

**HOSPICE WELLINGTON**

**GENERAL BY-LAW  
NUMBER ONE (1)**

JUNE 2015

## HOSPICE WELLINGTON

### BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of the HOSPICE WELLINGTON

**WHEREAS** HOSPICE WELLINGTON was incorporated by Letters Patent issued by the Ministry Of Consumer and Commercial Relations (Ontario) on the 26th day of January, 1994;

**BE IT RESOLVED** and enacted as the general by-law of HOSPICE WELLINGTON as follows:

#### **ARTICLE 1 INTERPRETATION**

**1.01** In this By-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- .01 The singular includes the plural;
- .02 The masculine includes the feminine and feminine includes the masculine;
- .03 "Board" means the Board of Directors of the Corporation;
- .04 "Corporation" means HOSPICE WELLINGTON and any successor incorporated corporation within the meaning of *The Corporations Act* as defined herein;
- .05 "*Corporations Act*" means the *Corporations Act, R.S.O. 1990, Chapter 89*, and any statute amending or enacted in substitution therefore, from time to time;
- .06 "documents" includes 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 obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 "Directors" means those persons elected to the Board as stipulated herein;
- .08 "Member" means a person who has been admitted to membership in the Corporation by the Board of Directors as stipulated herein.

**1.02** 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.

#### **ARTICLE 2 HEAD OFFICE**

The head office of the Corporation shall be in the County of Wellington, in the Province of Ontario.

#### **ARTICLE 3 CHARITABLE STATUS**

Hospice Wellington shall be operated without the purpose of pecuniary gain to any of its members. Any surplus or accretions at Hospice Wellington shall be used solely for the objects of Hospice Wellington.

## **ARTICLE 4    BOARD OF DIRECTORS**

### **4.01    Board**

The affairs of the Corporation shall be managed by a Board composed of up to fourteen (14) elected Directors including the Director whose position is Past Chair who shall be an ex-officio member of the Board as described herein.

### **4.02    General Rules**

Directors shall be elected in the manner set out in Article 4.19, each of whom shall hold office for a term of three (3) years after he\she shall have been elected or until his\her successor shall have been elected or appointed pursuant to the provisions herein. With the exception of the Current Chair, the Past Chair, or the Incoming Chair (as nominated by the Board to replace the Current Chair at the next scheduled annual meeting of members) no Director may remain as such for more than two consecutive terms (i.e. 6years), unless by special recommendation by Nominating Committee to Board of Directors, and only for a period of one year.

- *The Current Chair may continue his or her term after having completed a term of six (6) years and remain in the position of Current Chair and then Past Chair, following the election of a new Current Chair, for up to three (3) years.*
- *The Incoming Chair, having been nominated by the Board, may be elected by the members to continue his or her term after having completed a term of six (6) years, for up to two (2) years as Chair.*
- *The Past Chair may commence his or her term after having completed a term of up to two (2) years as Chair and may remain in the position of Past Chair for up to two (2) years*

### **4.03    Qualifications**

Each Director:

- .01    is at the date of, or become within ten (10) days after, his\her election, and thereafter remains throughout his or her term, an Ordinary Member of the corporation;
- .02    shall be at least eighteen (18) years of age; and
- .03    is not an undischarged bankrupt nor a mentally incompetent person;

If a person ceases to qualify under any of the provisions above the vacancy so created may be filled in the manner prescribed by Section 4.04.

### **4.04    Vacancies**

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors among the qualified members of the Corporation until the next general meeting of members. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

#### **4.05 Removal of Directors**

- .01 The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members of which notice specifying the intention to pass the resolution has been given, remove any Director prior to the expiration of his\her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his\her stead for the remainder of his\her term.
- .02 The office of Director of the organization shall be terminated upon
- (i) receipt of notice of resignation in writing to the Secretary of the organization; or
  - (ii) if he/she becomes bankrupt, or suspends payment, or compounds with his/her creditors, or makes unauthorized assignment, or is declared insolvent; or
  - (iii) if he/she becomes mentally incompetent, as defined under the Mental Health Act; or
  - (iv) if he/she fails to attend fifty (50%) percent of the meetings of the Board in any consecutive twelve (12) month period, unless the Board by resolution exempts the Director from this requirement; or
  - (v) if he/she fails to attend three (3) consecutive Meetings of the Board, unless the Board by resolution exempts the Director from this requirement.
  - (vi) the Directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a regularly held meeting of Directors of which notice specifying the intention to pass the resolution has been given, remove any Director prior to the expiration of his\her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his\her stead for the remainder of his\her term.

