

## **BY-LAW NO. 4**

A By-law relating generally to the conduct of the activities and affairs of

### **THE ARQUIVES: CANADA'S QUEER ARCHIVES**

(hereinafter referred to as the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

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#### **Section 1 - General**

##### **1.01 Definitions**

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

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles" means the instrument that incorporated the Corporation or that modifies the Corporation's incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- c. "Board" means the board of directors of the Corporation;

- d. "By-law" means this by-law, and "By-laws" means this By-law and all other by-laws of the Corporation which are, from time to time, in force and effect;
- e. "Chair" means the chair of the Board;
- f. "Director" means an individual occupying the position of director on the Board of the Corporation by whatever name they are called;
- g. "Member" means a member of the Corporation;
- h. "Officer" means an officer of the Corporation;
- i. "Ordinary Resolution" means a resolution that (i) is submitted to a meeting of the Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney; and
- j. "Special Resolution" means a resolution that (i) is submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney.

## **1.02 Interpretation**

Other than as specified in section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

## **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.05 Execution of Documents**

- a. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons authorized and in the manner from time to time prescribed by the Board provided that in

the absence of such prescription by the Board, all such cheques, drafts, orders, notes and acceptances and bills of exchange shall be signed in accordance with section 1.05(b) below.

- b. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its Officers or Directors. Also, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Members**

### **2.01 Membership**

In accordance with the articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board, or in such other manner as determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

The Board is authorized to adopt policies establishing criteria for admission to membership and to amend such policies, from time to time. The Board, or a committee established by the Board, shall have the discretion to screen applicants and may accept or reject an application for membership in the Corporation in the sole and absolute discretion of the Board, or the said committee, as the case may be. The decision of the Board, or the said committee, as the case may be, to deny an application for membership shall not be subject to challenge or appeal by the rejected applicant or any other person.

### **2.02 Members' Dues**

The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

### **2.03 Termination of Membership**

A membership in the Corporation is not transferable and automatically terminates when:

- a. the Member dies;
- b. the Member resigns;
- c. the Member's term of membership, if any, expires;
- d. the Member is expelled in accordance with section 2.04 of this By-law;
- e. the Corporation is dissolved under the *Act*; or

- f. the person's membership is otherwise terminated in accordance with the Articles or the By-laws.

## **2.04 Termination of Membership for Cause**

- a. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing the termination of membership for:
  - (i) violating any provision of the Articles, the By-laws or written policies of the Corporation;
  - (ii) carrying out any conduct which may be detrimental to the Corporation as the Board determines; or
  - (iii) any other reason that the Board considers to be reasonable, having regard to the purpose of the Corporation.
- b. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of membership. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **Section 3 - Members' Meetings**

### **3.01 Annual Meeting**

The annual meeting of the Members shall be held on a day and, subject to section 3.09 below, at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in the *Act* before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or the Articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

### **3.02 Special Meetings**

The Board may call a special meeting of the Members at any time by providing notice in accordance with section 3.03 of this By-law.

The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the *Act* provides otherwise.

### **3.03 Notice**

Subject to the *Act*, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in section 10 of this By-law to each Member entitled to receive notice of a meeting of Members pursuant to the Articles, to each Director and to the auditor or person appointed to conduct a review engagement.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any Special Resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **3.04 Requests for Accommodation**

Any member entitled to attend and vote at an annual or special meeting of the Members who requires reasonable accommodation to participate in such meeting may make a request for accommodation, in writing, to the executive director of the Corporation no fewer than five (5) days in advance of the meeting. Upon receiving such request, the accommodation request shall be considered by the executive director, in consultation with the Chair. Accommodation requests will be considered on a case-by-case basis. Accommodation requests will be addressed with dignity and respect. The executive director may request the Member who made the request for accommodation to provide documents and such further information as may be necessary, in support of their request for accommodation.

Where the executive direction, in consultation with the Chair, determines that accommodation is required, and that providing accommodation will not cause undue hardship to the Corporation, the Corporation shall provide reasonable accommodations to enable the Member's participation in the meeting of the Members. Where the executive director, in consultation with the Chair, determines that accommodation is not required, or if the executive director, in consultation with the Chair, finds that providing accommodation would cause undue hardship to the Corporation,

the executive director will communicate the decision and an explanation for it to the Member who made the request for accommodation no less than twenty-four (24) hours before the meeting of the Members. Decisions regarding accommodation are final.

