as an application for nomination, to be completed and returned to the Secretary, before the close of business on the thirtieth (30th) day prior to the date of the meeting of Members at which the election of Directors is held. Applications for nomination may only be submitted by those individuals who are interested in being included on the slate of candidates for election to the Board and there shall be no nominations from the floor of the meeting at which Directors are elected.
- (c) The Nomination Committee shall be required to provide the Board with a written report on the slate of candidates as provided in the Board Regulations.

4.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors and shall be held at the place specified in the notice.

5.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible but not more than ten (10) days following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director by courier, personal delivery, fax, e-mail or other electronic means in writing at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Meetings by Electronic Conference

- (a) If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least fifty-one per cent (51%) of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

5.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid. Any such resolution may be signed in counterparts and shall constitute one document when duly executed by all of the Directors.

5.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The first Annual Meeting shall be held within eighteen (18) months of incorporation and thereafter not later than fifteen (15) months following the last Annual Meeting, provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other

considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.04 Requisitioning a Meeting

The Members holding at least ten percent (10%) of the votes that may be cast at a meeting of the Members, may at any time requisition the Directors, in accordance with the Act or the ONCA, as applicable, to call a meeting of the Members for the purposes stated in the requisition.

6.05 Fixing a Record Date

Following the coming into force of the ONCA, the Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

6.06 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery;
- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members; or
- (d) in a publication of the Corporation sent to call Members entitled to vote.

6.07 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation; and

- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Members.

6.08 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least **10%** of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) Provided however that where:
 - (i) less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and
 - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,then two (2) persons present in person constitute a quorum.
- (d) 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.

6.09 Chair

In the absence of the Chair of the Board and the Vice-Chair, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

6.10 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation, the Act or the ONCA, as applicable or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.11 Electronic, Mail or Telephone Voting

Once the ONCA is in force, the Directors may provide for Members to vote by mail, telephonic or electronic means instead of or in addition to proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.12 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by the Authorized Representative.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

6.13 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If a vote by ballot is requested on the election of a chair, it must be taken immediately. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be a resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn by the Member that made the request at any time prior to the taking of the ballot.

6.14 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. Where a meeting is adjourned for less than thirty (30) days, announcement of the date of continuance of the adjourned meeting at the adjourned meeting shall be sufficient and no additional notice of continuation of the adjourned meeting shall be required.

6.15 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members,

provided that, following the coming into force of the ONCA, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7 BOARD REGULATIONS

7.01 Board Regulations

The Board may make Board Regulations and policies with regard to any matter not inconsistent with the Act and the By-Laws.

8 OFFICERS

8.01 Officers

- (a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting.
 - (i) while the Act is in force, a President (who shall be known as the Chair of the Board), elected by and from among the Directors;
 - (ii) once the ONCA is in force, a Chair of the Board, elected by and from among the Directors;
 - (iii) a Vice-Chair of the Board, elected by and from among the Directors;
 - (iv) a Secretary and a Treasurer, elected by and from among the Directors.
- (b) There may be such other Officers that may be established by Board Regulation from time to time.

8.02 Chair of the Board

The Chair of the Board shall supervise and control the operations of the Corporation if there shall be no Executive Director in office. The Chair of the Board shall, when present, preside at all meetings of the Board, the Executive Committee, and Members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board. The Chair may also be called the President.

8.03 Executive Director May Attend All Meetings

The Executive Director, if any, shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings that are held *in camera* or where the terms of employment, compensation or performance of the Executive Director are discussed.

8.04 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board

shall fix the remuneration of the Executive Director, if any. The Board shall fix the remuneration of any other employees.

9 COMMITTEES

9.01 Committees

Subject to the Act and the By-Laws, the Board may, by Board Regulation, appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

9.02 Executive Committee

The Board may appoint from among the Directors of the Corporation an Executive Committee and delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 9.03.

9.03 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

10 CONFLICT OF INTEREST

10.01 Conflict of Interest

In accordance with the Act or the ONCA, as applicable, and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.

- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

11.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.03 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

- (b) Such indemnity will only be effective:
- (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 11 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 11.

11.04 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

12 EXECUTION OF DOCUMENTS

12.01 Execution of Documents

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Corporation. All documents executed in accordance with the Board Regulations are binding on the Corporation without further action or formality.

13 BORROWING BY THE CORPORATION

13.01 General Borrowing Authority

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

14 FINANCIAL YEAR

14.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

15 AUDITOR

15.01 Board May Make Initial Appointment

The Board may, following incorporation, appoint an Auditor or a person to conduct a review engagement of the Corporation, to hold office until the first Annual Meeting, who must meet the requirements under the Act or the Government Regulations.

15.02 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement, as applicable.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

15.03 Removal of Auditor

(a) The Members may:

- (i) while the Act is in force, remove any Auditor by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a Special Meeting at which notice of intention to pass the resolution has been given; or
- (ii) following the coming into force of the ONCA, by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the ONCA;

as applicable, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.04.

(b) Following the coming into force of the ONCA, the Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

15.04 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.

15.05 Remuneration of Auditor

The remuneration of an Auditor may be fixed by:

- (a) while the Act is in force, by the Members or, by the Directors if authorized by the Members; provided that the remuneration of an Auditor appointed by the Directors shall be fixed by the Directors; or
- (b) following the coming into force of the ONCA, by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

16 **NOTICE**

16.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a notice board pursuant to section 6.06(c), notice is deemed given on the date of posting;
- (f) if published pursuant to sections 6.06(c) and 6.06(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

16.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

16.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, 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.

16.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall, not be invalidated, unless otherwise challenged, by:
 - (i) an error in notice that does not affect the substance of the notice;
 - (ii) the accidental failure to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

16.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive

either the sending of the notice or document or the time within which the notice or document must be sent.

17 BY-LAWS AND EFFECTIVE DATE

17.01 Effective Date of this By-Law

This By-Law shall come into force when enacted in accordance with the Act.

17.02 Amendments requiring Special Resolution

Following the coming into force of the ONCA, if the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 17.02, then amendments to the following sections shall only be effective by Special Resolution of the Members entitled to vote on such amendments:

- (a) section 2.01;
- (b) section 2.04;
- (c) section 6.06;
- (d) section 6.11; and
- (e) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.03 By-Laws and Effective Date

- (a) Subject to the Act, the ONCA and the Articles, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.