

APPENDIX B:

Clean copy of Consolidated By-Law 2023-1

Black Legal Action Centre

Consolidated By-Law No. 2023-1

amending By-Law No. 2019-1 and amending By-Law No. 2019-3

Black Legal Action Centre

Consolidated By-Law No. 2023-1

amending By-Law No. 2019-1 and amending By-Law No. 2019-3

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Black Legal Action Centre

CONSOLIDATED BY-LAW NUMBER 2023-1

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 *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, including the regulations made pursuant to the Act, as such Act or regulations may be amended, restated, or in effect from time to time, and the terms “Act” and “ONCA” are used interchangeably in this By-Law;
- (b) “African Canadian” means a Canadian of African origin, ancestry, or descent, who may also be referred to as Black, and place of origin can be any part of the world;
- (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 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, pursuant to section 2.05, to act as an authorized representative of a Member;
- (h) “Black” person means a person of African, Afro-Caribbean, or African Canadian origin or descent. The term Black originated as a social construct to refer to persons who descended from dark-skinned Africans and/or had other related racialized characteristics. Like various organizations in Canada today, the Corporation uses the term Black as an inclusive approach to representing the diverse members of Black communities;
- (i) “Board” means the board of 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” means 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) “Executive Director” means the Executive Director appointed by the Board to oversee the day-to-day management of the Corporation;
- (p) “Extraordinary Resolution” means 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 entitled to vote at a meeting of the Members;
- (q) “Government Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time;
- (r) “Member” means a person who has become a Member in accordance with section 2.01;
- (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, as applicable, 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, as applicable;
- (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 or on behalf of the Corporation, and includes the respective heirs, executors, administrators, estate, successors, and/or 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 a special meeting of Members called pursuant to section 6.03;
- (x) “Special Resolution” means a resolution that:
 - (i) is submitted to a Special Meeting of the Members 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 the Members of the Corporation; 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.

2 **MEMBERSHIP**

2.01 **Classes of Members**

There shall be three (3) classes of Members in the Corporation: General Members, Organizational Members, and Legal Service Provider Members.

- (a) **A.1 General Members.** To become a General Member, a person must be an individual who:

- (i) identifies as Black or African Canadian;
- (ii) is at least eighteen (18) years of age;
- (iii) is normally resident in the province of Ontario;
- (iv) has affirmed their interest in furthering the Corporation’s purposes;
- (v) has paid the applicable membership dues; and
- (vi) has applied for and been accepted into membership pursuant to section 2.02.

A.2 Subject to sections 2.08 and 2.11, a General Member may withdraw from membership in the class by providing to the Secretary of the Corporation a resignation in writing. A General Member may transfer to another class of Members, if they meet the eligibility requirements for that class, by providing to the Secretary of the Corporation a written request to transfer, and completing all membership application steps pertaining to that class.

A.3 A General Member’s membership will end as provided for in section 2.03 or on the occurrence of any of the conditions set out in section 2.08, as applicable.

A.4 Subject to sections 4.01 and 6.10, each General Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each General Member shall be entitled to one (1) vote on each question raised at such meetings.

- (b) **B.1 Organizational Members.** To become an Organizational Member, an organization must be a corporation, other legal entity, or unincorporated association that:

- (i) is focused on delivering services primarily to members of Canada’s Black communities;
- (ii) has affirmed its interest in furthering the Corporation’s purposes;
- (iii) has paid the applicable membership dues; and
- (iv) has applied for and been accepted into membership pursuant to section 2.02.

B.2 Subject to sections 2.08 and 2.11, an Organizational Member may withdraw from membership in the class by providing to the Secretary of the Corporation a resignation in writing. An Organizational Member may not transfer to another class of Members.

B.3 An Organizational Member’s membership will end as provided for in section 2.03 or on the occurrence of any of the conditions set out in section 2.08, as applicable.

B.4 Subject to sections 4.01 and 6.10, each Organizational Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Organizational Member shall be entitled to one (1) vote on each question raised at such meetings.

(c) **C.1 Legal Service Provider Members.** To become a Legal Service Provider Member, a person must be an individual who:

- (i) identifies as Black or African Canadian;
- (ii) is at least eighteen (18) years of age;
- (iii) is normally resident in the province of Ontario;
- (iv) is a lawyer or paralegal in good standing with the Law Society of Ontario;
- (v) has affirmed their interest in furthering the Corporation's purposes;
- (vi) has paid the applicable membership dues; and
- (vii) has applied for and been accepted into membership pursuant to section 2.02.

