

**THE ARQUIVES: CANADA'S QUEER ARCHIVES**  
**2024 ANNUAL GENERAL MEETING**  
**MINUTES OF MEETING**

May 26, 2025 | 6:00 PM EST | Zoom

**1. Welcome and Land Acknowledgement**

Jacqueline Murray called the meeting to order at 6:00 PM EST. A Land Acknowledgement was delivered.

**2. Minutes of the Previous Annual General Meeting — May 12, 2024**

The minutes of the Annual General Meeting held on May 12, 2024 were presented.

*MOVED that the minutes of the Annual General Meeting held on May 12, 2024 be approved as circulated.*

CARRIED

**3. Business Arising**

There was no business arising from the minutes of the previous Annual General Meeting.

**4. President's Address**

The President's address was delivered by Jacqueline Murray.

**5. Executive Director's Address**

The Executive Director's address was presented by Raegan Swanson.

**6. Officers' Reports**

**6.1 Secretary's Report**

The Secretary's report was presented by Lisa Freedman.

## **6.2 Treasurer's Report**

The Treasurer's report was presented by David DesLauriers.

## **7. Review of Financial Statements and Appointment of Auditor**

The financial statements of the Corporation were presented and received by the members.

The reappointment of Hogg, Shain & Scheck, Professional Corporation, CPAs as auditor of the Corporation for the ensuing year was put to the members.

*MOVED that Hogg, Shain & Scheck, Professional Corporation, CPAs be reappointed as auditor of The ArQuives: Canada's Queer Archives for the ensuing year.*

CARRIED

## **8. By-law Amendments**

The Chair advised that proposed By-law No. 4, a general by-law relating to the conduct of the activities and affairs of the Corporation adopted to bring the Corporation into conformity with the Not-for-Profit Corporations Act, 2010 (Ontario) ("ONCA"), was before the members for approval as part of the Special Resolution to be considered under Item 9 of the agenda. By-law No. 4 is annexed hereto as Schedule B.

## **9. Special Resolution**

Lisa Freedman presented the Special Resolution of the Members of The ArQuives: Canada's Queer Archives respecting the amendment of the Corporation's constating documents to conform with ONCA.

The Special Resolution, as circulated to the members in advance of the meeting and annexed hereto as Schedule A, included approval of: Articles of Amendment; By-law No. 4 (annexed hereto as Schedule B); the termination of the Honorary Members class of membership and the continuation of the Ordinary Members class under the single class of members established by the Articles of Amendment; and the determination that the number of directors of the Corporation within the range specified in the Articles of Amendment shall be nine (9). The Restated Articles of Incorporation (Form 5273E) submitted to the Ontario Ministry of Public and Business Service Delivery in connection with the foregoing are annexed hereto as Schedule C.

*MOVED by Lisa Freedman, SECONDED by David DesLauriers, that the Special Resolution of the Members of The ArQuives: Canada's Queer Archives, in the form submitted to the meeting and annexed hereto as Schedule A, be and is hereby approved.*

The Special Resolution was CARRIED by at least two-thirds of the votes cast by the members voting in respect of the resolution, as required by the Not-for-Profit Corporations Act, 2010 (Ontario).

### **10. Election of Directors**

The Chair reported that the following candidates had been nominated by the Nominating Committee for election to the Board of Directors:

Keith Bennie  
Ryan McCann  
Leah Rakopoulos  
Ray Welsh  
Lucas Wilson

*MOVED that Keith Bennie, Ryan McCann, Leah Rakopoulos, Ray Welsh, and Lucas Wilson be elected as Directors of The ArQuives: Canada's Queer Archives.*

CARRIED

### **11. Questions from the Floor / Other Business**

A member raised a question regarding the issuance of tax receipts for donated goods. The matter was addressed.

The Chair took a moment to extend heartfelt thanks to David DesLauriers for his many years of generous and dedicated service to The ArQuives. David's commitment to the organization and to the community it serves has been a gift to the Board.

### **12. Adjournment**

There being no further business, the meeting was adjourned.

