

By-law Number 2-2016 of the Social Development Centre Waterloo Region

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BY-LAW NUMBER 1

A By-law relating generally to the affairs of the Social Development Centre Waterloo Region, a Corporation without share capital incorporated under the Ontario Corporations Act.

BE IT ENACTED as By-law Number 1 of the Social Development Centre Waterloo Region, as follows:

1.00 DEFINITIONS AND INTERPRETATIONS

1.01 Definitions

For the purposes of this By-law Number 1, the term:

- (a) “Act” means the Ontario Corporations Act, chapter 95 of the Revised Statutes of the Ontario 1980, and any statute which amends or is passed in substitution for that Act;
- (b) “Board of Directors” means the Board of Directors of the Corporation;
- (c) “By-law” means this By-law Number 1, and any amendments thereto as may be approved by the Board of Directors and confirmed by the Members in accordance with the provisions of this By-law;
- (d) “Corporation” means the Social Development Centre Waterloo Region;
- (e) “Director” means a person who is a member of the Board of Directors;
- (f) “Meeting” means any meeting of Members, and includes an Annual Meeting or a General Meeting;
- (g) “Member” means an Individual Member or a Group Affiliate Member as defined in this By-law, and “Membership” has a corresponding meaning;
- (h) “Special Resolution” means a resolution passed by the Board of Directors and confirmed with or without amendment by at least two-thirds (2/3) of the votes cast at a Meeting of Members duly called for that purpose.

In addition to these Definitions, all terms defined in the Corporations Act have the same meaning in this By-law and all other by-laws and resolutions of the Corporation.

1.02 Interpretations

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

- (a) words importing the singular number shall include the plural, and vice versa, and words importing the singular shall include one or more persons, corporations, heirs, administrators or permitted assigns as each case may require in its context;
- (b) words importing the masculine gender shall include the feminine gender, and vice versa;
- (c) “may” is construed as permissive; and

- (d) “shall” or “will” or “must” is construed as imperative.

2.00 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Kitchener in the Regional Municipality of Waterloo in the Province of Ontario.

The Board of Directors may, from time to time, determine the specific location of the Head Office.

3.00 SEAL

The seal, an impression of which is stamped in the right margin here, shall be the seal of the Corporation.

4.00 BOARD OF DIRECTORS

4.01 Management of the Corporation

The Board of Directors shall manage the business and affairs of the Corporation.

4.02 Powers of the Board of Directors

The Board of Directors may exercise all such powers of the Corporation as are not required to be exercised by Members by virtue of the Corporations Act., the laws of this Province, the Letters Patent, any Supplementary Letters Patent or this By-law. The Board of Directors may do all things as allowed in this By-law, as required by any resolution passed at any duly constituted Meeting of Members or as may be allowed by the laws of this Province, and may do all things necessary to maintain the integrity of the Corporation even though such things are not specifically set out in this By-law. Decisions made by the Board of Directors in accordance with this By-law shall not be subject to review or appeal.

The powers of the Board of Directors include, but are not limited to, the power to:

- (a) enter into contracts or agreements;
- (b) execute documents;
- (c) make financial and banking arrangements; and
- (d) borrow.

4.03 Remuneration of Directors and Officers

No Director or Officer shall be paid for his services as a Director or Officer, and no Director shall be allowed to profit directly or indirectly from his position as a Director or Officer, provided that he may be paid reasonable expenses that may be incurred in the performance of his duties as a Director or Officer.

4.04 Quorum

A majority of the Directors present in person constitutes a quorum at any meeting of the Board of Directors.

4.05 Notice of Meeting of Board of Directors

- (a) Notice of a meeting of the Board of Directors shall be sent to all Directors and Officers not less than three (3) days prior to the date set for the meeting. Notice may be given by mail, telephone,

facsimile, e-mail, or any method of notification agreed to by the Board of Directors. If the meeting is held without formal notice being given, the Directors may in writing, by e-mail or at the meeting, waive the notice requirements. A Director not able to attend a meeting may consent in writing or by e-mail to the meeting being held without formal notice of the meeting.