#### **4.06 Quorum**

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Board of the Directors in office at the time, but in no case shall a quorum be less than two-fifths of the number of Board of Directors identified in 4.01 above, excluding ex-officio members of the Board.

#### **4.07 Meetings**

Meetings of the Board may be held at any place in Wellington County, Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary, or any two (2) Directors.

#### **4.08 Notice**

Subject to the provisions of Section 4.09, notice of Board of Directors meetings shall be delivered, emailed, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or Chair 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. In the event that any Director cannot be reached by telephone, then notice of the said Board meeting shall be personally delivered, emailed, or mailed to the Director in accordance with the provisions hereof.

#### **4.09 Regular Meetings**

There shall be at least six meetings of the Board in each year.

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given.

The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization and the transaction of any other business.

#### **4.10 Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chair in addition to his\her original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by any Director. A declaration by the Chair that a resolution has been carried 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 resolution.

#### **4.11 Remuneration of Directors**

The Directors of the Corporation shall serve without remuneration.

#### **4.12 Indemnities of Directors**

Every Director or officer of the Corporation and his\her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and save harmless, out of the funds of the Corporation, from and against:

- .01 all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any actions, suit or proceedings which is brought, commenced or prosecuted against him\her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him\her in or about the execution of the duties of his\her office; and
- .02 all other costs, charges and expenses which he\she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his\her own wilful neglect or default.

#### **4.13 Protection of Directors and Officers**

No Directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his\her respective office or trust or in relation thereto unless the same shall happen by or through his\her own wrongful and wilful act or through his\her own wrongful and wilful neglect or default.

#### **4.14 Responsibility for Acts**

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

#### **4.15 Ex-Officio Director(s)**

The Past Chair shall be a Director of the Corporation, and shall be entitled to vote at meetings of the Board. In the event that the Past Chair is unable or unwilling to act in such ex-officio capacity, then his or her immediate predecessor may be ex-officio a Director of the Corporation and failing same the position may remain vacant.

#### **4.16 Others Present**

Such others as the Board may from time to time by resolution determine may be invited to speak at meetings of the Board, but shall not be entitled to vote thereat. The Executive Director of the Corporation has a standing invitation to attend and speak at meetings of the Board. Employees of the Corporation can attend meetings of the Board at the invitation of the Board.

#### **4.17 Responsibilities**

The Board of Directors shall have the power afforded to them under the *Corporations Act* and including the power to pass resolutions to advance and further to the objects and to otherwise govern the Corporation and in particular:

- .01 are responsible for the direction of all affairs of the organization in accordance with its Letters Patent and By-Laws, and for the formulation of necessary policies;
- .02 shall elect or appoint the officers of the organization and elect members of the Executive Committee;
- .03 shall authorize necessary expenditures including the purchase and rental of property and the making of contracts;

- .04 shall authorize financial transactions in accordance with this By-Law;
- .05 shall authorize any two (2) or more Directors, Officers, employees, agents of the organization to exercise any of the rights, powers, and authorities conferred upon the Directors;
- .06 shall authorize the signing by such Officer, employee or agents as shall be determined by the Board of all cheques, bills of exchange, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization in accordance with this By Law;
- .07 shall appoint the Executive Director and exercise such direction over administrative affairs as is necessary for effective pursuit of the organization's objectives;
- .08 shall ensure that the organization carries all forms of proper insurance; and
- .09 shall establish and maintain sound personnel policies and procedures.

#### **4.18 Conflict of Interest**

- .01 Every Director is in a fiduciary relationship with the organization and is under an obligation to act in the utmost good faith towards the organization in his/her dealings with it or on its behalf.
- .02 Every Director who in any way directly or indirectly, or who has family or other association who in any way directly or indirectly, has an interest in a proposed or existing contract or transaction with the organization shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors.
- .03 In the case of a proposed contract or transaction a declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration, or, if the Director or the Director's family member or other associated party is not, at the date of the meeting, interested in the proposed contract or transaction, at the next meeting of the Board of Directors held after the Director or Director's family member or other associated party becomes so interested.
- .04 In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes office and the interest comes into being.
- .05 After making such a declaration, the Director shall excuse him or her self and shall not vote on such a contract or transaction, nor shall he/she be counted in the quorum in respect of such a contract transaction.
- .06 If a Director has made a declaration of interest in a contract or transaction in compliance with this clause, the Director is not accountable to the organization for any profit realized from the contract or transaction.

.07 If a Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall reimburse the organization for all profits realized directly or indirectly from such contract.

#### 4.19 Elections of Directors

##### .01 General

At each annual meeting the number of Directors equal to the number of Directors retiring may be elected for terms of three (3) years by and from the members eligible to vote.