## **SCHEDULE A**

*Special Resolution annexed to the Minutes of the 2024 Annual General Meeting*

**SPECIAL RESOLUTIONS OF THE MEMBERS  
OF  
THE ARQUIVES: CANADA'S QUEER ARCHIVES  
(the "Corporation")**

**AMENDMENT OF CONSTATING DOCUMENTS TO CONFORM WITH THE ONTARIO NOT-  
FOR-PROFIT CORPORATIONS ACT, 2010 ("ONCA")**

WHEREAS the Corporation was incorporated under Part III of the Corporations Act (Ontario) by Letters Patent dated March 31, 1980;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated January 4, 1994;

AND WHEREAS those Letters Patent were further amended by Supplementary Letters Patent dated August 13, 2020;

AND WHEREAS ONCA came into force on October 19, 2021 and replaced the Corporations Act (Ontario);

AND WHEREAS it is necessary and in the best interests of the Corporation that the Corporation amends its Letters Patent, Supplementary Letters Patent and by-laws as hereinafter provided to bring them into conformity with ONCA and that the directors of the Corporation restate the articles;

AND WHEREAS the Corporation, being a registered charity under the Income Tax Act (Canada), has applied to the Charities Directorate of the Canada Revenue Agency ("CRA") for pre-approval to formally amend its objects (purposes), which application is pending;

**NOW THEREFORE BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:**

1. Articles of Amendment, in the form submitted to this meeting and annexed hereto, are approved;
2. By-law No. 4, in the form submitted to this meeting and annexed hereto, is hereby approved to take effect as of the date of the Certificate of Amendment, with Articles of Amendment, to be issued by the Ontario Ministry of Public and Business Service Delivery, and as of such date all prior by-laws of the Corporation shall be repealed;
3. The following changes to the membership of the Corporation, to take effect as of the date of the Certificate of Amendment, together with Articles of Amendment, to be issued by the Ministry, are hereby approved:
  - a) The class of membership classified in By-law No. 3 of the Corporation as “Honorary Members” shall be terminated and each person holding a honorary membership in the Corporation shall cease to be a member of the Corporation; and
  - b) The class of membership classified in By-law No. 3 of the Corporation as “Ordinary Members” shall continue as members of the Corporation under the one class of members established by the Articles of Amendment and shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation.
4. The number of directors of the Corporation within the range specified in the Articles of Amendment is hereby determined to be nine (9).
5. Any of the directors and officers of the Corporation is hereby authorized and empowered to take all such further action and to execute and deliver all such further documents, in the name and on behalf of the Corporation (including, without limitation, filing with the Director appointed under ONCA Articles of Amendment in the prescribed form, with such additions, deletions or other changes as may be required by the Ontario Ministry of Public and Business Service Delivery or any other provincial or federal regulator) and to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions.

The undersigned, being the duly appointed secretary of The ArQuives: Canada’s Queer Archives, certifies that the above is a true and correct copy of special resolutions of The ArQuives: Canada’s Queer Archives, passed at a meeting of members held on the 26th day of May, 2025 by at least two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolutions, and the resolutions are in full force and effect, unamended as of the date below.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2025.

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LISA FREEDMAN – Secretary

## **SCHEDULE B**

*By-law No. 4 annexed to the Minutes of the 2024 Annual General Meeting*

### **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:

"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;

"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;

"Board" means the board of directors of the Corporation;

"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;

"Chair" means the chair of the Board;

"Director" means an individual occupying the position of director on the Board of the Corporation by whatever name they are called;

"Member" means a member of the Corporation;

"Officer" means an officer of the Corporation;

"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

"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:

- the Member dies;
- the Member resigns;
- the Member's term of membership, if any, expires;
- the Member is expelled in accordance with section 2.04 of this By-law;
- the Corporation is dissolved under the Act; or
- 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: violating any provision of the Articles, the By-laws or written policies of the Corporation; carrying out any conduct which may be detrimental to the Corporation as the Board determines; or 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:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor or person who has been appointed to conduct a review engagement;
- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- election of Directors; and
- 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.

Where the executive director, 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 the time, and if applicable, the place, of the continued meeting at the time of adjournment.

### **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: each Member shall be entitled to one vote; votes shall be taken by show of hands or, where the meeting is held by electronic means, in the manner determined by the Chair; an abstention shall not be considered a vote cast; if there is a tie vote upon ballot, the motion is lost; and 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.

### **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. Notwithstanding the aforesaid provision, it may be necessary that some Directors be elected for a one (1) year term 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.

(b) Form of Nomination. Nominations shall be in writing and accompanied by the name and contact information of the nominator; the name, contact information and biographical outline of the nominee; and the consent of the nominee to act as a Director, if elected.

(c) Closing Date. All nominations must be received at least sixty (60) days prior to the annual meeting, provided that the closing date must be at least thirty (30) days after the date of the call for nominations. 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, having regard to nominations received from Members and the skills and selection criteria established by the Board.

(e) List of Candidates. The list of candidates proposed by the Nominating Committee shall be sent to the Members not less than twenty-two (22) days before the annual meeting.