C.2 Subject to sections 2.08 and 2.11, a Legal Service Provider Member may withdraw from membership in the class by providing to the Secretary of the Corporation a resignation in writing. A Legal Service Provider Member may transfer to another class of Members, if they meet the eligibility requirements for that class, by providing to the Secretary of the Corporation a written request to transfer, and completing all membership application steps pertaining to that class.

C.3 A Legal Service Provider Member's membership will end as provided for in section 2.03 or on the occurrence of any of the conditions set out in section 2.08, as applicable.

C.4 Subject to sections 4.01 and 6.10, each Legal Service Provider Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Legal Service Provider Member shall be entitled to one (1) vote on each question raised at such meetings.

Notwithstanding the foregoing and subject to section 2.10, each individual who is named in the Articles as a first director, and each individual who has held the office of Chair of the Board since the inception of the Corporation, shall automatically become lifetime Members within one of the classes set out above, as they so choose, without further formality such as the requirement to submit an application for membership or pay membership dues.

2.02 Application for Membership

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

2.03 Term of Membership

The term of membership of a Member shall expire on September 30 following admission as a Member. Membership may be renewed annually upon payment of annual dues as and when required under section 2.09.

2.04 Basic Rights of Members

Subject to the Act and to section 2.01, the rights of every Member in good standing shall include, without limitation, the right to receive notice of, attend, speak at, and vote at all meetings of the Members at which they are entitled to vote.

2.05 Organizational Member's Authorized Representative

An Organizational Member shall appoint a person as its Authorized Representative to represent it in meetings and in all Member activities regarding the Corporation. An Organizational Member may at any time replace a person as its Authorized Representative.

The Organizational Member shall communicate the appointment or replacement of its Authorized Representative in writing, and include details of the new representative's current contact information, to the Corporation's Secretary, or designate of the Secretary, who shall immediately update the Corporation's records for the purposes of providing notice of all meetings at which the Authorized Representative is entitled to exercise the rights provided in section 2.06.

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

Where the Member is an unincorporated association, its Authorized Representative shall be a member of the unincorporated association.

2.06 Powers of Authorized Representative

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

- (a) receive any notice that the Organizational Member is entitled to receive;
- (b) act as the proxy holder of the Organizational Member in respect of any meeting of Members, as further described in section 6.12;
- (c) appoint another person as the proxy holder of the Organizational Member in respect of any meeting of Members, as further described in section 6.12;
- (d) attend, speak at, and vote at a meeting at which the Organizational Member is entitled to vote; and
- (e) execute a Written Resolution on behalf of the Organizational Member.

2.07 Membership not Transferable to Others

Membership in the Corporation is not transferable to another person.

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 Member is an individual, the death of a Member;
- (c) the expiration of a Member's term of membership;

- (d) if a Member is a corporation, another legal entity, or an unincorporated association, 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 Members with written notice 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 for, 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 be comprised of individuals who are not Directors, the Board may suspend or expel any Member from the Corporation, in accordance with the discipline policies of the Corporation in effect from time to time, based on any 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) any conduct that may be detrimental to the Corporation, as indicated in the discipline policies of the Corporation.
- (b) If the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other Officer as the Board may designate, 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 the Board may designate, up to five (5) days before the end of the notice period.
- (c) If no written submissions are received, the Executive Director, or such other Officer as the Board may designate, 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 on Termination

A former Member whose membership in the Corporation has been terminated is not entitled to any compensation in relation to the past membership in the Corporation.

3 BOARD OF DIRECTORS

3.01 Number of Directors

- (a) Subject to the Act, the affairs of the Corporation shall be managed by a Board consisting of a minimum of seven (7) and a maximum of thirteen (13) Directors, including one (1) *ex-officio* Director as described in section 3.02. Except for the *ex-officio* Director, all Directors shall be elected in accordance with section 4.01, provided that the Board shall also endeavor to reflect the diversity of Ontario's Black communities with respect, for example, to place of origin, ancestry, creed (religion), sex, gender identity and expression, sexual orientation, age within the working population, disability, marital status, family status, and geography.
- (b) The number of Directors of the Corporation, and the number of Directors to be elected at the Annual Meeting of the Members, shall be the number determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors. A decrease in the number of Directors does not shorten the term of an incumbent Director.
- (c) Pursuant to the Act, if a resolution as described in subsection 3.01(b) has not been passed, the number of Directors of the Corporation shall be the number of Directors named in the Articles.

3.02 Ex-officio Director

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

3.03 Qualifications to be a Director

Other than the *ex-officio* Director, each Director shall:

- (a) except for those individuals who are Directors at the time this By-Law is confirmed, and except for the first Annual Meeting, be a Member (or Authorized Representative of a Member) in good standing for at least 30 days immediately prior to the Annual Meeting at which they are nominated for election;
- (b) meet the requirements for Directors as prescribed by the Act;
- (c) identify as Black or African Canadian;
- (d) not be employed by the Corporation and not be a spouse, life-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, without limitation, relevant financial skills, management skills, or legal skills.

