

**CANADIAN MENTAL HEALTH ASSOCIATION,  
MUSKOKA-PARRY SOUND BRANCH**  
(the "Corporation")

**BY-LAW NUMBER: JUNE 2010**

A By-law to amend, consolidate and restate the provisions of all prior By-laws.

**IT IS HEREBY ENACTED as a By-law of the Corporation as follows:**

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**INTERPRETATION**

1. **Meaning of Words.** In these By-laws and in all other by-laws and resolutions of the Corporation unless the context otherwise requires:
  - (a) **"Act"** means the *Corporations Act*, R.S.O. 1990, c. 38 and any statute amending or enacted in substitution thereof, from time to time.
  - (b) **"Associates"** include the parents, siblings, children, spouse, or common-law partner of any Board member as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to any Board member.
  - (c) **"Board"** means the board of directors of the Corporation.
  - (d) **"By-law"** means any by-law of the Corporation from time to time in force and effect.
  - (e) **"Contracts, Documents and Instruments in Writing"** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

- (f) **“Corporation”** means the Canadian Mental Health Association, Muskoka-Parry Sound Branch, an Ontario, non-share capital corporation, incorporated under the Act and having Ontario Corporation number 1075564.<sup>1</sup>
- (g) **“Director”** means a director of the Corporation.
- (h) **“Excluded Person”** means the following:
  - (i) Board members, owners, operators, shareholders, and staff (as well as their Associates) of any person who:
    - (1) is under contract with the Corporation;
    - (2) has been under contract with the Corporation in the previous year; or
    - (3) intends to be under contract with the Corporation in the future.
  - (ii) Staff of the Corporation.
- (i) **“Executive Committee”** means the executive committee of the Corporation.
- (j) **“Executive Director”** means the executive director of the Corporation.
- (k) **“Member”** means a member of the Corporation.
- (l) **“Membership”** means membership in the Corporation.
- (m) **“Letters Patent”** means the letters patent and any subsequent supplementary letters patent of the Corporation.<sup>2</sup>
- (n) **“Officer”** means an officer of the Corporation.
- (o) **“Chairperson”** means the chairperson of the Corporation.
- (p) **“Vice-Chairperson”** means the vice-chairperson of the Corporation.
- (q) **“Secretary”** means the secretary of the Corporation.
- (r) **“Past Chair”** mean past chairperson of the Corporation

2. **Gender.** The feminine gender includes the masculine and *vice versa*.

3. **Plural.** Words importing the singular number shall include the plural.

4. **Terms Defined in the Act.** All defined terms in the Act have the same meanings in the

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<sup>1</sup> The Corporation has charitable objects and as such is a charitable, non-profit corporation.

<sup>2</sup> The letters patent dated July 20, 1994 is the charter for the Corporation. The letters patent should be read in conjunction with any subsequent supplementary letters patent.

By-laws and resolutions of the Corporation.

5. **Conflict Between Letters Patent and By-Laws.** In the event of a conflict between the provisions contained in the Letters Patent and the By-laws of the Corporation, the provisions of the Letters Patent shall prevail.
6. **Footnotes.** The footnotes used in these By-laws are inserted for non-binding explanatory purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## OBJECTS

7. **Objects as per Letters Patent.** The objects of the Corporation shall be those as set out in the Letters Patent.
8. **Values, Mission and Vision.** The values, mission, vision and other policies of the Corporation shall be consistent with the objects of the Corporation.

## HEAD OFFICE

9. **Head Office.** The head office of the Corporation shall be in The District Municipality of Muskoka, in the Province of Ontario (subject to change by special resolution<sup>3</sup>), and at such place therein as the Board may from time to time determine.<sup>4</sup>

## FINANCIAL YEAR

10. **Year End.** The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of April each year and end on the 31<sup>st</sup> day of March of each following year.

## MEMBERSHIP AND BOARD DIRECTOR ELIGIBILITY

11. **Eligibility and Privileges.** Membership shall have the following eligibility criteria and privileges:
  - (a) **Eligibility Criteria.** Membership shall be open to persons who meet the following eligibility criteria:
    - (i) submit to the Corporation a completed application in the form from time to time required by the Board;
    - (ii) pay to the Corporation such Membership fee as is from time to time required;
    - (iii) must live at a primary permanent address in Muskoka/Parry Sound, and, upon moving from the districts of Muskoka or Parry Sound must immediately submit to the Chair their resignation.