Candidates shall include:

- (i) the slate of candidates for office proposed by the Nominating Committee; and
- (ii) the persons whose names are put in nomination on form as prescribed by the Nominating Committee by any Member entitled to vote fourteen (14) days prior to the date set for the annual meeting of Members at which the election of Directors is held.

Directors shall be elected and retire from office on a rotational basis, serving staggered terms, to balance continuity with new perspective.

##### .02 Election Method

Where:

- (i) the number of candidates nominated is equal to the number of offices to be filled, the Secretary at the meeting shall cast a single ballot electing that number of candidates for the offices; and
- (ii) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

##### .03 Consent

A person who is elected or appointed as a Director is not a Director unless:

- (i) he/she was present at the Meeting where he/she was elected or appointed and did not refuse to act as a Director
- (ii) where he/she was not present at the Meeting where he/she was elected or appointed, he/she consented to act as Director in writing before his/her election or appointment, or within ten (10) days thereafter; and
- (iii) he/she has contracted with the organization, in writing, to abide by the By-laws of the organization.



## **ARTICLE 5    OFFICERS**

### **5.01    Appointment\Election of Officers**

The Board of Directors shall annually at the first meeting after the annual meeting of Members, and more often as may be required, elect a Chair, a Secretary, a Treasurer, and a minimum of one (1) and a maximum of two (2) Vice-Chairs. Two (2) or more of the aforesaid offices may be held by the same person. The Board of Directors may, from time to time, appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may, from time to time, be prescribed by the Board of Directors.

### **5.02    Vacancies**

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- .01    the Officer's resignation, which resignation shall be effective at the time
- .02    the written resignation is received by the Secretary of the organization, or
- .03    at the time specified in the resignation, whichever is later;
- .04    the appointment of a successor;
- .05    the Officer ceasing to be a Director or a Member if such is a necessary qualification;
- .06    the Meeting at which the Directors annually appoint the Officers of the
- .07    organization;
- .08    the Officer's removal;
- .09    the Officer's death.

If the office of any Officer of the organization shall be or become vacant, the Directors, by resolution, may appoint a person to fill such a vacancy.

### **5.03    Terms**

The term of office shall be the same as the term of Director whom is elected to such office.

### **5.04    Chair Powers and Duties**

The Chair shall represent the organization and ensure that all policies and actions approved by the general membership or the Board are properly implemented. For the sake of clarity, the President and the Chair are positions held by the same person.

The Chair presides at Annual Meetings and General Meetings of Hospice Wellington, chairs Meetings of the Executive Committee and the Board, and is ex-officio a member of all standing committees. The Chair shall have such other powers and duties incidental to the office as may be, from time to time, prescribed by the Board.

#### **5.05 Vice Chair Powers and Duties**

The Vice-Chair(s) shall fulfill the duties of the Chair when that person is temporarily absent or otherwise unable to perform the duties of the office. The Vice-Chair(s) shall also perform specific duties assigned by the Chair, the Executive Committee, or the Board.

#### **5.06 Past Chair Powers and Duties**

The immediate Past Chair is ex-officio chair of the Nominating Committee and is available to undertake any special duties assigned by the Chair or requested by the Board or the general membership.

#### **5.07 Secretary Powers and Duties**

The Secretary shall perform or cause to be performed all secretarial functions for the Board and the Executive Committee of the Board. He\she shall keep or cause to be kept a correct record of the proceedings and transactions of all meetings of the Members, the Board, and the Executive Committee of the Board. He\she shall give all notices required to be given to Members and Directors. He\she shall be the custodian of the corporate seal of the organization and shall keep and maintain copies of the Letters Patent and all By-laws. He\she shall keep or ensure the maintenance of all books, papers, records, correspondence, and documents belonging to the organization. The Secretary shall certify and ensure the maintenance of the list of members as defined herein. He\she shall receive any resignations given to him/her.

#### **5.08 Treasurer Powers and Duties**

The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements are maintained. He\she shall ensure that all monies or other valuable effects in the name of, and to the credit of, the organization are deposited in such banks as may be directed by the Board of Directors and shall ensure that funds are disbursed in accordance with the direction of the Board of Directors. The Treasurer shall submit the books of account for audit at the close of the fiscal year and present the audited financial statements to the Membership at the Annual General Meeting of Members. He\she shall be the chair of the Finance and Audit committee. The Treasurer shall perform other duties from time to time prescribed by the Board or incident to this office.

### **ARTICLE 6 EXECUTIVE DIRECTOR**

#### **6.01 Appointment**

The Board of Directors may, from time to time, appoint an Executive Director and delegate to that person full power to manage and direct the business and affairs of the organization.