If a person ceases to be qualified as provided in this section 3.03, 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) Except for the *ex-officio* Director and subject to subsection 3.04(b), 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 Special Meeting duly called for the purpose of removing the Director.
- (b) A Director who was elected by a class of Members with the exclusive right to elect the Director may be removed only by that class; and only that class 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 related vacancy, the vacancy may be filled in accordance with section 3.05.

3.05 Vacancies

- (a) If any class 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 may fill the vacancy, or if there are no remaining Directors elected by the class, any Member of the class may call a meeting of the class to fill the vacancy in accordance with section 3.05(b). Notwithstanding the foregoing, the remaining Directors elected by the class may not fill a vacancy that results from an increase in the number or the minimum or maximum number of Directors provided for in the Articles, or from a failure to elect the number or minimum number of Directors provided for in the Articles.
- (b) Subject to sections 3.05(a) and 4.01, a vacancy among the Directors shall be filled by a vote of the Members of the class having an exclusive right to fill that vacancy.
- (c) If a meeting of the Members fails to elect the number or the minimum number of Directors required by the Articles, the Directors elected at that meeting may exercise all the powers of the Directors, if the number of Directors so elected constitutes a quorum.

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 Who Elects the Directors

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

- (a) General Members shall 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 "**General Directors**";
- (b) Organizational Members shall elect one-third (1/3rd) of the total number of Directors from among those individuals who 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 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**”.

Where it is not possible or practicable for a vacancy on the Board to be filled in strict accordance with the foregoing, all Members shall be eligible to vote to fill the vacancy. For the purpose of section 3.05, Directors elected in accordance with this section 4.01 will be deemed to have been elected by the membership class that would otherwise have an exclusive right to fill the vacancy.

4.02 Term of Office

Except for the *ex-officio* Director, the term of office of each Director shall be no more than 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.

A Director may be elected for a lesser term as specified by the Members at the time of the Director’s election, if a lesser time is required to stagger the Directors’ terms such that approximately one-third (1/3rd) of the Directors’ terms expire each year.

4.03 Eligibility for Re-Election

Except 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.

4.04 Directors Elected Annually

At each Annual Meeting, and subject to any changes in the number of Directors as set out in section 3.01, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.05 Nominations

- (a) Except for the *ex-officio* Director, candidates for the office of Director shall comprise the slate of candidates proposed by the Nomination Committee and approved by the Board.
- (b) Before 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 and an application form 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 is held.
- (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.
- (d) Nothing in this section 4.05 shall be construed as removing the right of Members to nominate Directors by proposal at a meeting of Members, in accordance with the Act.

4.06 Forms

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

4.07 Director's Consent to Serve

Subject to the Act, every person who is elected as a Director shall, before or within 10 days after the election, submit to the Executive Director a written consent to hold office as a Director. Notwithstanding the foregoing, a Director who is re-elected without a break in his or her term of office need not submit a consent to serve.

5 MEETING OF DIRECTORS

5.01 Calling and Chairing Meetings

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

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

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: organizing; electing and appointing Officers; and transacting any other business. 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 shall be sent to each Director as soon as reasonably possible after being passed. Subject to the Act, no other notice shall be required for such regular meetings.

5.04 Notice of Meetings

Subject to sections 5.02 and 5.03, written 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 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 transacting 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 Board meeting shall be determined by the chair of the meeting before any vote is taken. Unless this By-Law states otherwise, each Director, including the chair and the *ex-officio* Director, shall have one (1) vote on each question raised at any Board meeting, and all questions shall be determined by a majority of the votes cast. In case of an equality of votes, the chair shall have a casting vote.

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, including electronic signatures, and shall constitute one document when duly executed by all Directors.

5.09 Adjournments

Subject to the Act, 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. Subject to the Act, 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, as 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 Corporation's financial year-end.

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 permit 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 of the Members to transact 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

Subject to the Act, 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, to call a meeting of the Members for the purposes stated in the requisition.

6.05 Fixing a Record Date

The Directors may fix a date as the record date for: (i) determining which Members are entitled to receive notice of a meeting of the Members; and/or (ii) determining which Members are entitled to vote at a meeting of the Members. 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 date, then the record date for determining Members entitled to notice or to vote shall be at the close of business on the day immediately before the day on which notice is given, or if no notice is given, the record date shall be the day on which the meeting is held.

6.06 Notice

Subject to the Act, notice of the time, place, and date of any Annual Meeting or Special Meeting, together with 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. Such information shall be transmitted by:

- (a) mail, courier, or personal delivery; or
- (b) telephone, fax, e-mail, or other electronic means.

6.07 Persons 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, the Articles, or the By-Laws to be present at the meeting.

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

6.08 Quorum

- (a) A quorum for transacting business at meetings of the Members shall be at least ten per cent (10%) of all Members 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) If a quorum is not present at the opening of a meeting of Members, subject to the Act, the Members present may adjourn the meeting to a fixed time and place.
- (d) Notwithstanding the foregoing, where:
 - (i) 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 constitute a quorum for such limited purpose.

6.09 Chair of Members' Meetings

In the absence of the Chair of the Board and the Vice-Chair, the Members present and entitled to vote 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) 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 resolution 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 or the Act, 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, 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 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

The Directors may provide for Members to vote by mail, telephonic means, 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) the Authorized Representative, if the Member is an organization.
- (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, and such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays, before the meeting.

6.13 Ballot

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

6.14 Adjournments

The chair of a meeting of Members may adjourn the meeting 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. Subject to the Act, where a meeting is adjourned for less than thirty (30) days, no notice is required for the resumption of the adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

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 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 regarding any matter not inconsistent with the Act or 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) a Chair of the Board, elected by and from among the Directors;

- (ii) a Vice-Chair of the Board, elected by and from among the Directors; and
 - (iii) a Secretary and a Treasurer, elected by and from among the Directors.
- (b) Other Officers 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 is no Executive Director in office. The Chair of the Board shall, when present, preside at all meetings of the Board, the Executive Committee, and the Members. The Chair of the Board shall sign all documents requiring the signature of that office, and shall 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 and 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 and any other employees.

9 COMMITTEES

9.01 Appointing 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

Subject to the Act, the Board may appoint an Executive Committee from among the Directors 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 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 shall 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:
- (i) shall include property and public liability insurance;
 - (ii) shall include 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) Any person seeking insurance coverage or indemnity from the Corporation shall cooperate fully with the Corporation in the defence of any demand, claim, or suit made against such person, and shall not make any admission of responsibility or liability to any third party without the prior agreement of the Corporation.

11.02 Liability Exclusion

Provided that a Protected Person has acted honestly and in good faith in the performance of the duties of office, and unless otherwise provided in any legislation or law, such Protected Person shall not 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 in connection with any of the following:

- (a) insufficiency or deficiency of title to any property acquired by 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 occurring in or in relation to the execution of the duties of the Protected Person's respective office or trust; or
- (f) loss or damage arising from any wilful act, assault, negligent conduct, 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 by the Corporation, 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, or 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 reduced except upon approval of the Members.

12 EXECUTION OF DOCUMENTS

12.01 Execution of Documents

The Board may by Board Regulations 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/or
- (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 Annual Appointment

Subject to the Act and the Government Regulations, at each Annual Meeting the Members shall: (i) 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 (ii) pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement, as applicable.

If an appointment is not made and if 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.

15.02 Removal of Auditor

In accordance with the Act, the Members may by Ordinary Resolution at a Special Meeting remove any Auditor or a person appointed to conduct a review engagement before the expiration of their term of office, 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.

15.03 Statement of Auditor

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, which statement the Board shall include 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 a person appointed to conduct a review engagement.

15.05 Remuneration of Auditor

The Members may by Ordinary Resolution fix the remuneration of an Auditor. If the Members do not do so, then the Directors shall fix the remuneration.

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 mailed 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; and
- (e) 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 conclusive evidence of the giving of such notice.

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 in Notice

- (a) Unless otherwise challenged, any resolution passed or proceeding taken at a meeting of the Board, or of a committee of the Board or Members, shall not be invalidated 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

- (a) Where a notice or document is required to be sent pursuant to the By-Laws or the Act, 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.

- (b) Attendance of a person at a meeting, about which they are entitled to notice, is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

17 **ADOPTION AND AMENDMENT OF BY-LAWS**

17.01 By-Law Effective Date

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

17.02 Amendments requiring Special Resolution

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 such sections shall only be effective by Special Resolution of the Members entitled to vote on such amendments:

- (a) sections 2.01, 2.04, 6.06, 6.11 and
- (b) any section that adds, changes, or removes a provision that is contained in the Articles.

17.03 Adoption, Amendment, or Repeal

- (a) Subject to the Act and the Articles, the Board 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 Directors' resolution 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.

NOTE: This Consolidated By-Law No. 2023-1 reflects the provisions contained in Consolidated By-Law No. 2019-1, amending By-Law No. 2019-3, which were properly approved by the Directors and confirmed by the Members in accordance with applicable laws.