<sup>3</sup> "Special Resolution" is defined by *Corporations Act* section 1.

<sup>4</sup> See *Corporations Act* section 277 for further detail with respect to changing the location of the head office.

- (b) **Privileges.** Members shall be entitled to:
  - (i) Notice of and to attend at all Membership meetings.
  - (ii) One (1) vote per Member at all Membership meetings provided that Membership has been in effect for at least thirty (30) days prior to the Membership meeting.

For greater clarity, only one (1) Membership can be held at a time by any one person.

- 12. **Membership Fees.** Membership fees shall be fixed from time to time by the Board.
- 13. **Admissions, Renewals and Reinstatements to Membership.** Admissions, renewals and reinstatements of or to Membership shall become effective upon completion of the administrative processing of the same by the Corporation in accordance with such policies and procedures from time to time established by the Board. Notwithstanding any other provision, the Board shall have the discretion at any time to reject any admission, renewal or reinstatement to Membership. In the rejection of any admission, renewal or reinstatement to Membership, the Board need not adhere to any rules of natural justice. Without limiting the generality of the foregoing the Board need not provide notice, an opportunity for the subject applicant to be heard or reasons for decision, and there shall be no right of appeal from any such decision of the Board.
- 14. **Termination of Membership.** Membership is not transferable and terminates upon the happening of any of the following events:
  - (a) **Criminal Conviction.** A criminal conviction for a crime which involves the Member's moral turpitude which, in the opinion of the Board, would reflect negatively upon the Corporation. In such cases the Membership will be deemed to have been terminated on the date of the Board's decision to that effect.
  - (b) **Written Resignation.** If the Member delivers notice in writing that she or he resigns her or his Membership in which case the Membership shall be terminated at the time notice is received by the Corporation or at the time specified in the notice, whichever is later.
  - (c) **After One Year.** At the next annual general meeting following that Member's admission to Membership, unless Membership is renewed according to the criteria and terms from time to time established by the Board.
  - (d) **Non-Payment of Fees or other Amounts Owning.** In the event a Member defaults on the payment of any Membership fee or other amount which is owed to the Corporation, such Member's Membership shall automatically terminate without notice. However the Membership may be reinstated for the remainder portion of any term, upon payment of all unpaid fees or other amounts owing in respect of the year.
  - (e) **Removal.** Upon resolution to remove the Member passed by at least two-thirds (2/3) of the votes cast by the Members at a general meeting for which notice specifying the intention to pass such resolution has been given to the Members.

- (f) **Death.** The Member dies.

## MEMBERS' MEETINGS

15. **No Quorum Requirement.** There shall be no quorum requirement for Members' meetings.<sup>5</sup>
16. **Place of Meetings.** The annual or any other meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Directors may determine and on such day as the Directors shall appoint.
17. **Calling of Meetings.** The Chairperson or a majority of the Board shall have power to call, at any time, a general meeting of the Members.<sup>6</sup>
18. **Chairperson.** The Chairperson shall be the chair of any meeting of Members, or in the Chairperson's absence the Vice-Chairperson shall be the chair. In the absence of both the Members present shall choose another Director as chair.
19. **Notice of General Meetings.** Notice of the date, time and place of every general meeting shall be given to each Member and if appointed, the auditor,<sup>7</sup> at least ten (10) days before the date of the general meeting by sending notice by prepaid mail to the last address of the addressee shown on the Corporation's records; provided that the general meeting may be held at any time and place without such notice if all the Members entitled to notice have waived in writing the notice.<sup>8</sup>
20. **Waiver of Notice.** A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
21. **Adjournments.** Meetings of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. Notice to each Member of any such adjournment shall be required.
22. **Annual Meeting.** The annual general meeting of the Corporation shall be held no later than fifteen (15) months after the last preceding annual general meeting.<sup>9</sup> The following business shall be conducted at the annual general meeting:

<sup>5</sup> Note there is no statutory requirement for quorum for members meetings. However in the absence of any provision regarding quorum at common it is a majority.