#### **6.02 Duties**

The Executive Director shall supervise the day to day operations and administration of the organization and perform such other duties as he or she may be directed from time to time by the Board of Directors. The Executive Director shall conform to all lawful orders given by the Board of Directors of the organization and shall at all reasonable times, give to the Directors or any of them all information they may require regarding the affairs of the organization.

## **ARTICLE 7 EXECUTIVE COMMITTEE**

- 7.01** The Executive Committee shall be composed of the Chair, Vice-Chair(s), Secretary, Treasurer, the immediate Past-Chair, one member at large chosen by the Board, and such other Directors that the Board may determine. This Executive Committee shall be responsible for the direction of the affairs of the organization between Board meetings. All actions and decisions taken by the Executive Committee shall be reported, by written minutes of any Meeting, to the Board for ratification at its next Meeting. Meetings of the Executive Committee may be called by the Chair as required. The Executive Committee shall also meet at the written request of two (2) members of the Executive Committee. A quorum of the Executive Committee shall be a majority of its members.

## **ARTICLE 8 MEMBERSHIP**

- 8.01** There shall be two classes of membership in the Corporation:

.01 Ordinary Members and

.02 Honorary Members;

together they shall be termed "Members" and separately as "Ordinary Member" or "Honorary Member" as the case may be.

.01 Honorary Members

From time to time, the Board may by resolution admit for life or lesser term without payment of any fee or assessment as an Honorary Member a person or organization who in the opinion of the Board would benefit from membership or could enhance the membership of the Corporation.

Honorary Members:

- (i) shall be kept informed of the affairs of the organization;
- (ii) may attend meetings of Members of the organization but do NOT have the right to vote; and
- (iii) have the right to become Ordinary Members pursuant to the qualifications of eligibility outlined in this Article 8.

.02 Ordinary Members

- (i) Membership shall be by Admittance of the Board as defined below.
- (ii) Ordinary Membership by Admittance of Board

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and the Board shall by resolution admit a person or persons as Ordinary Members. Ordinary Membership shall expire immediately prior to the first meeting of the Board of Directors following the Annual General Meeting of the Members.

The Board of Directors shall pass a resolution to admit a person or persons as Ordinary Members at the first meeting of the Board of Directors following the Annual General Meeting of Members.

.03 Standstill Period

There shall be no new Ordinary Members admitted to the Corporation by the Board within forty-five (45) days prior to an Annual General Meeting of Members unless the prospective member's name is put forward by the Nominating Committee, in such 45 day period and requires admittance as Ordinary Member in order to run for election.

.04 Membership Dues

Ordinary Members shall be notified in writing of the membership fees at any time payable by them. If fees are not paid within one (1) calendar month of the membership renewal date as established by the Board of Directors, the member in default shall thereupon cease to be an Ordinary Member of the Corporation.

The amount of an Ordinary Member's annual membership dues may be established from time to time by the Board of Directors and confirmed by a resolution of the Members at the Annual General Meeting. Any resolution of the Board respecting annual dues shall not be effective until confirmed by a resolution of the Members at the Annual General Meeting.

.05 Termination of Membership

- (i) Membership in the organization is not transferable and lapses and ceases to exist:
- (ii) upon receipt of the Member's written resignation;
- (iii) upon non-payment of annual membership dues as required ;
- (iv) upon death of the Member;
- (v) if, at a Special Meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at that Meeting, provided the Member shall be granted the opportunity to be heard at such Meeting.

**ARTICLE 9 MEMBERS' MEETINGS**

**9.01 Annual Meeting**

The Annual Meeting of Members shall be held on such day in each year and at such time as the Directors may, by resolution, determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the organization is located. The annual meeting of the members shall be held for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;

- .02 election of such Directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his or her remuneration; and
- .04 the transaction of any other business properly brought before the meeting.

## **9.02 General Meetings**

Other Meetings of the Members may be convened by order of the Chair or Vice-Chair or by the Board of Directors at any date and time, and at any place within Ontario or in the absence of such determination, at the place where the head office of the organization is located. The Board of Directors shall call a General Meeting of Members upon written request of not less than one-tenth (1/10) of the Members pursuant to s.295 of the *Corporations Act*.

## **9.03 Notice**

Ten (10) days' written notice shall be given to each Member of any Annual or General Meeting of Members, such notice to be sent to any Member in accordance with the *Corporations Act*.

## **9.04 Quorum**

The lesser of five (5%) percent or twenty (20) in number of the Ordinary Members present in person or represented by proxy constitute a quorum at a meeting of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at commencement of such business.