- (b) The Board of Directors may hold a meeting immediately following the Annual Meeting for the purpose of organization and the transaction of any other business, and no notice is required for this meeting.
- (c) At the first regular meeting following the Annual Meeting the Board of Directors may pass a resolution stating the dates, times and place of regular meetings, and no further notice of regular meetings is required.
- (d) A meeting of the Board of Directors may be called at any time by the President, or by any three (3) Directors.

4.06 Voting at Meetings of the Board of Directors

- (a) Unless otherwise provided for in this By-law, every question arising at a meeting of the Board of Directors shall be decided by a majority of votes cast by the Directors present in person at the meeting, and only in the event of a tie vote shall the chair be allowed to vote to break that tie.
- (b) A resolution signed by all Directors is as valid and effective as if passed at a meeting of the Board of Directors.

4.07 Number of Directors

There shall be no more than eleven (11) Directors elected by the Members.

4.08 Municipal Government Representation on the Board of Directors

The Board of Directors may appoint Directors from regional and municipal governments, which shall be in addition to the Directors elected by and from the Membership, provided, however, that such appointed Directors shall not be permitted to vote at meetings of the Board of Directors and shall not be included in a quorum.

4.09 Ex Officio Directors and Officers at Meetings of Board of Directors

- (a) The Past President may serve as ex officio Director for one (1) term if he meets the qualifications of a Director. An ex officio Director shall be entitled to receive notice of and to attend any meeting of the Board of Directors, but shall not be permitted to vote at meetings of the Board of Directors and shall not be included in a quorum unless the Past President is a Director.
- (b) If the Board of Directors appoints Officers in accordance with the provisions of this By-law, those Officers shall be entitled to receive notice of and to attend any meeting of the Board of Directors, but shall not be permitted to vote at meetings of the Board of Directors and shall not be included in a quorum unless the Officer is a Director.

4.10 Non-Directors at Meetings of the Board of Directors

The Board of Directors may invite or permit any person to attend or speak at any meeting of the Board of Directors for all or part of the meeting.

4.11 Executive Committee

- (a) The Executive Committee shall consist of the Officers.
- (b) The Board of Directors may give authority to the Executive Committee to act on its behalf in circumstances where decisions may have to be made and there is no meeting of the Board of Directors scheduled for a period longer than three (3) weeks.
- (c) Notice of a meeting of the Executive Committee shall be sent to all Officers not less than three (3) days prior to the date set for the meeting. Notice may be given by mail, telephone, facsimile, e-mail, or any method of notification agreed to by the Executive Committee.
- (d) A majority of the Executive Committee present in person constitutes a quorum at any meeting of the Executive Committee.
- (e) The Executive Committee shall record the minutes of its meetings and present those minutes to the Board of Directors at its next meeting.

4.12 Executive Director

The Executive Director:

- (a) is responsible for the management and operation of the Corporation's offices and for its staff, subject to the direction of the Board of Directors;
- (b) shall conduct the official business and correspondence for the Corporation;
- (c) is entitled to attend all meetings of Members, the Board of Directors and the Executive Committee, and to receive advance notice of all such meetings, except those portions of meetings discussing the Executive Director;
- (d) is entitled to attend industry meetings and conferences on behalf of the Corporation and at the Corporation's expense, subject to the prior approval of the Board of Directors, and shall report to the Board of Directors on pertinent matters;
- (e) shall keep or cause to be kept minutes of all meetings of Members, the Board of Directors and the Executive Committee, and shall have custody of the records and seal of the Corporation;
- (f) shall keep or cause to be kept a proper record of receipts and disbursements and these records shall be available for scrutiny by Directors and Officers.
- (g) shall pay and collect, or cause to be paid and collected, all accounts owing by or to the Corporation, subject to approval by the Board of Directors;
- (h) shall prepare or cause to be prepared regular statements setting out the Corporation's financial position at such intervals and in such detail as the Board of Directors may require;
- (i) shall, immediately upon expiry of the fiscal year of the Corporation, ensure that all accounts and books for that fiscal year are audited by the auditor who was appointed at the Annual Meeting and ensure the audited report is presented to the Board of Directors;

- (j) shall perform such additional duties as may from time to time be assigned by the Board of Directors.

4.13 Qualifications of Directors

Every Director shall:

- (a) be at least eighteen (18) years of age;
- (b) be mentally competent;
- (c) not be an undischarged bankrupt;
- (d) be an Individual Member;
- (e) not hold a paid position with the Corporation, or enter into a contract for services with the Corporation;
- (f) be a person who supports and provides no conflict with the aims and objectives of the Corporation.

Notwithstanding the provisions of this Section 4.00, it is not a requirement that a Director appointed by the Board of Directors be a Member, unless that appointed Director is an Officer.

4.14 Election of Directors

- (a) Any Individual Member meeting the qualifications set out for Directors is eligible for election to the Board of Directors, and for re-election for further terms, subject to the provisions of this By-law relating to consecutive terms.
- (b) The election of Directors shall be held not less than annually, at a Meeting of Members.
- (c) Members may nominate persons for election as Directors. The *Nominating Committee* shall recommend nominees to the Members for election or ratification.

4.15 Term of Office

- (a) A Director's term of office shall be two (2) years from the date of the Annual Meeting at which he was elected to office.
- (b) A Director who has served for three (3) consecutive terms shall not be eligible to serve as a Director for a further term unless the Nominating Committee recommends to the Board of Directors that the Director be nominated for re-election, provided that at any time not more than four (4) Directors shall have served more than three (3) consecutive terms.
- (c) In the event an election is not held at the proper time, Directors shall continue in office until their successors are elected.

4.16 Validity of Acts of Directors

The acts of a Director are valid even if a defect in his appointment or qualification is later discovered.

4.17 Filling Vacancies on the Board of Directors

- (a) If there is a quorum of Directors in office, the Directors remaining may fill any vacancy on the Board of Directors for the remainder of that term by passing a resolution appointing a new Director.
- (b) If there is not a quorum of Directors in office, the Directors remaining in office shall forthwith call a General Meeting of Members to fill the vacancies on the Board of Directors. If the Directors then in office fail to call the Meeting, or if there are no Directors then in office, any Member may call a General Meeting.

4.18 Ceasing to be a Director

A person ceases to be a Director upon his:

- (a) death;
- (b) resignation; or
- (c) removal from office.

4.19 Resignation of Director

A Director may resign by forwarding written notice of his resignation to the Head Office. A resignation is effective when received.

4.20 Removal of Director

- (a) A Director elected by the Members may be removed from office at a General Meeting if:
 - (i) the Director fails to meet the qualifications of a Director;
 - (ii) the Board of Directors has passed a resolution recommending to the Members that the Director be removed from office, stating the reasons for removal; and
 - (iii) the Members ratify the recommendation of the Board of Directors at a General Meeting by not less than two-thirds (2/3) of the votes cast by the Members present at the Meeting in person or by proxy.
- (b) A Director appointed by the Board of Directors in accordance with the provisions of this By-law may be removed from office by the Board of Directors.

4.21 Conflict of Interest

Every Director who is in any way directly or indirectly interested in a contract/project or a proposed contract/project with the Corporation shall:

- (a) declare his interest at the first meeting of the Board of Directors after which he became aware of the interest;
- (b) request that his declaration of interest be recorded in the minutes of that meeting; and

- (c) not vote on any resolution concerning the contract/project or the proposed contract/project and, if requested by the chair, absent himself from any discussion relating to the contract/project.

5.00 OFFICERS

5.01 Officers

The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer and Past President (the “Officers”), provided the Past President is willing and available to serve as an Officer.

5.02 Appointment of Officers

The Board of Directors shall appoint from among themselves the President, the Vice-President, the Secretary and the Treasurer, subject to the further provisions of this Section 5.00 relating to Officers. The same person may hold the office of Secretary and Treasurer.

5.03 Officers Need Not Be Directors

- (a) The Past President may serve as an Officer by right.
- (b) The Secretary and the Treasurer need not be Directors and may be appointed by the Board of Directors.
- (c) An Officer who is not a Director may be included in a quorum and may vote at meetings of the Executive Committee.
- (d) All Officers must be Individual Members.
- (e) An Officer shall not hold a paid position with the Corporation and shall not enter into a contract for services with the Corporation.
- (f) An Officer must be a person who supports and provides no conflict with the aims and objectives of the Corporation.

5.04 Validity of Acts of Officers

The acts of an Officer are valid even if a defect in his appointment or qualification is later discovered.

5.05 Officer’s Term of Office

An Officer’s term of office is one (1) year, or until a successor is appointed.

5.06 Duties of Officers

- (a) The President, when present and able, shall chair all meetings of the Board of Directors, the Executive Committee and the Members; shall supervise the business and affairs of the Corporation; shall sign all documents requiring his signature; and shall perform any other duties assigned by the Board of Directors.
- (b) The Vice-President shall perform the duties of the President when the President is not available and/or is unable to perform those duties; and shall perform such other duties as the Board of Directors requires.

- (c) The Secretary shall be entitled to attend all meetings of the Board of Directors, the Executive Committee and the Members, and to ensure that there is a record of all facts and minutes of those meetings in books kept for that purpose; shall ensure that the records of the Corporation are maintained; shall ensure that the required notice is given of meetings of the Board of Directors, the Executive Committee, and Members; and shall perform any other duties as the Board of Directors requires. For greater certainty, the following documents and registers shall be kept and maintained:
- (i) a copy of the Letters Patent, Supplementary Letters Patent, any memorandum of agreement, or, if the Corporation was incorporated by a Special Act, a copy of that Act, and a copy of any other statute the Corporation is subject to;
 - (ii) all By-laws and Special Resolutions;
 - (iii) a register of the Members setting out the names in alphabetical order of persons who are or have been Members within the past seven (7) years and their addresses while they were Members;
 - (iv) a register of Directors setting out the names and addresses and occupations of all persons who have been Directors, and the dates they became and ceased to be Directors;
 - (v) the Corporate seal;
 - (vi) all books, records, minutes, correspondence and documents of the Corporation; and
 - (vii) such other records and documents as the Board of Directors requires.
- (d) The Treasurer shall report regularly to the Board of Directors on the Corporation's financial position, and ensure that all accounting/bookkeeping procedures are in order, including, but not limited to:
- (i) keeping proper books of accounts and accounting records for all financial and other transactions of the Corporation, including records of monies received or paid by the Corporation and the matter to which the receipt or payments relates;
 - (ii) sales and purchases of the Corporation;
 - (iii) assets and liabilities of the Corporation;
 - (iv) any transactions affecting the financial position of the Corporation;
 - (v) depositing money or valuables in the Corporation's account in the financial institution designated by the Board of Directors;
 - (vi) making payments on behalf of the Corporation as the Board of Directors directs;
 - (vii) co-operating with the auditor of the Corporation; and
 - (viii) performing such other duties as the Board of Directors requires.

5.07 Ceasing to be an Officer

A person ceases to be an Officer upon his:

- (a) death;
- (b) resignation; or
- (c) removal from office.

5.08 Resignation of Officer

An Officer may resign by forwarding written notice of his resignation to the Head Office. A resignation is effective when received.