<sup>6</sup> *Corporations Act* section 295 addresses the ability of Members to requisition a meeting.

<sup>7</sup> See *Corporations Act* subsection 96(6).

<sup>8</sup> *Corporations Act* section 93 made operative by subsection 133(1) details notice requirements.

<sup>9</sup> See *Corporations Act* section 293 relating to timing of annual general meetings. Note also that often government funding agreements will impose additional timing requirements for the annual general meeting.

- (a) the financial statements shall be presented and the report of the auditors, if appointed, shall be presented; <sup>10</sup>;
- (b) any vacancies on the Board shall be filled; <sup>11</sup>
- (c) if required, auditors shall be appointed for the ensuing year; <sup>12</sup> and
- (d) the remuneration of the auditors, if appointed, shall be fixed or alternatively, the Board shall be authorized to fix the remuneration. <sup>13</sup>

23. **Voting.** Each Member in good standing shall have one (1) vote on each question arising at any special or general meeting of Members. At all general meetings every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the Letters Patent, By-laws or by law. The chairperson shall not have a second or casting vote. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. A declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn at any time prior to taking the poll. If a poll be demanded and not withdrawn the question shall be decided by a majority of votes and such poll shall be taken in such manner as the chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation.

24. **Proxies.** Every Member may by means of a proxy appoint a person who need not be a Member, as nominee for the Member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. <sup>14</sup> A proxy shall be in writing, shall be executed by the Member or the attorney of the Member authorized in writing, or, if the Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized and ceases to be valid one (1) year from its date. Subject to the requirements of the *Corporations Act*, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairperson of the meeting may accept as sufficient, and 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.

25. **Form of Proxy.** A proxy may be in the following form:

The undersigned Member of the Canadian Mental Health Association, Muskoka-Parry Sound Branch (the "Corporation") hereby appoints with power of substitution \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the Members of the Corporation to be held on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to

10 See *Corporations Act* section 96 and subsection 97(3) made operative by subsection 133(1).

11 See *Corporations Act* section 96 and subsection 97(3) made operative by subsection 133(1).

12 See *Corporations Act* section 94 made operative by subsection 133(1).

13 See *Corporations Act* subsection 94(6) made operative by subsection 133(1).

14 See *Corporations Act* subsection 84(1) made operative by subsection 133(1).

the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member

## BOARD

26. **Power.** The Board shall administer the affairs of the Corporation in all things subject to any applicable law, the Letters Patent and any by-laws from time to time in force.<sup>15</sup>
27. **Number.** The affairs of the Corporation shall be managed by such number of Directors as may be determined from time to time by special resolution,<sup>16</sup> providing that at all times the number shall not be fixed at fewer than three (3) Director, plus Past Chairperson. The Past-Chairperson shall be a member of the Board of Directors for a period of two (2) years immediately after becoming Past-Chairperson and have a vote.<sup>17</sup>
28. **Composition.** The composition of the Board shall be as determined from time to time by the Members, provided that at least thirty per cent (30%) of the Board shall be current or former consumers and at least twenty per cent (20%) shall be family members of current or former consumers. At least one member of the Board shall be First Nation, Metis or Inuit.<sup>18</sup>
29. **Appointment.** At the first annual general meeting following approval of this By-law, the Directors shall be elected by the Members as follows:
- (a) If the number of Directors is less than six (6), each Director shall be elected to hold office until the first annual meeting after she or he shall have been elected or until her or his successor shall have been duly elected and qualified.
  - (b) If the number of Directors is six (6) or greater but less than nine (9):
    - (i) the greatest whole number not more than one-half (1/2) of the Directors shall be elected to hold office for a term of one (1) year from their election or until their successors are elected; and
    - (ii) the balance of the Directors shall be elected to hold office for a term of two (2) years from their election or until their successors are elected.

Directors shall subsequently be elected for a term of two (2) years from their election or until their successors are elected.<sup>19</sup>

- (c) If the number of Directors is nine (9) or greater:

<sup>15</sup> See *Corporations Act* subsection 283(1).