(f) Nomination supported by not less than twenty-five (25) Members. Members may also nominate candidates in writing signed by not less than twenty-five (25) Members, received at least fifteen (15) days prior to the annual meeting.

(g) Final List. The Nominating Committee shall compile a final list of candidates recommended by the Committee and any candidates nominated pursuant to section 4.03(f), and shall send the final list to Members with the notice of the meeting.

(h) No Nominations from Floor. There shall be no nominations for Directors from the floor of the annual meeting.

#### **4.04 Vacancies**

The office of a Director shall be vacated immediately if the Director resigns, dies, becomes bankrupt, is found incapable by a court, or is removed by Ordinary Resolution of Members at a special meeting.

#### **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: if the vacancy results from removal by Members, the Members may fill the vacancy by Ordinary Resolution; if there is no quorum of Directors, the Directors in office shall call a special meeting of Members to fill the vacancy; and 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.

#### **5.02 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings. Special notice is required when the meeting's purpose includes submitting matters to Members for approval, filling vacancies, appointing additional Directors, filling auditor vacancies, issuing debt obligations, approving annual financial statements, adopting, amending or repealing By-laws, or establishing Member contributions or dues.

#### **5.03 Notice**

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given to every Director not less than forty-eight (48) hours before the meeting if delivered other than by mail, or not less than ten (10) days before if sent by mail. Notice is not required if all Directors are present and none objects, or if absent Directors have waived notice.

#### **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 electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.

#### **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: borrow money on the credit of the Corporation; issue, reissue, sell or pledge debt obligations of the Corporation; give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and mortgage, pledge or otherwise create a security interest in all or any property of the Corporation 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.

### **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 their successor is appointed, they resign, they die, or they cease to be a Director where that is a necessary qualification of the office.

### **7.03 Duties**

Officers shall be responsible for the duties assigned to them and 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 full and accurate accounts of all assets, liabilities, receipts and disbursements, deposit all monies and securities in the name of the Corporation, disburse funds as directed by proper authority, and render accounting reports to the Chair and Directors as required.

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

If appointed, the secretary shall keep a roll of the names and addresses of the Members; give notice of all meetings of the Members, the Board, and Board committees; ensure the proper recording and maintenance of minutes of all such meetings; and have custody of all minute books, documents, registers and the seal of the Corporation, if any.

### **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 be entitled to receive notice of and to

attend and speak at all meetings of the Board and Members' meetings, save when the Board is discussing the executive director's position, salary or benefits, and shall attend as a non-member without the right to vote.

## **Section 8 - Committees**

### **8.01 Appointment of Committees**

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 5.02 which are not permitted under the Act to be delegated. The Board may establish any committee it determines necessary and shall determine the composition and terms of reference for any such committee. A committee that has one or more members who are not Directors 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 responsible for 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, and such other matters as directed by the Board.

## **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, 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 proceeding in which the individual is involved because of that association, provided the individual acted honestly and in good faith with a view to the best interests of the Corporation, was not judged to have committed any fault or omission, and in the case of a criminal or administrative proceeding enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

(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 a proceeding, but the individual shall repay the money if they do not fulfil the conditions set out in section 9.01(c).

(c) Limitation. The Corporation shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Corporation, and in the case of a criminal or administrative proceeding enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

(d) Insurance. The Corporation may purchase insurance for the benefit of an individual referred to in section 9.01(a) only in compliance with the Charities Accounting Act or a regulation thereunder, or upon court authorization.

## **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, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be lodged or deposited, provided that they have complied with the Act, the Articles and the By-laws, and have 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 shall be delivered personally, or sent by prepaid mail, fax, email or other electronic means to the latest address as shown in the records of the Corporation. 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, committee member or auditor, or the non-receipt of any notice, 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 arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario), in the City of Toronto, unless otherwise agreed by the parties. All proceedings relating to arbitration shall be kept confidential. 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. 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, 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, committees, and Members 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.

**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.

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**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.

### **SCHEDULE C**

*Restated Articles of Incorporation annexed to the Minutes of the 2024 Annual General Meeting*

The Restated Articles of Incorporation of The ArQuives: Canada's Queer Archives, submitted to the Ontario Ministry of Public and Business Service Delivery in connection with the Special Resolution approved at the 2024 Annual General Meeting held on May 26, 2025, are attached hereto as a separate PDF document (Form 5273E, Ontario Not-for-Profit Corporations Act, 2010).

Corporation Name: The ArQuives: Canada's Queer Archives

Ontario Corporation Number: 436627

Signed by: Jacqueline Murray, Chair and President, and Lisa Freedman,  
Secretary

See attached PDF.