5.09 Removal of Officer

An Officer may be removed from office for failure or inability to perform his duties by way of a resolution passed at a meeting of the Board of Directors, provided notice of the intent to remove the Officer from office has been communicated to all Directors in writing not less than three (3) days prior to the date of the meeting at which the resolution will be made.

5.10 Filling a Vacancy Among Officers

The Board of Directors may fill any vacancy among the Officers for the remainder of that Officer's term of office by passing a resolution appointing a new Officer.

6.00 COMMITTEES AND TASK FORCES

6.01 Committees Generally

- (a) The Nominating Committee and the Personnel Committee shall be standing committees. The Board of Directors shall appoint persons to the Nominating Committee and the Personnel Committee, a majority of which shall be Directors.
- (b) The Board of Directors may establish and appoint persons to other committees and task forces as it deems necessary, and assign any responsibilities to such committees or task forces as it sees fit.
- (c) A majority of the committee or task force present at the meeting in person constitutes a quorum at any committee or task force meeting.
- (d) Notice of a meeting of a committee or task force shall be sent to all members not less than three (3) days prior to the date set for the meeting. Notice may be given by mail, telephone, facsimile, e-mail, or any method of notification agreed to by the committee or task force.
- (e) Committees and task forces shall record the minutes of their meetings and present those minutes to the Board of Directors at its next meeting.

6.02 Nominating Committee

The Nominating Committee shall:

- (a) be chaired by a Director;

- (b) not less than forty-five (45) days prior to the Annual Meeting, send a notice to Members inviting interest in becoming a candidate for the office of Director;
- (c) interview candidates and make recommendations to the Board of Directors for approval;
- (d) prepare a report to the Members, to be included in the notice of the Annual Meeting; and
- (e) present candidates to the Members for ratification at the Annual Meeting.

6.03 Personnel Committee

The Personnel Committee shall:

- (a) be chaired by a Director;
- (b) review the Corporation's personnel policies and recommend suitable policies to the Board of Directors on matters relating to the Corporation's employees, including duties, compensation, holidays and other benefits, and performance reviews; and
- (c) complete any other duties assigned by the Board of Directors.

7.00 INDEMNIFICATION, LIMITATION AND INSURANCE

7.01 Indemnification

Every person, including Directors, Officers, appointees, committee members, task force members, employees or agents of the Corporation, and their heirs, executors and administrators and estate and effects shall at all times be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all claims, damages, costs, expenses and charges which such person sustains or incurs as a result of any action or proceeding, either at law or in equity, for any act, omission or thing in relation to their powers and duties to the Corporation and under this By-law; and
- (b) all claims, damages, costs, expenses or charges they may sustain or incur for any act, omission or thing in relation to their power and duties to the Corporation or under this By-law,

except where these claims, damages, costs, expenses or charges are the result of their own wilful neglect or wilful default.

7.02 Limitation

No member may bring an action or proceeding, either at law or in equity, against the Corporation, Directors, Officers, appointees, committee members, task force members, employees or agents of the Corporation, and their heirs, executors and administrators and estate and effects for any act, omission or thing in relation to a power or duty to the Corporation or under this By-law unless resulting from their own wilful neglect or wilful default. This Section 7.02 may in any such action or proceeding be pleaded as, and shall constitute, an absolute defence and any and all claims, damages, costs, expenses or charges caused by reason of such act, omission or thing shall be conclusively deemed to have been waived by all Members.

7.03 Insurance

The Corporation shall purchase and maintain such insurance for the benefit of Directors, Officers, appointees, committee members, task force members, employees or agents of the Corporation as the Board of Directors may from time to time determine.

8.00 MEMBERSHIP IN THE CORPORATION

8.01 Eligibility for Membership

Individuals, corporations or unincorporated associates that support and provide no conflict with the aims and objectives of the Corporation are eligible for Membership.

8.02 Classes of Membership

- (a) There shall be two (2) classes of membership in the Corporation: Individual Members and Group Affiliate Members.
- (b) The Board of Directors may, from time to time, create new classes of Membership, and impose such conditions of Membership for these new classes of Membership as it deems appropriate.

8.03 Membership Dues

Annual Membership dues shall be in an amount determined by the Board of Directors from time to time.

8.04 Admission Into Membership

Membership is effective when a signed application and the appropriate dues have been received at the Head Office.

8.05 Termination of Membership

Membership terminates:

- (a) upon the death of an Individual Member;
- (b) when written notice of the Member's resignation has been received at the Head Office;
- (c) when the Member fails to be eligible for Membership or fails to pay the Membership dues; or
- (d) if, in the sole and absolute discretion of the Board of Directors, it is determined that the Member does not support the aims and objectives of the Corporation or has interests that are in conflict with those of the Corporation.

9.00 MEETINGS OF MEMBERS

9.01 Notice

- (a) Notice of a Meeting of Members shall be forwarded to all Members not less than twenty-one (21) days prior to the date set for the Meeting, setting out the date, time and place of the Meeting.
- (b) The notice of the Meeting shall include the nature of the business to be decided at the Meeting.
- (c) In the case of an Annual Meeting, notice shall be sent to the auditor at least ten (10) days prior to the date set for the Meeting. Notwithstanding the provisions of this Section 9.00, the accidental

omission to give notice of the Annual Meeting to the auditor shall not invalidate any resolution passed or any proceedings taken at the Annual Meeting.

9.02 Annual Meeting

The Annual Meeting shall be held no later than fifteen (15) months after the last Annual Meeting. The purpose of the Annual Meeting is to:

- (a) hear and receive a report from the Board of Directors to the Members dealing with the affairs of the Corporation for the previous year;
- (b) hear and receive the reports and statements of the auditor and of any other committees or persons that this By-law or the Board of Directors requires to make a report;
- (c) elect Directors;
- (d) appoint the auditor the coming year, who will hold office until the next Annual Meeting, and if no such appointment is made, the auditor in office shall continue in office until his successor is appointed; and
- (e) address any other matters properly brought before the Members and requiring the approval of the Members.

9.03 General Meetings

- (a) The Board of Directors may call a General Meeting of Members to address any issues.
- (b) The Board of Directors shall call a General Meeting if at least ten (10) percent of the Members request that a Meeting be held. Those Members requesting a Meeting shall state in a requisition signed by each of them the general nature of the issues to be addressed at the Meeting. The requisition shall be deposited at the Head Office of the Corporation. A Meeting requisitioned by Members shall be scheduled not more than sixty (60) days from the date the request was received at the Head Office.

9.04 Quorum

A quorum for any Meeting of Members shall be twenty (20) Members, present in person or by proxy.

9.05 Chair of Meetings of Members

- (a) The President shall chair all Meetings of Members, or in his absence, the Vice-President or any other elected Director present at the Meeting.
- (b) If there are no Directors present at the Meeting within fifteen (15) minutes after the time set for the Meeting, or if all Directors present decline to act as chair of the Meeting, the Members present in person may choose any Member to act as chair.

9.06 Voting at Meetings of Members

- (a) Except for By-law amendments, every question proposed at a Meeting of Members shall be decided by a majority of the Members who are present at the Meeting in person or by proxy.
- (b) Individual Members are entitled to one (1) vote at any Meeting of Members.

- (c) Group Affiliate Members may appoint two (2) persons as representatives for receiving notices and information, and are entitled to one (1) vote at any Meeting of Members.
- (d) Votes may be cast by a show of hands, or by ballot, for any matters on which Members will vote, including the election of Directors. Where, after a show of hands, a ballot vote is demanded by a Member, the chair may refuse to conduct same if, in his opinion, it appears that such procedure would not serve any useful purpose in reaching a clear decision on the matter being voted on.
- (e) In the case of a tie the chair shall cast the deciding vote, and such vote shall be in addition to the vote he has as a Member.
- (f) Only those matters included in the notice of the Meeting may be voted on at the Meeting, so that all Members will have an opportunity to attend and vote on any issue to be decided by the Members.

9.07 Adjournments

A Meeting of Members may be adjourned to any time. Any issues to be dealt with at a Meeting of Members may be dealt with at an adjourned Meeting. No notice is required of adjournment of Meetings.

10.00 EXECUTION OF DOCUMENTS

10.01 Documents Generally

- (a) Subject to any other provisions of this By-law, the Letters Patent or any Supplementary Letters Patent, documents to be signed by the Corporation may be signed on its behalf by any two (2) of the President, Vice-President, Treasurer, Secretary or Executive Director.
- (b) The Board of Directors may, by resolution, appoint any person to sign documents generally or to sign specific documents on behalf of the Corporation.

10.02 Corporate Seal

Persons authorized to sign documents on behalf of the Corporation are required to impress the Corporate seal on those documents requiring it.

11.00 CONTRACTS

The Board of Directors may by resolution authorize that contracts generally, contracts of a certain type, or specific contracts be entered into on behalf of the Corporation, by the persons authorized by the Board of Directors to do so, and upon the terms and conditions stated in the resolution or such other terms and conditions as the Board of Directors may approve.

12.00 BANKING

12.01 Authorized Persons

Any two (2) of the President, Vice-President, Treasurer, Secretary or Executive Director are authorized to conduct the banking of the Corporation.

12.02 Financial Institution

The Board of Directors shall by resolution determine the financial institution(s) at which the Corporation will conduct its banking.

12.03 Authorized Activities

The persons authorized by this Section 12.00 to conduct banking on behalf of the Corporation may:

- (a) set up and operate accounts or make other banking arrangements as necessary;
- (b) execute any agreements with the financial institution to facilitate the banking arrangements, but only when two (2) authorized persons sign together on behalf of the Corporation;
- (c) deposit to the account of the Corporation all monies and cheques and negotiable instruments received by or payable to the Corporation;
- (d) issue receipts for property received by the Corporation;
- (e) make and sign cheques on behalf of the Corporation, but only when two (2) authorized persons sign the cheques together; and
- (f) conduct other activities authorized by a resolution of the Board of Directors.

13.00 BORROWING

13.01 Borrowing Generally

The Board of Directors may by resolution approve the borrowing of money on behalf of the Corporation:

- (a) on the credit of the Corporation; or
- (b) on the security of the Corporation's real or personal property.

13.02 Limits on Borrowing

- (a) The borrowing power of the Board of Directors is limited to a total amount of twenty-five thousand dollars (\$25,000). Any further borrowing must be approved by the Members at a Meeting.
- (b) The borrowed funds shall be used only for the purpose and on the terms stated in the resolution.

14.00 FISCAL YEAR

The fiscal year of the Corporation is January 1 to December 31 of each year, unless the Board of Directors by resolution changes the fiscal year.

15.00 BY-LAWS

15.01 By-law Changes

An addition, amendment, repeal or re-enactment of the By-law must be:

- (a) approved by resolution of the Board of Directors; and

- (b) confirmed at a Meeting of Members by two-thirds (2/3) of the Members present at the Meeting in person or by proxy.

15.02 When Effective

A by-law, an amendment, a repeal or a re-enactment of a by-law is effective when approved and confirmed in accordance with this Section 15.00.

15.03 Members' Powers

Members may confirm, reject, amend, or otherwise deal with any by-law approved by the Board of Directors and submitted to the Members for confirmation. No acts done or rights acquired under a by-law are prejudicially affected by the rejection, amendment or other dealing with the by-law by the Members.

16.00 DISSOLUTION OF THE CORPORATION

When the Corporation is dissolved and after its debts and liabilities are paid, any property remaining shall be distributed or disposed to one or more charitable organizations whose aims and objectives are beneficial to the community.