<sup>16</sup> See *Corporations Act* subsection 285(1). Also note "special resolution" is defined by *Corporations Act* section 1.

<sup>17</sup> *Corporations Act* subsection 283(2) requires a fixed number of directors not fewer than three (3).

<sup>18</sup> Note: Ministry of Health and Long Term Care strongly recommend that former clients and family members be represented on the Board.

<sup>19</sup> This provision responds to Ministry of Health and Long Term Care recommended practice that ideally no more than 50% of the Board membership should change each year.

- (i) the greatest whole number not more than one third (1/3) of the Directors shall be elected to hold office for a term of one (1) year from their election or until their successors are elected;
- (i) the greatest whole number not more than one third (1/3) of the Directors shall be elected to hold office for a term of two (2) years from their election or until their successors are elected; and
- (ii) the balance of the Directors shall be elected to hold office for a term of three (3) years from their election or until their successors are elected.

Directors shall subsequently be elected for a term of three (3) years from their election or until their successors are elected.

30. **Limit of Terms.** Directors, if qualified, are eligible for re-election at the end of their terms, provided that no Director shall serve as such for more than six (6) consecutive years without taking at least one (1) year off, subject to the six (6) year limit being extended in the case of a Director who is midterm. In such case the Director shall be permitted to complete her or his term. Further the limit shall be extended in the case of a Director who has been appointed by the Board to fill a vacancy pursuant to section 33 of these By-laws, in such later case the extension shall only be for a time period equal to the time that the Director filled the vacancy.

31. **Qualifications.** Each Director shall:

- (a) at the time of election be and have been for at least thirty (30) days a Member and thereafter remain throughout her or his term of office, a Member;<sup>20</sup>
- (b) be at least eighteen (18) years of age;<sup>21</sup>
- (c) not be an undischarged bankrupt; and<sup>22</sup>
- (d) not be an Excluded Person or an Associate of an Excluded Person.<sup>23</sup>

32. **Vacation of Office.** The office of a Director shall be immediately vacated:

- (a) **Removal by Voting Members.** Upon resolution to remove the Director, passed by at least two-thirds (2/3) of the votes cast by the Members at a general meeting for which notice specifying the intention to pass such resolution has been given.<sup>24</sup>
- (b) **Written Resignation.** By the Director delivering notice of resignation in writing to the Corporation in which case, such resignation shall be effective at the time notice is received by the Corporation or at the time specified in the notice, whichever is later.

<sup>20</sup> *Corporations Act* subsection 286(1) requires Directors to be or become within 10 days Members.

<sup>21</sup> See *Corporations Act* subsection 286(4).

<sup>22</sup> See *Corporations Act* subsection 286(5).

<sup>23</sup> In the absence of a court order, Directors of charities cannot personally benefit from the charity. This extends to being paid as an employee or in any other capacity or having an interest in a contract. See "Current Charity Issues Involving the PGT" by Dana F. De Sante published in Ontario Bar Association Continuing Legal Education "A Danger to Dabble – Charity Law Hot Spots" (Oct. 24, 2005).

<sup>24</sup> See *Corporations Act* subsections 67(1) made operative by subsection 133(1).

- (c) **Failure to Attend 3 Consecutive Meetings.** If the Director fails to attend three consecutive meetings of the Board or less than sixty percent of the meetings of the Board in any twelve month period and in either case she or he also fails within thirty days to respond positively to a letter from the Corporation requesting that the Director confirm that she or he wishes to continue as a Director. In such event, vacation of office shall take effect at the end of the said thirty days without further notice or action. For greater clarity, the Board shall have the discretion whether or not to send the letter referred to above. Nothing in this provision relieves a Director from the duty of diligence, including the duty to attend meetings prepared to participate in the proceedings.
- (d) **Death.** Upon the death of the Director.
- (e) **No Longer Qualified.** If the Director ceases to be qualified pursuant to the By-laws. For greater clarity, if a Director is removed as a Member pursuant to section 14 of these By-laws the Director shall no longer be qualified as per subsection 31(a) of these By-laws and the office shall be immediately vacated.
33. **Filling Vacancies.** In the event a vacancy is created by the removal of a Director by the Members of the Corporation then the Members may, by a majority vote, elect any individual in her or his stead for the remainder of her or his term. Otherwise, vacancies on the Board however caused may, so long as a quorum of Directors remain in office,<sup>25</sup> be filled by the Directors but only for the period until the next annual general meeting, if they shall see fit to do so, otherwise the vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