PROVIDED HOWEVER that where:

- .01 quorum has not been achieved one-half hour after the commencement time specified in the notice calling the meeting of members; and
- .02 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 the date, time and place for the resumption of the meeting, then present in person constitute a quorum.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection .02, the numbers of persons present required for a quorum shall be divided by two.

## **9.05 Chairperson of the Meeting**

In the event the Chair is absent and there is no Vice-Chair present, the persons who are present and entitled to vote shall choose another Director as Chairperson of the Meeting, and if no Director is present or if all Directors present decline to take the Chair, then the persons who are present and entitled to vote shall choose one of their number to act as Chairperson.

## **9.06 Votes**

Every question submitted to any Meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chairperson of the Meeting shall

both, by a show of hands and a poll, have a second or casting vote in addition to any vote or votes to which the Chairperson may be otherwise entitled. At any Meeting, a declaration by the Chairperson of the Meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

#### **9.07 Proxies**

Every Member entitled to vote at meeting of members may by means of a proxy appoint a person as his\her nominee to attend and act at the meeting in the manner and to the extent and with the power conferred by the proxy; provided that no person may carry more than five (5) proxies to any meeting of members. A proxy shall be in writing, shall be executed by the member entitled to vote, shall be in writing, and ceases to be valid 365 days 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 Chair 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 by resolution.

### **ARTICLE 10 COMMITTEES**

#### **10.01 Nominating Committee**

.01 The Nominating Committee shall:

- (i) consist of at least three (3) persons, including the Past Chair serving as chair of the Nominating Committee, a Director, and a member of the organization. Any vacancy on the Nominating Committee shall be filled by the Board from those eligible to serve;
- (ii) solicit and recruit potential nominees for the Director positions and submit to the Directors' meeting, in writing, at least twenty eight (28) days prior to the Annual Meeting, the names of nominees for election to the Board of Directors along with a biographical sketch of all those nominated. Any Ordinary Member may then submit any further nominations provided that such nominations are submitted to the Board within 14 days prior to the Annual Meeting;
- (iii) submit a report to the Annual Meeting;
- (iv) present to the Board of Directors at its first Meeting names of nominees for election as Officers and members of the Executive Committee of the organization;
- (v) solicit and recruit potential nominees for the positions of Officers and members of the Board of Directors should a vacancy occur.

Provided that a member of the Nominating Committee who is otherwise qualified may be nominated for any position.

## **10.02 Ad Hoc Committees**

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01 the delivery of its reports;
- .02 the completion of its assigned tasks;
- .03 a majority change in the membership of the Board by which it was constituted; or
- .04 a resolution to that effect of the Board by which it was constituted;

whichever first occurs.

## **10.03 General Rules for Committees**

- .01 All other Committees of the Board shall be prescribed or confirmed by the Board of Directors.
- .02 With the exception of the Executive Committee, no Committee shall have authority to bind the organization for the payment of money or the performance of any contract or the carrying out of any obligation or duty.
- .03 Subject to the direction of the Board of Directors, Committees may meet for the transaction of business, monitoring, and regulating the Committees and programs as they see fit.

## **ARTICLE 11 BANKING ARRANGEMENTS**

**11.01** The Treasurer or Executive Director and either the Chair or Vice-Chair or any other person who shall be appointed by the Board of Directors, provided that there are always two signatories, shall be authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, and to have the following power and authority, subject to the monetary limit from time to time established by the Board:

- .01 operate the Corporation's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

**ARTICLE 12 AUDITOR**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor.

**ARTICLE 13 FINANCIAL YEAR**

The financial year of the Corporation shall terminate on March 31 in each year or such other date as the Board may from time to time by resolution determine.

**ARTICLE 14 NOTICE**

**14.01 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, excluded.

**14.02 Omissions and Errors**

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and ratify and approve any or all proceedings taken thereat.

**ARTICLE 15 BY-LAWS AND AMENDMENTS, ETC.**

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations Act*.

**ARTICLE 16 REPEAL OF PRIOR BY-LAWS**

All prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

**ARTICLE 17 EFFECTIVE DATE**

This by-law shall come into force without further formality upon its enactment.



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Passed by a majority of the Members of the Corporation at a meeting properly held and constituted as evidenced by the signature of the Secretary of the Corporation this 23<sup>rd</sup> day of June, 2015.

\_\_\_\_\_  
Original signed by:  
David Smelsky, Secretary

Passed by at least 2\3 of the members of the Corporation at a meeting properly held and constituted as evidenced by the signature of the Secretary of the Corporation this 23<sup>rd</sup> day of, June 2015.

Original Signed by:

\_\_\_\_\_  
David Smelsky, Secretary