### **3.05 Quorum**

A quorum for the transaction of business at a Members' meeting shall be the lesser of: (i) 50% of the Members entitled to vote at the meeting, or (ii) five (5) Members entitled to vote at the meeting. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.06 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the vice-chair of the Board, if any, shall be the chair of the Members' meeting. In the absence of the Chair and the vice-chair of the Board, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **3.07 Adjournments**

The Chair may, with the consent of the majority of Members present at a Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- a. The time of the continued meeting.
- b. If applicable, the place of the continued meeting.
- c. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

### **3.09 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-laws provided that:

- a. each Member shall be entitled to one vote at any meeting, including the chair of the meeting, if a Member;
- b. votes shall be taken by a show of hands among all Members present except where the meeting is held by telephonic or electronic means in which case the vote shall be taken in the manner determined by the Chair of the Board, or by the chair of the meeting in the event that the Chair of the Board is not the chair of the meeting;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a ballot, and shall not have a second or casting vote. If there is a tie vote upon ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **3.10 Meetings by Telephonic or Electronic Means**

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the *Act* to be present at the meeting.

### **3.11 No Voting by Proxy**

Members shall not have the right to vote by proxy.

### **3.12 Advanced Voting by Telephonic or Electronic Means**

In accordance with section 67 of the *Act*, the Corporation may allow Members to vote in respect of one or more items of business by way of advanced voting through telephonic or electronic means, provided that the Corporation makes such means available.

## **Section 4 - Directors**

### **4.01 Number of Directors**

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the number of Directors of the Corporation and the number of Directors to be elected at the annual meeting of the Members must be the number determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors. A decrease in the number of Directors does not shorten the term of an incumbent Director.

### **4.02 Election and Term**

Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. Directors of the Corporation shall be elected and shall retire in rotation. The term of office of the Directors shall be from the date of the meeting at which they are elected until the close of the second (2nd) annual meeting of members following their election (hereinafter referred to as a “two-year term”) Notwithstanding the aforesaid provision, it may be necessary that some Directors be elected for a one (1) year terms in order to maintain a balance of expiring terms on the Board. If an election of Directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

### **4.03 Nominations**

a. Nominations Sought. At least ninety (90) days prior to each annual meeting at which an election of Directors will be required, the secretary of the Corporation shall invite all Members of the Corporation to submit to the chair of the Nominating Committee the names of persons whom they wish to be considered for election to the Board at the next annual meeting of Members.

b. Form of Nomination to Nominating Committee. Nominations to the Nominating Committee shall be in writing and shall be accompanied by:

- (i) the name and contact information of the person making the nomination;
- (ii) the name, contact information and a biographical outline of the nominee and such other detailed information concerning background, experience, and areas of interest as deemed necessary by the Nominating Committee and other information that may be requested by the Corporation; and
- (iii) the consent of the nominee to act as a Director of the Corporation, if elected as a Director of the Corporation.

c. Closing Date for Nominations. All nominations made pursuant to section 4.03b. of this By-law must be received by the chair of the Nominating Committee by email or other electronic



means at least sixty (60) days prior to the annual meeting at which an election of Directors will be required, provided that the closing date for nominations must be at least thirty (30) days after the date of the call for nominations pursuant to section 4.03a. of this By-law. Subject to the discretion of the Board, no nominations will be accepted after the closing date.

d. Nominating Committee. The Nominating Committee shall propose a list of candidates for election to the Board. In selecting candidates for the Board, the Nominating Committee shall have regard to the nominations received from the Members of the Corporation in accordance with sections 4.03b. and c. of this By-law and the skills and selection criteria as established by the Board.

e. List of Candidates. The list of candidates proposed by the Nominating Committee shall be sent to the Members in the manner specified in section 10 of this By-law not less than twenty-two (22) days before the annual meeting at which an election of Directors will be required.

f. Nomination supported by not less than twenty-five (25) Members. Members may also make nominations in writing signed by not less than twenty-five (25) Members to nominate an individual they desire to have elected to the Board who is not included in the list of candidates that was sent to the Members pursuant to section 4.03e. of this By-law. Any nominations made pursuant to this paragraph f. must include the name and contact information and a biographical outline of the nominee and the consent of the nominee to act as a Director of the Corporation, if elected as a Director of the Corporation. Any such nominations must be received by the chair of the Nominating Committee by email or other electronic means (provided that such nominations shall contain the names and signatures of twenty-five (25) Members) at least fifteen (15) days prior to the annual meeting of Members. No nominations made pursuant to this par. f. will be accepted after the aforementioned deadline.

g. Final List. If any nominations are received in accordance with section 4.03f. of this By-law and such nominees meet the qualifications set out in section 4.02 of this By-law, the Governance and Nominating Committee shall add the names of those nominees to the list of candidates. For greater certainty, the final list of candidates shall set out the candidates recommended by the Nominating Committee and the names of the nominees whose nomination received the support of not less than twenty-five (25) Members pursuant to section 4.03f. of this By-law. The final list may be in the format set out below.

<b>FINAL LIST OF CANDIDATES</b>	
<b>RECOMMENDED BY NOMINATING COMMITTEE</b>	
Name 1	
Name 2	
Name 3 [Add additional spaces if needed]	

<b>OTHER CANDIDATES (if any)</b>
[NAME] [Add additional spaces if additional candidates]

h. Notice and Final List to Members. The final list of candidates shall be sent to the Members at the time of sending the notice of the meeting to the Members in accordance with section 3.03 of this By-law.

i. No Nominations from Floor. There shall be no nominations for Directors from the floor of the annual meeting at which Directors are to be elected. Nominations for Directors shall take place in accordance with the provisions of this By-law.

#### **4.04 Vacancies**

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- e. if the Members, by Ordinary Resolution at a special meeting, remove from office the Director before the expiration of the Director's term of office.

#### **4.05 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

## **Section 5 - Board Meetings**

### **5.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, executive director or any two Directors at any time and any place on notice as required by this By-law.

### **5.02 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings except if the purpose of the meeting or the business to be transacted includes a matter referred to below, in which case the notice must specify the matter:

- a. submitting to the Members any question or matter requiring the approval of the Members;
- b. filling a vacancy among the Directors;
- c. appointing additional Directors;
- d. filling a vacancy in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- e. issuing debt obligations except as authorized by the Board;
- f. approving any annual financial statements;
- g. adopting, amending or repealing By-laws; or
- h. establishing contributions to be made, or dues to be paid, by Members under section 2.02 of this By-law.

### **5.03 Notice**

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in section 10 of this By-law to every Director of the Corporation not less than forty-eight (48) hours before the date that the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent not less than ten (10) days before the date that the meeting is to be held. A notice of a meeting of the Board need not specify the purpose or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 5.02(a) to (h) of this By-law, in which case the notice must specify that matter. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly

elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of the Board need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors of the Corporation may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

#### **5.04 Chair**

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

#### **5.05 Quorum**

A majority of Directors in office from time to time shall constitute a quorum for meetings of the Board.

#### **5.06 Voting**

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

#### **5.07 Participation by Telephonic or Electronic Means**

A meeting of the Board may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of the Board is deemed for the purposes of the *Act* to be present at the meeting.

#### **5.08 Resolutions in Lieu of Meeting**

A resolution signed by all the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting and the Corporation shall keep a copy of each such resolution with the minutes of the meetings of the Board.

### **Section 6 - Financial**

#### **6.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

## **6.02 Borrowing Powers**

The Board may, without authorization of the Members:

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

## **6.03 Financial Year**

The financial year end of the Corporation shall be determined by the Board.

## **Section 7 - Officers**

### **7.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be executive director, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **7.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation;
- c. such Officer's death; or
- d. the Officer ceasing to be a Director, if being a Director is a necessary qualification of appointment to such office.

### **7.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **7.04 Duties of the Chair**

The Chair shall, when present, preside at all Board meetings and all Members' meetings. The Chair shall perform such other duties as the Board may determine from time to time.

#### **7.05 Duties of the Treasurer**

If appointed, the treasurer shall work collaboratively with the executive director and senior management, if any, to support the Board in achieving its fiduciary responsibilities. The treasurer shall keep, or cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or cause to be deposited, all monies, securities and other valuable effects in the name and to the credit of the Corporation in such bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse, or supervise the disbursement of, the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements. The treasurer shall render to the Chair and the Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

#### **7.06 Duties of the Secretary**

If appointed, the secretary shall keep, or cause to be kept, a roll of the names and addresses of the Members. The secretary shall give such notice as required by the By-laws of all meetings of the Members, meetings of the Board and meetings of Board committees. The secretary shall ensure the proper recording and maintenance of minutes of all meetings of the Members, all meetings of the Board and all meetings of Board committees. The secretary, or their designate, shall have custody of all minute books, documents, registers and the seal of the Corporation, if any, and ensure that they are maintained as required by law. The secretary shall perform such other duties as the Board may determine from time to time.

#### **7.07 Duties of the Executive Director**

If appointed, the executive director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The executive director shall perform such other duties as the Board may determine from time to time. The executive director shall be entitled to receive notice of and to attend and speak at all meetings of the Board, save and except when the Board is discussing the position, salary or benefits of the executive director, and shall be entitled to receive notice of and to attend and speak at all Members' meetings. Attendance of the executive director at Board meetings and/or Members' meetings, shall be as a non-member thereof without the right to vote.

### **Section 8 - Committees**

### **8.01 Appointment of Committees**

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in section 5.02a. to h. of this By-law, which powers are not permitted under the *Act* to be delegated; and
- b. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. Any committee member may be removed by resolution of the Board. The Board may dissolve any committee by resolution at any time.
- c. A committee that has one or more members who are not Directors of the Corporation can act only in an advisory capacity to the Board.

### **8.02 Nominating Committee**

Prior to each annual meeting, the Board shall appoint a Nominating Committee. The responsibilities of the Nominating Committee shall include coordinating the processes of recruitment and nomination of candidates for election to the Board, consideration of nominations, compiling a list of candidates for election as Directors, making recommendations to the Board for the filling of vacancies on the Board and such other matters as directed by the Board.

In selecting candidates for election or appointment to the Board, the Nominating Committee shall have regard to the skills and selection criteria as established by the Board. The list of proposed candidates for election to the Board shall be submitted to the Board for approval prior to the annual meeting of Members. Nominees for filling vacancies on the Board, from time to time, shall be subject to approval by the Board prior to filling the vacancy.

## **Section 9 - Protection and Indemnification of Directors and Others**

### **9.01 Indemnification of Directors and Officers**

#### **(a) Indemnification**

Subject to the *Act*, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that

association with the Corporation or other entity, if such individual: (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; (b) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such individual in such other circumstances as the *Act* or law permits or requires to the maximum extent permitted by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

**(b) Advance of costs**

The Corporation shall advance money to a Director, Officer or other individual referred to in section 9.01(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 9.01(c).

**(c) Limitation**

The Corporation shall not indemnify an individual under section 9.01(a) unless,

- (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

**(d) Insurance**

The Corporation may not purchase insurance for the benefit of an individual referred to in section 9.01(a) against any liability incurred by the individual, (i) in the individual's capacity as a Director or Officer of the Corporation, or (ii) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request, unless:

- (i) the Corporation complies with the *Charities Accounting Act* or a regulation made under that Act that permits the purchase; or
- (ii) the Corporation or a Director or Officer of the Corporation obtains an order of the court authorizing the purchase.

**9.02 Limitation of Liability**



No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency 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 or firm 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 their respective office or trust provided that they have:

- a. complied with the *Act* and the Articles and the By-laws; and
- b. exercised their powers and discharged their duties in accordance with the *Act*.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, fax, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at such Director's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service, posting, or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 – Dispute Resolution**

### **11.01 Dispute Resolution Mechanism**

If a dispute or controversy among the Members, Directors, Officers or committee members of the Corporation arising out of or related to the *Act*, the Articles or the By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. The place of arbitration shall be the City of Toronto in the Province of Ontario, unless otherwise agreed by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding on the parties and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## **Section 12 - Amendment of By-laws**

### **12.01 Amendments to By-laws**

As specified in the Articles, the Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation without having the By-law, amendment or repeal confirmed by the Members by Special Resolution. The By-law, amendment or repeal will be effective from the date of the adoption of the Special Resolution of the Members of the Corporation.

## **Section 13 - Repeal**

### **13.01 Repeal**

All prior By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All Officers and persons acting under the provisions of this By-law, and all resolutions of the Board, all resolutions of a committee of the Board, and all resolutions of the Members of the Corporation with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

## **Section 14 – Effective Date**

**14.01 Effective Date of this By-Law**

This By-law No. 4 shall become effective as of the date of the Certificate of Amendment, with Articles of Amendment, issued under the *Act* to the Corporation.

**APPROVED** by the Board of Directors the day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
**JACQUELINE MURRAY**  
 Chair and President

\_\_\_\_\_  
**LISA FREEDMAN**  
 Secretary

**CONFIRMED** by Special Resolution of the Members entitled to vote thereon on the day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
**JACQUELINE MURRAY**  
 Chair and President

\_\_\_\_\_  
**LISA FREEDMAN**  
 Secretary

This By-Law No. 4 came into force on the \_\_\_\_\_ day of \_\_\_\_\_, 2025, being the date of the Certificate of Amendment, with Articles of Amendment, issued under the *Act* to the Corporation.