## BOARD MEETINGS

34. **Quorum.** A majority of the Board shall form a quorum for the transaction of business.<sup>26</sup>
35. **Place of Meetings.** Board meetings shall be held at the head office of the Corporation or at such other place as the Board may from time to time determine.
36. **Calling of Meetings.** Board meetings may be called by the Chairperson or any two (2) Directors.
37. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and, in respect of such regular meeting, no notice need be sent.
38. **Board Meeting Following Annual General Meeting.** A Board meeting may be held, without notice, immediately following the annual meeting of the Corporation.

<sup>25</sup> See *Corporations Act* subsection 288(2).

<sup>26</sup> *Corporations Act* subsection 288(1) provides for a minimum quorum of not less than two-fifths (2/5) of the Board. Note quorum is calculated on the number of Directors a Corporation should have – not on the number it actually has.

39. **Adjourned Meetings.** Board meetings may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. Notice to each Director of any such adjournment shall be required.
40. **Chairperson.** The Chairperson shall preside at Board meetings, or in the Chairperson's absence, the Vice-Chairperson shall be chair; or in the absence of both the Directors shall choose one of their numbers to be chair.
41. **Transaction of Business.** The Directors may consider or transact any business at Board meetings.
42. **Notice.** Subject to sections 37 and 38 of this By-Law at least two (2) days' notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) shall be given in the manner specified in section 62 of this By-law for Board meetings. The statutory declaration of the Secretary 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 the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
43. **Errors or Omission in Notice.** No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
44. **Voting.** Questions arising at any Board meeting shall be decided by a majority of votes.<sup>27</sup> In the case of a tie vote the chairperson shall not have a second or casting vote.
45. **Telephone Participation.** If all the Directors present at or participating in the meeting consent, a Board meeting or meeting of a committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting.<sup>28</sup>

## REMUNERATION OF DIRECTORS

46. **No Remuneration.** The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from her or his position as such, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.<sup>29</sup>

<sup>27</sup> Note that Directors cannot participate or vote at Directors meetings by way of proxy. Contrary to popular belief the Chair has a vote like any other Director. See "The Guide to Better Meetings for Directors of Non Profit Organizations" published by the Canadian Society of Association Executives (2000).

<sup>28</sup> This provision tracks the language of *Corporations Act* subsection 283(3.1).

<sup>29</sup> Directors of charities cannot personally benefit from the charity. This extends to being paid as an employee or in any other capacity or having an interest in a contract. See "Current Charity Issues Involving the PGT" by Dana F. De Sante published in Ontario Bar Association Continuing Legal Education "A Danger to Dabble – Charity Law Hot Spots" (Oct. 24, 2005).

## BORROWING

47. **Borrowing.**<sup>30</sup> The Directors may from time to time:
- (a) borrow money on the credit of the Corporation;
  - (b) issue, sell or pledge securities of the Corporation;
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts rights, powers, franchises and undertakings, to secure any money borrowed, debt, or any other obligation or liability of the Corporation,

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.<sup>31</sup>

## EXECUTIVE COMMITTEE

48. **Composition.**<sup>32</sup> The Board, whenever it consists of more than six (6) Directors, may from time to time elect from among its number an Executive Committee consisting of not less than three (3) members. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations or directions which the Board may from time to time impose) all the powers of the Board in the management of the affairs of the Corporation.

## OTHER COMMITTEES

49. **Standing Committees.** There may be such standing committees for such purposes as the Board may determine from time to time by resolution.
50. **Ad Hoc Committees.** There may be such ad hoc committees and for such purposes as the Board or the Executive Committee may determine from time to time by resolution.
51. **Committee Membership.** With the exception of the Executive Committee, membership on committees may, but need not, be restricted to members of the Board.
52. **Committee Procedure.** Each committee shall formulate its own terms of reference and procedure which shall require Board approval. Committees shall be subject to such requirements or directions as the Board may from time to time make and approve.
53. **Committees to be Advisory Only.** With the exception of the Executive Committee, no committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the

<sup>30</sup> *Corporations Act* section 59 made operative by section 133(1) address the passing of borrowing by-laws requiring a 2/3rds confirmation vote of the Members.

<sup>31</sup> Note the Ontario Public Guardian and Trustee currently requires inclusion of a special provision in the Letters Patent restricting borrowing to current operating expenses subject to certain exceptions.

<sup>32</sup> See *Corporations Act* section 70 made operative by subsection 133(1) for further detail with respect to executive committees.

power to make recommendations to the Board, or to the Members, as the Board may from time to time direct.

## OFFICERS

54. **Appointment of Officers.** The Board shall appoint a Chairperson, a Vice-Chairperson, Secretary and such other Officers as the Board may determine from time to time. One (1) person may hold more than one (1) office, except for the position of Chairperson. The Chairperson shall be a member of the Board.<sup>33</sup>
55. **Powers and Duties.** The duties of the Officers shall be as determined from time to time by the Board.
56. **Removal of Officers.** Officers shall be subject to removal by resolution of the Board at any time.

## REMUNERATION OF OFFICERS

57. **Remuneration of Officers.** The remuneration of all Officers shall be determined from time to time by resolution of the Board. Officers who are also Directors however shall not be eligible for any remuneration in any capacity.

## PROTECTION OF DIRECTORS AND OFFICERS

58. **Indemnification by the Corporation.**<sup>34</sup> Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of her or his office or in respect of any such liabilities.
  - (b) All other costs, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default.
59. **No Liability.** No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon

<sup>33</sup> *Corporations Act* section 289 requires the appointment of a President who need be a Director and a Secretary who need not be a Director.

<sup>34</sup> *Corporations Act* section 80 made operative by section 133(1) and subsection 283(5) set out requirements with respect to indemnification and the purchase of insurance along with *Charities Accounting Act* Ontario Regulation 4/01 section 2.

which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of her or his respective office or trust or in relation thereto, unless the same shall happen by or through her or his own wilful act or her or his own wilful default.

#### EXECUTION OF INSTRUMENTS

60. **Execution of Instruments.** No document shall be signed on behalf of the Corporation unless the document has been previously approved by a person having authority to approve it on behalf of the Corporation. It shall be each signor's responsibility to ensure that any document which she or he is signing has been so approved.
61. **Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular contracts, documents and instruments in writing or obligations of the Corporation may or shall be executed.

#### NOTICE

62. **Notice.** Unless otherwise required, any notice required to be given under the Act, the Letters Patent, the By-laws or otherwise by a Member, Director, Officer or auditor shall be in writing and shall be delivered, mailed, or sent by facsimile or electronic mail as follows:
- (a) delivered personally, in which case it will be deemed to have been given on the date delivered;
  - (b) delivered to the person's address as recorded in the Corporation's records, in which case it will be deemed to have been given on the date delivered;
  - (c) mailed to the person's address as recorded in the Corporation's records by ordinary mail, in which case it will be deemed to be delivered five (5) days after the date of mailing; or
  - (d) sent to the person's address as recorded in the Corporation's records by facsimile or electronic mail, in which case it will be deemed to be delivered one (1) day after the date of transmittal.

#### REPEAL OF PRIOR BY-LAWS

63. **Repeal.** Subject to section 64 of this By-law, all prior By-laws of the Corporation are repealed.
64. **Proviso.** The repeal of prior By-laws shall not impair in any way the validity of any act.

Passed by the Board and sealed with the corporate seal the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

Unanimously approved, ratified, sanctioned and confirmed by the Members of the Corporation the 18th day of June, 2010.

Revised By-Law approved by General Membership at the Annual General Meeting on June 16, 2017.

Revised By-Law approved by General Membership at the Annual General Meeting on June 25, 2021.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary