

Kawartha Humane Society Organizational By-Law

Preamble: This by-law is established to provide for the organizational rules governing the Kawartha Humane Society pursuant to the Ontario Not-for-Profit Corporations Act, 2010.

Section 1 – General Matters

1.01 Definitions

In this by-law, unless context otherwise requires:

- (a) "Act" means the Not-for-Profit Corporations Act;
- (b) "Articles" means the letters patent or the articles of incorporation or continuance of the Society, whichever is in effect at the time of reading;
- (c) "Auditor" means the person appointed to prepare and report on the Society's financial statements;
- (d) "Board" means the board of directors of the Society and refers to the Directors collectively;
- (e) "By-laws" means the set of by-laws of the Society, as amended, which are from time to time in effect pursuant to these articles and the Act;
- (f) "Chair" means the Director occupying the position of chair of the Board and of the Society;
- (g) "Director" means a person occupying the position of director of the Society;
- (h) "Member" means a member of the Society;
- (i) "Members" means the set of Members, that being the collective membership of the Society;
- (j) "Officer" means a Director who is the Chair, Vice-Chair, Treasurer or Secretary;
- (k) "Secretary" means the Director occupying the position of secretary of the Board and of the Society;
- (l) "Society" means the Kawartha Humane Society or, as context requires, a predecessor or successor thereof;
- (m) "Treasurer" means the Director occupying the position of treasurer of the Board and of the Society; and

(n) "Vice-Chair" means the Director occupying the position of vice-chair of the Board and of the Society.

1.02 Interpretation

Other than as specified in Subsection 1.01, all terms contained herein that are defined in the Act shall have the meanings given to such terms in the Act. Words herein importing the singular include the plural and vice versa, and words herein importing one gender include all genders. The words "include", "includes", "inclusive" and "including" are not to be read herein as limiting the meaning of a word or term to the phrases or descriptions that follow. Headings herein are used for reference only and shall not affect the construction or interpretation of this by-law. References herein to statutes include all regulations made thereunder and any successor legislation as context requires, and each statute referred to herein is a law of Ontario unless context indicates it is a law of Canada.

1.03 Corporate Seal

The corporate seal of the Society, if any, shall be in the form determined by the Board from time to time.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed by the Society. Any person authorized to sign any document on behalf of the Society may affix the corporate seal, if any, to the document. Unless the Board provides for otherwise through policy, only the Chair and Secretary may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

Section 2 – Members

2.01 Membership

Membership in the Society shall consist of only the Directors.

2.02 Good Standing

Every Member shall remain in good standing with the Society by:

- (a) Complying with the Act, Articles, By-laws, and all policies established by the Board;
- and

- (b) Refraining from giving rise to circumstances which would, in the determination of the Board through policy or otherwise, oppose the interests of the Society, impede the Society's business or objectives, or tend to bring the Society into disrepute.

2.03 Transferability and Termination

A Member's membership in the Society is non-transferable, and it terminates if any of the following occurs:

- (a) The Member resigns, dies or becomes mentally incompetent;
- (b) The Member is expelled from the membership by the Board pursuant to Subsection 2.04, or his or her membership is otherwise deemed to have been terminated pursuant to the Act; or
- (c) The Society is dissolved.

2.04 Discipline by Board

If the Board becomes aware of a Member's failure to remain in good standing with the Society pursuant to Subsection 2.02, the Board may discipline the offending Member with cause, where such disciplinary action may range from censure to expulsion of the Member, in accordance with the Act and with the following procedure:

- (a) Upon 15 days' written notice to the offending Member, the Board may pass an extraordinary resolution authorizing disciplinary action against the Member. The notice shall set out the reasons for and nature of the intended discipline.
- (b) Within 10 days of receiving the notice, the offending Member shall be entitled to provide to the Board a written submission opposing the disciplinary action. The Board shall consider the written submission before making a decision regarding disciplinary action against the Member.

Section 3 – Members' Meetings

3.01 Annual Meetings

The annual meetings of Members shall be held at times and places fixed by the Board such that each annual meeting is held within the City of Kawartha Lakes, Ontario, before July 1 of the year in which it occurs. For each annual meeting, Members shall be provided by the Board or its designate, not less than 21 days or such other number of days that may be further prescribed by the Act before the meeting, with a copy of the financial statements approved by the Board for the previous financial year, the corresponding Auditor's report and any related financial information as may be required by the Articles or Act.

The business transacted at each annual meeting shall include:

- (a) Receipt or adoption of the agenda for the meeting;
- (b) Receipt or adoption of the minutes of the previous annual meeting and any special meetings since held;
- (c) Consideration of the financial statements approved by the Board for the previous financial year, and the corresponding report of the Auditor;
- (d) Reappointment or new appointment of the Auditor;
- (e) Election of Directors and appointment of Officers; and
- (f) Such other or special business as may be set out in the notice of meeting.

Any additional matter shall be included on the agenda for an annual meeting only if a Member has given sufficient notice to the Board, in accordance with the Act, that the Member proposes to raise the matter at the meeting.

3.02 Special Meetings

The Board may at any time call a special meeting of the Members to transact business not relating to any of the following:

- (a) Consideration of the financial statements, consideration of the Auditor's report, or reappointment of the incumbent Auditor;
- (b) Consideration of an extraordinary resolution for the Society to have a review engagement instead of an audit or to dispense with an audit or a review engagement; or
- (c) Election of Directors.

The Board shall, upon written requisition of a set of Members who hold at least 10 per cent of votes that may be cast at a Members' meeting, call a special meeting of the Members. To be valid, such a requisition must state the business to be transacted at the requested special meeting and must be sent to the Board and to the registered office of the Society. Within 21 days of receiving a valid requisition, the Board shall, if required by the Act, call a special meeting of the Members to transact the business stated in the requisition. If the Board fails in this regard, any Member who signed the requisition may call the meeting, provided that the requisition is valid.

3.03 Notice

Notice of any Members' meeting shall be between 21 and 50 days, unless the Act requires otherwise, and shall be caused to be given in writing by the Board to the Members and, if the meeting is an annual meeting, the Auditor. Notice of any special meeting called by a Member acting pursuant to Subsection 3.02 shall be given in writing to the Members.

Notice of any Members' meeting at which special business is to be transacted must contain sufficient information to permit Members to form, with respect to such special business, a reasoned judgment on the decisions to be taken at the meeting and state the text of any special resolution to be submitted to the meeting. For greater certainty, special business shall be any business not captured by items (b)-(e) of Subsection 3.01.

Notice of any Members' meeting is required to be given only to Members who are registered on the membership records of the Society on the record date determined pursuant to Subsection 3.04. Failure to receive notice of a Members' meeting, however, does not deprive a Member of the right to participate in or vote at the meeting.

Any person who is entitled to notice of a Members' meeting may waive notice, and attendance of the person at such a meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

3.04 Record Date and Entitlement of Presence

The record date on which the Board or its designate determines membership for the purpose of any Members' meeting shall be the close of business of the Society on the business day immediately before the day on which notice of the meeting is given.

The only persons entitled to attend a Members' meeting are the Members and, if the meeting is an annual meeting, the Auditor. Other persons may be present at a Members' meeting only if invited by the chair of the meeting or with the approval of the Members present.

3.05 Participation and Quorum

Participation in any Members' meeting shall be in-person, unless the Society makes the means for remote participation through telephonic or electronic means available and:

- (a) At the opening of the subject meeting, no more than one-third of the Members present object to remote participation; or
- (b) Remote participation is otherwise authorized by the Board through policy.

If a Members' meeting includes authorized remote participation, it is the responsibility of Members participating remotely to ensure they have the technology required to do so. A Member participating remotely in a Members' meeting is deemed to be present at the

meeting as though the Member were participating in-person, provided that the Member is permitted to participate remotely pursuant to this subsection.

A quorum for the transaction of business at a Members' meeting consists of a majority of the Members. If a quorum is present at the opening of a Members' meeting, the meeting may proceed even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a Members' meeting, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

3.06 Chair and Secretary

The Chair, when present, shall be the chair of any Members' meeting and thus preside over that meeting. In the Chair's absence, the Members present at any Members' meeting shall appoint another Director as chair, but if no Director is present or if all the Directors present decline to act as chair, the Members present shall appoint one of their number to be the chair of the meeting.

The Secretary, when present, shall be the secretary of any Members' meeting and thus responsible for taking the minutes of that meeting. In the Secretary's absence, the Members present at any Members' meeting shall appoint another Director as secretary, but if no Director is present or if all the Directors present decline to act as secretary, then the Members present shall appoint one of their number to be the secretary of the meeting.

Notwithstanding the foregoing, a Director or Member appointed by the Members to act as chair or secretary at a Members' meeting shall do so only if he or she consents to the appointment. The positions of chair and secretary at a Members' meeting may be occupied by a single Member only if that Member is the only Member present. If at a Members' meeting the position of chair or secretary is not filled, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

3.07 Motions and Voting

At any Members' meeting, any Member present may move a motion for the Members to make a decision by resolution, and he or she may seek a seconder for the motion. If the moving Member is the only Member present or if the motion is seconded by another Member present, the motion shall be put to a vote; otherwise, the motion fails. For greater clarity, a motion is a proposed resolution.

For any motion put to a vote at a Members' meeting, the following rules shall apply:

- (a) Every Member present shall be entitled to one vote or to abstain from voting;
- (b) Votes shall be taken by a show of hands among all Members present who do not abstain from voting, unless a vote by ballot is required by the chair or demanded by a Member, in which case votes shall be taken by ballot;

- (c) An abstention from voting shall not be considered a vote cast;
- (d) Immediately before or after a vote is taken, the chair of the meeting may require, or any Member may demand, a written ballot record of the vote, which shall be taken in such manner as the chair of the meeting may direct;
- (e) The motion is carried, and thus becomes a resolution of the Members, only if it is passed by the requisite majority of votes cast pursuant to Subsection 3.09; and
- (f) Unless a ballot is required or demanded pursuant to paragraph (d), an entry in the minutes of the meeting to the effect that the chair of the meeting declared a motion to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

Notwithstanding the foregoing, at any Members' meeting Members may vote verbally or in such other manner deemed acceptable by the chair if they participate in the meeting remotely or experience difficulty indicating their support or opposition by a show of hands or by ballot. Under no circumstances is proxy voting permitted at Members' meetings.

3.08 Adjournment

The chair of a Members' meeting may, with the approval of the Members in attendance, adjourn the same from time to time, and notice of such adjournment shall be given to the Members only if the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

3.09 Resolutions

The Members may make decisions only by resolution. The various types of resolutions the Members may pass are as follows, ordered from weakest to strongest:

- (a) An ordinary resolution is a motion that is submitted to a meeting of the Members and passed at that meeting, with or without amendment, by a simple majority of the votes cast;
- (b) A special resolution is a motion that is submitted to a special meeting of the Members duly called for the purpose of considering the motion and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast; and
- (c) An extraordinary resolution is a motion that is submitted to a special meeting of the Members duly called for the purpose of considering the motion and passed at that meeting, with or without amendment, by at least four-fifths of the votes cast.

Every decision of the Members shall be carried out by ordinary resolution, unless a stronger resolution is expressly required by this by-law or the Act for the decision to be made, in which case the stronger requirement shall apply.

3.10 Resolutions in-lieu of Meetings

A resolution consented to by each Member outside or in-lieu of a Members' meeting, whereby each Member clearly signifies his or her consent to the resolution in writing to the rest of the membership, is as valid as if it had been passed at a Members' meeting, provided that the resolution is not a decision which, according to the Act, can only be made at a Members' meeting. Upon its approval, such a resolution shall be recorded as passed by the Members in the minutes of the next Members' meeting to follow.

Section 4 – Directors and Board

4.01 Mandate

Directors shall manage or supervise the management of the activities and affairs of the Society in the Society's best interest. The Board shall consist of all the Directors in office and, as such, shall be vested with the collective rights, powers and duties of the Directors and shall be the only body through which the Directors make decisions or otherwise act collectively on behalf of the Society.

4.02 Independence and Solidarity

Notwithstanding the role of the Board, each Director retains his or her independence and individual rights, powers and duties established under the Act. In the course of pursuing and supporting the mandate of Directors, the Board shall be promotive of civil and candid discussion among Directors and shall not penalize dissent among Directors, intimidate Directors or otherwise interfere with any Director's independence, freedom of conscience or expression, right to fully participate in Board meetings or any of his or her other rights, powers or duties established under the Act. That requirement of the Board also applies to each Director individually, but in no case shall it be so construed as to obstruct or otherwise interfere with:

- (a) The power of the Board to discipline any Member pursuant to Subsection 2.04, to remove from office any Officer pursuant to Subsection 6.02, or to adopt or enforce a code of conduct policy pursuant to Subsection 7.01; or
- (b) The power of the Members to remove from office any Director pursuant to Subsection 4.10.

While Directors are independent, they nonetheless shall, despite their personal opinions, maintain the principle of governance solidarity by supporting, in settings outside Board meetings, resolutions and other decisions made by the Board.

4.03 Qualifications

A person is qualified to hold the office of Director, and shall thus be referred to herein as a qualified person, only if he or she is an individual for whom none of the following applies:

- (a) The person is under 18 years of age;
- (b) The person has been found under the Substitute Decisions Act or under the Mental Health Act to be incapable of managing property;
- (c) The person has been found to be incapable by a court in Canada or elsewhere;
- (d) The person has the status of bankrupt;
- (e) The person is an employee of the Society; or
- (f) The person is, pursuant to the Act, otherwise unqualified for the position of Director.

4.04 Expressions of Interest to Serve

The Board may solicit and or accept expressions of interest by persons desirous of joining the Board and who demonstrate a sincere interest in furthering the Society's purposes and interests and in contributing meaningfully to the Society. To be valid, such an expression of interest by a person shall consist of a written submission to the Board outlining the person's background, as it relates to the Society's business, proposed contributions to the Society via the Board and reasons for wishing to join the Board.

Upon receiving a valid expression of interest in joining the Board by a qualified person, the Board may, if it considers the person suitable for joining the Board:

- (a) Appoint the person to the office of Director pursuant to Subsection 4.08;
- (b) Recommend to the Members that they appoint the person to the office of Director pursuant to Subsection 4.08; or
- (c) Nominate the person for election to the office of Director at the next annual meeting to follow.

Such actions, however, may be taken by Board only within one year of the Board's receipt of the subject expression of interest.

4.05 Terms by Class

There shall be three non-ranked and mutually exclusive classes of Directors whose terms are designated as follows:

- (a) Class A: An initial term of 3 years commencing the July 1 following the effective date of this by-law, with subsequent terms respectively commencing every 3 years thereafter;
- (b) Class B: An initial term of 1 year commencing the July 1 following the effective date of this by-law and a next term of 3 years commencing the next July 1, with subsequent terms respectively commencing every 3 years thereafter; and
- (c) Class C: An initial term of 2 years commencing the July 1 following the effective date of this by-law and a next term of 3 years commencing the second next July 1, with subsequent terms respectively commencing every 3 years thereafter.

For greater certainty, the foregoing classification of Directors connotes no hierarchy among Directors. Each Director shall serve his or her designated term until such time he or she ceases to be a Director pursuant to this by-law. Notwithstanding the foregoing or any other provision of this by-law, the term of every Director in office as of the effective date of this by-law shall, without regard to the classification of directors, extend to and terminate on the following July 1.

4.06 Election or Appointment Required

A person becomes a Director only if he or she is a qualified person who is elected to that office by the Members acting pursuant to Subsection 4.07 or is appointed to that office by the Members or Board acting pursuant to Subsection 4.08.

4.07 Rules for Elections

At any annual meeting of the Members, only the following persons are eligible to stand for election to the office of Director:

- (a) Any Director whose term will end on the following July 1; and
- (b) Any person nominated by the Board for election pursuant to Subsection 4.04.

Such a person, however, shall stand for election to the office of Director only if he or she is a qualified person and has expressly consented to standing for that election. Notwithstanding any other provision of this by-law, if at an annual meeting no qualified persons stand for election to the office of Director, the Members shall forego an election of Directors at that meeting.

At the first annual meeting held after the effective date of this by-law, the Members shall elect Directors with respect to all classes of Directors, and they shall at their discretion distribute the elected Directors across the classes of Directors so as to ensure the resulting

Board is as evenly distributed across those classes as is possible. At each subsequent annual meeting, the Members shall elect Directors only with respect to the class of Directors whose terms will end on the following July 1.

4.08 Rules for Appointments

Between annual meetings, the Members as well as the Board may appoint any qualified person to the office of Director to fill a Director vacancy, subject to the following rules:

- (a) No person shall be appointed Director between the effective date of this by-law and the following July 1;
- (b) Whenever the Members appoint a person Director, the appointment must be made at a special meeting;
- (c) Between annual meetings, the total number of Directors appointed by the Board shall not exceed one-third of the number of Directors elected at the previous annual meeting;
- (d) If a person is appointed Director when the other Directors then in office are evenly distributed across the classes of Directors, the appointed Director shall be assigned to any class of Directors chosen by the Members or Board, whichever body made the appointment;
- (e) If a person is appointed Director when the other Directors then in office are not evenly distributed across the classes of Directors, the appointed Director shall be assigned to the class of Directors which has the fewest Directors in office; and
- (f) Notwithstanding Subsection 4.05, if a person is appointed Director within a class of Directors, his or her term shall, as of the time of appointment, be the balance of the term of that class of Directors as determined by Subsection 4.05, unless the Act restricts the term to a shorter period, in which case the resulting shorter term shall apply.

4.09 Creation of Vacancies

If a Director resigns his or her office by written notice to the Board, the resignation and resulting vacancy shall take effect at the time the notice is received by the Board or at the time of resignation specified in the notice, whichever is later. Once received by the Board in writing, a Director's resignation is final and cannot be rescinded by that Director or rejected by the Board or the Members. In addition, the office of a Director is vacated immediately if the Director becomes unqualified to hold the office of Director, is expelled from the membership, or is removed from office by the Members.

4.10 Removal from Office

The Members may at a special meeting remove from office any Director. A Director is entitled to provide to the Society, through the Board, a statement giving reasons for opposing his or her removal from office if a meeting is called for the purpose of removing that Director from office. Upon receipt of such a statement, the Board shall forthwith circulate a copy of the statement to the Members.

4.11 Number of Directors by Class and Insufficient Directors

Notwithstanding any other provision of this by-law, the number of Directors in a class of Directors shall at no time exceed the maximum number of Directors divided by the number of classes of Directors set out by Subsection 4.05, rounded up to the nearest whole number.

Notwithstanding Subsection 4.05:

- (a) If during a year the Members fail to hold an annual meeting pursuant to Subsection 3.01, the Directors then in office and of the class of Directors whose terms would have otherwise ended on July 1 that year shall continue in office until their offices are vacated or their successors take office, whichever occurs first; and
- (b) If at an annual meeting the election of Directors by Members fails to ensure at least one Director will be in office as of the following July 1, the Directors then in office shall continue in office until their offices are vacated or their successors take office, whichever occurs first.

If at any time the number of Directors falls below the minimum number of Directors such that at least one Director remains in office, the Board then in office shall forthwith cause to be called a special meeting for the Members to fill Director vacancies as needed. If the Board fails to call such a meeting, then such a meeting may be called by any Director.

Notwithstanding any other provision of this by-law, if the Society finds itself with no Directors in office, a person who manages or supervises the management of the activities or affairs of the Society is, subject to applicable restrictions in the Act, deemed to be a Director until such time he or she is succeeded by another person having been elected or appointed Director pursuant to the Act. For that purpose, the deemed Director shall, wherever possible and notwithstanding paragraph (e) of Subsection 4.03, be the most senior employee of the Society who is eligible under the Act to be so deemed.

4.12 Remuneration

Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following exceptions:

- (a) Directors may be reimbursed for reasonable expenses incurred in the performance of their duties as Directors; and

- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services provided to the Society in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is considered reasonable by the Board, is approved by the Board for payment by resolution passed before such payment is made, and is in compliance with the provisions of the Act relating to conflict of interest.

Notwithstanding these exceptions, no Director shall be entitled to any remuneration for services rendered to the Society as a Director or in any other capacity unless such remuneration is in compliance with the Act and law applicable to charitable corporations, including Ontario Regulation 4/01 made under the Charities Accounting Act.

4.13 Managing Director and Committees

The Board may from time to time appoint from among the Directors a managing director or establish committees composed of Directors and or other persons, and delegate powers to them subject to any restrictions on such delegation prescribed by the Act, such that:

- (a) The managing director and each committee is provided a mandate and governed by the terms of reference set out for it by the Board;
- (b) The Board may rescind or alter the mandate of or delegation of powers to the managing director or any committee; and
- (c) The Board may alter the composition of, or dissolve, any committee.

Every committee delegated the authority to make decisions of behalf of the Board shall make such decisions by resolution, in accordance with its terms of reference, and have minutes taken for its meetings. Notwithstanding the foregoing, no committee shall have the authority to approve any material contract or transaction for which any of its member Directors has a conflict of interest, as defined in Subsection 7.03, or for which any of its members would have such a conflict of interest if they were Directors.

4.14 Policies

The Board may from time to time establish policies that, in the determination of the Board, provide structured direction to Officers or staff of the Society, complement or implement the Articles or By-laws or otherwise support the Board's mandate. To the extent that a policy of the Board conflicts with the Act, Articles or By-laws, however, the policy is void and of no effect.

Section 5 – Board Meetings

5.01 Meetings

Board meetings may be called, and notice given to Directors of the same, at any time by the Chair or any two Directors. The Board may from time to time fix the place and time of Board meetings, but in no case shall the place be outside the City of Kawartha Lakes, Ontario. The Board may through policy determine the procedural rules governing the operation of Board meetings, but in no case shall a Board meeting occur more than 3 months after the previous Board meeting.

5.02 Notice

The call of any Board meeting shall provide Directors not less than 7 days' notice of the same, unless:

- (a) The meeting continues an adjourned Board meeting, provided that the time and place of the continued meeting was announced at the meeting that was adjourned, in which case no notice is required;
- (b) The attending Directors are already assembled at the time the meeting is called, in which case no notice is required, provided that (i) none of them objects to the holding of the meeting, (ii) they constitute a quorum of the Board, and (iii) the absent Directors have waived notice or have otherwise signified their consent to the holding of the meeting in their absence; or
- (c) The Board through policy provides for less notice to be given, in which case not less than that amount of notice shall be given.

Any Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

5.03 Content of Notice

The notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

- (a) To submit to the Members any question, by-law or other matter requiring their approval;
- (b) To appoint Directors;
- (c) To recommend an Auditor to the membership;
- (d) To issue debt obligations; or
- (e) To approve financial statements.

5.04 Participation and Quorum

Participation in any Board meeting by Directors shall be in-person, except that remote participation through telephonic or electronic means may occur if the Society makes the means for remote participation available and:

- (a) At the opening of the subject meeting, no more than one-third of the Directors present objects to remote participation; or
- (b) Remote participation is otherwise authorized by the Board through policy.

If a Board meeting includes authorized remote participation, it is the responsibility of Directors participating remotely to ensure they have the technology required to do so. A Director participating remotely in a Board meeting is deemed to be present at the meeting as though the Director were participating in-person, provided that the Director is permitted to participate remotely pursuant to this subsection.

A quorum for the transaction of business at a Board meeting consists of a majority of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise any of the powers of the Board. If a quorum is present at the opening of a Board meeting, the meeting may proceed even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a Board meeting, the Directors present may adjourn the meeting to a fixed time and place, but may not transact any other business.

5.05 Chair and Secretary

At any Board meeting:

- (a) The Chair, when present, shall preside;
- (b) In the absence of the Chair, the Vice-Chair, when present, shall preside;
- (c) In the absence of the Chair and Vice-Chair, the Treasurer, when present, shall preside;
- (d) In the absence of the Chair, Vice-Chair and Treasurer, the Secretary, when present, shall preside, provided that another Director present agrees to take the minutes of the meeting; and
- (e) If no Officer presides pursuant to paragraphs (a)-(d), the Directors present shall appoint one of their number to preside, provided that the chosen Director consents to the appointment.

Whenever a Director other than the Chair presides over a Board meeting, that Director shall, until such time during the meeting he or she is relieved of the presidential duty, act as

though he or she is the Chair and thus be vested with all the rights, powers and responsibilities assigned to the Chair, and be subject to all the rules relating to the Chair, pursuant to this by-law.

At any Board meeting, the Secretary shall take the minutes, unless the Secretary is absent or acts as Chair, in which case the Directors present shall appoint one of their number to take the minutes of the meeting, provided that the chosen Director consents to the appointment. Whenever a Director other than the Secretary takes the minutes for a Board meeting, that Director shall, until such time during the meeting he or she is relieved of the secretarial duty, act as though he or she is the Secretary and thus be vested with all the rights, powers and responsibilities assigned to the Secretary, and be subject to all the rules relating to the Secretary, pursuant to this by-law.

5.06 Special Cases Regarding the Chair and Secretary

If at any time during a Board meeting no Director presides over or takes the minutes of the meeting, the Directors present may at that time adjourn the meeting to a fixed time and place, but may not transact any further business.

Notwithstanding Subsection 5.05:

- (a) In the case of a Board meeting consisting of only one Director, that Director shall act as both Chair and Secretary.
- (b) If a Director presiding over or taking the minutes for a Board meeting discloses a conflict of interest with respect to an agenda item for that meeting and recuses himself or herself from the part of the meeting at which that item is deliberated, the remaining Directors shall appoint one of their number to preside over or take the minutes for that part of the meeting, as the case may be, provided that the chosen Director consents to the appointment.

5.07 Motions and Voting

At any Board meeting, any Director present may move a motion for the Board to make a decision by resolution, and he or she may seek a seconder for the motion. If the moving Director is the only Director present or if the motion is seconded by another Director present, the motion shall be put to a vote; otherwise, the motion fails. For greater clarity, a motion is a proposed resolution.

For any motion put to a vote at a Board meeting, the following rules shall apply:

- (a) Every Director present other than the Chair shall be entitled to one vote or to abstain from voting;
- (b) The Chair shall be entitled to one vote or to abstain from voting only if the other Directors present are equally divided on the motion, if he or she is the only Director

present, or if the motion requires unanimous approval by the Directors present in order to pass as a resolution;

- (c) Votes shall be taken by a show of hands among all Directors present who do not abstain from voting, unless a vote by ballot is required by the Chair or demanded by a Director, in which case votes shall be taken by ballot;
- (d) An abstention from voting shall not be considered a vote cast;
- (e) Immediately before or after a vote is taken, the Chair may require, or any Director may demand, a written ballot record of the vote, which shall be taken in such manner as the Chair may direct;
- (f) The motion is carried, and thus becomes a resolution of the Board, only if it is passed by the requisite majority of votes cast pursuant to Subsection 5.11; and
- (g) Unless a ballot is required or demanded pursuant to paragraph (e), an entry in the minutes of a Board meeting to the effect that the Chair declared a motion to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

Notwithstanding the foregoing, at any Board meeting Directors may vote verbally or in such other manner deemed acceptable by the Chair if they participate in the meeting remotely or experience difficulty indicating their support or opposition by a show of hands or by ballot. Under no circumstances is proxy voting permitted at Board meetings.

5.08 Closed Sessions

Each Board meeting shall include two closed sessions, one with Society staff, if they are present, and one with Directors only, whereby each closed session is commenced and concluded by the Chair. To avoid Directors having to request a closed session and to promote candour on matters of a sensitive or confidential nature, this practice shall be followed even if no Director raises a matter to be discussed in closed session. For greater clarity, an open session is a session which is not closed, and a closed session shall also be known as an in-camera session.

If a Director at a Board meeting objects to a matter being discussed in open or closed session at that meeting on the basis that the matter ought to be discussed in the other type of session, a vote shall be held among the Directors present to determine whether the matter shall instead be discussed in the other type of session. The Board may through policy regulate its use of closed sessions, but in no case shall resolutions be passed at or minutes be taken for any closed session.

5.09 Adjournment

Any Board meeting:

- (a) May be adjourned unilaterally by the Chair, unless a Director present objects to the adjournment, in which case a vote shall be held among the Directors present to determine whether the meeting shall be adjourned; and
- (b) Shall be automatically adjourned if the meeting reaches 3 hours in duration, unless a unanimous resolution is passed by the Directors present at that time to defer adjournment.

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.

5.10 Consent and Dissent

A Director who is present at a Board or committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless the Director did not vote in favour of said resolution or action and:

- (a) The Director's dissent is entered in the minutes of the meeting;
- (b) The Director requests that his or her dissent be entered in the minutes of the meeting, provided that the meeting is not of a committee for which minutes are not taken;
- (c) The Director conveys his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) The Director submits his or her dissent to the Society immediately after the meeting is terminated.

A Director who was absent from a Board or committee meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within 7 days after becoming aware of the resolution or action taken, the Director causes his or her dissent to be placed with the minutes of the meeting or submits his or her dissent to the Society.

5.11 Resolutions

The Board may make decisions only by resolution. The various types of resolutions the Board may pass are as follows, ordered from weakest to strongest:

- (a) An ordinary resolution is a motion that is approved by a simple majority of the votes cast among Directors at a Board meeting;

- (b) An extraordinary resolution is a motion that is approved by at least two-thirds of the votes cast among Directors at a Board meeting; and
- (c) A unanimous resolution is a motion that is approved by all the votes cast among Directors at a Board meeting or is a resolution that is passed by the Board pursuant to Subsection 5.13.

Every decision of the Board shall be carried out by ordinary resolution, unless a stronger resolution is expressly required by this by-law or the Act for the decision to be made, in which case the stronger requirement shall apply.

5.12 Decisions Not Requiring a Resolution

Notwithstanding Subsection 5.11, the following decisions at Board meetings are not required to be made by resolution:

- (a) Receipt of reports, presentations or other information;
- (b) Adjournment, unless Subsection 5.09 requires adjournment to be carried out by resolution; and
- (c) Such other decision as may be identified by the Board through policy, provided that a resolution is not expressly required by this by-law or the Act for the Board to make such a decision.

5.13 Resolutions in-lieu of Meetings

A resolution consented to by each Director outside or in-lieu of a Board meeting, whereby each Director clearly signifies his or her consent to the resolution in writing to the rest of the Board, is as valid as if it had been passed at a Board meeting, provided that the resolution is not a decision which, according to the Act, can only be made at a Board meeting. Upon its approval, such a resolution shall be recorded as passed by the Board in the minutes of the next Board meeting to follow.

Section 6 – Officers

6.01 Appointment and Vacancy

At each annual meeting, immediately following the election of Directors if such an election is held, the Members shall appoint the Officers from among the Directors who will be in office as of the following July 1, whereby the Officers may be appointed as a slate or individually. The Board shall be responsible for appointing Officers from among the Directors to fill Officer vacancies which exist or arise between annual meetings. At every Board meeting held while an Officer vacancy exists, the Board shall attempt to fill the

vacancy until such time the vacancy is filled. In no case, however, shall a Director be appointed an Officer if he or she does not expressly consent to the appointment.

On the effective date of this by-law, the office of each Officer shall be considered vacant. The Directors who, pursuant to by-laws succeeded by this by-law, held the offices of President, Vice-President, Treasurer and Secretary immediately before the effective date of this by-law shall, subject to their express consent, be deemed appointed to fill the vacancies of the offices of Chair, Vice-Chair, Treasurer and Secretary, respectively, as of the day following the effective date of this by-law.

The offices of Treasurer and Secretary may be occupied by a single Director, in which case the two offices shall be jointly referred to as Secretary-Treasurer. The Directors appointed Chair and Vice-Chair may be appointed to other Officer positions, but only to the extent the Directors are insufficiently numerous to avoid such an outcome.

6.02 Term and Removal

Every Officer's term shall be one year commencing the July 1 following his or her appointment, unless the Officer is appointed to fill a vacancy, in which case the Officer's term shall be from the time of his or her appointment to the following July 1. The Board may, but only by extraordinary resolution, remove from office any Officer.

6.03 Powers and Duties

The Board may delegate powers to the Officers subject to any restrictions on such delegation prescribed by the Act. The Board shall establish a policy setting out the powers and duties of each Officer. If no such policy exists on the effective date of this by-law, the Board shall establish such a policy within one year of that date and maintain such a policy thereafter. Officers shall be responsible for the exercising of powers vested in them, and the discharging of duties assigned to them, by the Board and Act. Officers may delegate to other persons the performance of any such powers and duties, subject to any restrictions on such delegation prescribed by the Act, but the Board may regulate or prohibit such delegation through policy.

Section 7 – Standard of Care, Indemnification and Conflict of Interest

7.01 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties shall:

- (a) Act honestly and in good faith with a view to the best interests of the Society;
- (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

(c) Comply with the Act, Articles, By-laws, and all policies established by the Board.

The Board shall, through a code of conduct policy, enforce the foregoing standard of care and any complementary standards which, in the Board's determination, are considered essential to the proper, ethical and effective governance of the Society. If no such policy exists on the effective date of this by-law, the Board shall establish such a policy within one year of that date and maintain such a policy thereafter.

No provision in any contract, the Articles, the By-laws or any resolution or policy of the Board relieves a Director or Officer from the duty to act in accordance with the Act or relieves him or her from liability for a breach of the Act.

7.02 Indemnification

No Director, Officer or committee member of the Society is liable for the acts, neglects or defaults of any other Director, Officer or committee member or an employee of the Society or for joining in any receipt or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society 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 monies, 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 or her respective office or trust provided that he or she has:

(a) Complied with the Act and the Society's Articles and By-laws; and

(b) Exercised his or her powers and discharged his or her duties in accordance with the Act.

The Society indemnifies every person who is or has served as a Director or Officer of the Society, or in a similar capacity of another entity at the request of the Society, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the person in respect of any civil, criminal, administrative, investigative or other action or proceeding, arising from the person's conduct as a Director or Officer, provided that:

(c) The person acted honestly and in good faith with a view to the best interests of the Society or other entity, as the case may be; and

(d) If the matter arising from the person's conduct is a criminal or administrative proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that his or her conduct was lawful.

The Board shall ensure the Society carries insurance the Board considers sufficient to underwrite the foregoing indemnifications, provided that the Society is compliant with the Charities Accounting Act.

7.03 Disclosure of Conflict of Interest

A Director who is a party to an ongoing or proposed material contract or transaction with the Society, or has a material interest in a person who is a party to such a material contract or transaction, is in a conflict of interest with respect to the contract or transaction, as the case may be. Upon becoming aware of having a conflict of interest, the subject Director shall, in such manner prescribed by the Act and this by-law, disclose to the Society the nature and extent of his or her conflict of interest. For the purposes of this subsection, the Board may through policy further define the conditions of conflict of interest, including financial materiality and form of disclosure, but in no case shall anything other than a material contract or transaction with the Society give rise to a conflict of interest.

Respecting an ongoing or proposed material contract or transaction that was or is before the Board for approval:

- (a) If a Director develops a conflict of interest with respect to and at the time of proposal of the contract or transaction, the Director shall disclose the conflict of interest at the first Board meeting at which the proposed contract or transaction is to be considered; and
- (b) If a Director develops a conflict of interest with respect to a proposed contract or transaction but after it is first considered at a Board meeting or with respect to an ongoing contract or transaction, the Director shall disclose the conflict of interest at the first Board meeting held after becoming aware of the conflict of interest.

If a Director develops a conflict of interest with respect to a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the Society's business, would not require or receive approval by the Board, the Director shall disclose the conflict of interest at the first Board meeting held after becoming aware of the conflict of interest.

Notwithstanding the foregoing, a general, proactive or advance notice to the Board by a Director disclosing that he or she has a material interest in a person, or that there has been a material change in the Director's interest in that person, and declaring that the Director is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of conflict of interest with respect to any such contract or transaction.

Except as otherwise permitted by the Act, no Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Society, unless it is received in compliance with the provisions of the Act and the laws applicable to charitable corporations.

7.04 Recusal Due to Conflict of Interest

Except as otherwise permitted by the Act:

- (a) A Director who has a conflict of interest with respect to a material contract or transaction considered at a Board meeting shall recuse himself or herself from the part of the meeting at which the contract or transaction is deliberated by the Board; and
- (b) If the Board is unable to deliberate the approval of a material contract or transaction because it gives rise to a conflict of interest for all Directors, the contract or transaction may be approved only by the Members.

7.05 No Consequence of Conflict of Interest Due to Compliance

A contract or transaction for which disclosure of a conflict of interest by a Director is required pursuant to Subsection 7.03 is not void or voidable, and the Director is not accountable to the Society or the Members for any profit or gain realized from the contract or transaction, because of the Director's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board meeting that considered the contract or transaction, if:

- (a) The Director complied with Subsections 7.03 and 7.04 in respect of the conflict of interest;
- (b) The Board or the Members approved the contract or transaction; and
- (c) The contract or transaction was reasonable and fair to the Society when it was approved.

7.06 No Consequence of Conflict of Interest Due to Special Resolution

Notwithstanding Subsections 7.03-7.05, a Director, acting honestly and in good faith, is not accountable to the Society or the Members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of Director or of an Officer, and the contract or transaction, if it was reasonable and fair to the Society at the time it was approved, is not by reason only of the Director's interest in it void or voidable if:

- (a) The contract or transaction is confirmed or approved by special resolution at a Members' meeting duly called for that purpose; and
- (b) The nature and extent of the Director's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the aforementioned meeting.

Section 8 – Financial Matters

8.01 Banking

The Board shall from time to time designate the banks in which the money, bonds and other securities of the Society shall be placed for safekeeping and through which the Society conducts financial transactions.

8.02 Borrowing and Investment

The Board may:

- (a) Borrow money on the credit of the Society;
- (b) Issue, reissue, sell or pledge debt obligations of the Society;
- (c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person;
- (d) Mortgage, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society;
and
- (e) Invest its funds.

8.03 Financial Year

The financial year of the Society ends on November 30 in each year or on such other date as the Board may from time to time designate.

8.04 Auditor

Unless the Act requires otherwise, at each annual meeting the Members shall appoint a person to the position of Auditor, who shall be qualified under the Act and who shall hold office until the close of the next annual meeting or the time of such other event causing the office to be vacated, whichever occurs earlier. If an Auditor is not appointed at an annual meeting of the Members, the incumbent Auditor shall continue in office until a successor is appointed or the time of such other event causing the office to be vacated, whichever occurs earlier. The remuneration of the Auditor shall be fixed by the Board if it is not so fixed by the Members at the annual meeting at which the Auditor is appointed.

A resignation of the Auditor becomes effective at the time the resignation is given to the Society or at the effective time specified in the resignation, whichever is later. An Auditor who becomes disqualified under the Act while in office shall resign immediately from office after becoming aware of the disqualification. An Auditor ceases to hold that position when

the Auditor dies or resigns, is declared disqualified by a court or is removed from office pursuant to this subsection or the Act.

The Members may at a special meeting, but only by special resolution, remove from office the Auditor, provided that the Auditor is not appointed by a court pursuant to the Act. An Auditor so removed is not entitled to notice of removal or to make to the Society statements respecting the removal. If a meeting is called to replace the Auditor, the Society shall, through the Board, make a statement respecting the reasons for the replacement and the proposed replacement Auditor may make a statement respecting the Society's reasons.

Any vacancy in the office of Auditor shall be filled by the Board forthwith if it is not first filled by the Members acting at a special meeting of the Members. Whenever an Auditor is appointed to fill a vacancy, the Auditor's term of office shall be from the time of appointment to the close of the next annual meeting or the time of such other event causing the office to be vacated, whichever occurs earlier.

The Auditor is entitled to attend every Members' meeting at the expense of the Society and to be heard on matters relating to the Auditor's duties. Any Auditor, current or former, shall attend a Member's meeting at the expense of the Society and answer questions relating to the Auditor's duties, provided that the Auditor was given at least 21 days notice of the meeting by a Director or Member, or a designate thereof.

8.05 Financial Statements

The Treasurer, or the Board if the Treasurer's office is vacant, shall ensure financial statements are prepared and reported on for every financial year of the Society, and the Board shall ensure adequate resources are provided for that purpose. The Auditor shall prepare and report to the Board on the Society's financial statements for the previous financial year, as directed by the Treasurer, within 4 months of the end of that financial year. The Members and Board shall aid the Auditor's work as required, in accordance with the Act.

Section 9 – Records

9.01 Keeping of Records

The Society shall prepare, and maintain at its registered office, records of:

- (a) The Articles and By-laws, and amendments made to them;
- (b) The resolutions and minutes of meetings of the Members and of their committees;
- (c) The resolutions and minutes of meetings of the Board and of its committees;

- (d) The policies, terms of reference for managing directors and committees, strategic plans, and other documents approved by the Board which provide for the Society's organizational direction;
- (e) Separate registers of Members, Directors and Officers;
- (f) Financial reports adequate to enable the Board to ascertain the financial position of the Society with reasonable accuracy on a quarterly basis;
- (g) The financial statements of the Society, inclusive of those of any subsidiaries and bodies corporate whose accounts are therein consolidated;
- (h) A register of the Society's real property and all related documents prescribed by the Act; and
- (i) Consents and dissents of all current and past Directors in the form and manner prescribed by the Act.

Recordkeeping requirements, including the transition of records from preparation to storage, may be further defined by the Board through policy.

9.02 Access to Records

The Society's records shall be accessible to Directors during the Society's regular office hours, and the Society shall forthwith furnish to any Director, upon that Director's request, any extract of the records free of charge. Any Member, Member's attorney or legal representative or creditor of the Society may examine and, upon payment of a reasonable fee if permitted by the Act and required by the Society, take extracts from the Society's records during the Society's regular office hours, provided that:

- (a) The records are not those referred to by items (c), (d) or (f) in Subsection 9.01; and
- (b) A formal written request for the subject examination or taking of extracts is submitted to and granted by the Society in accordance with applicable Board policy.

Notwithstanding the foregoing, the Society may refuse to provide access to or information about its records if such provision would, in the determination of the Board, be detrimental to any Member or the Society, provided that the Society has an application before a court to permit the refusal or a court has ruled in favour of the refusal. More generally, and notwithstanding the foregoing, the Society may refuse to provide access to or information about its records, provided that the Act does not require such provision to be made.

9.03 Protection and Retention of Records

The Society shall take reasonable precautions to prevent the loss and or destruction of the records referred to in Subsection 9.01, to prevent the falsification of entries in those

records, and to facilitate the detection and correction of inaccuracies in them. Subject to any legislation or rule of taxation requiring a longer retention period, the Society shall retain for at least 6 years the records referred to by items (f) and (g) in Subsection 9.01. All other records referred to in Subsection 9.01, except those referred to by item (d) therein, shall be retained by the Society so long as the Society remains incorporated and subject to the Act. The records referred to by item (d) in Subsection 9.01 shall be retained by the Society so long as they are in effect.

Section 10 – Notices

10.01 Service

Any notice or other document required or permitted by the Act, Articles or By-laws may be given to:

- (a) A Member at the Member's latest address as shown in the records of the Society;
- (b) A Director at his or her latest address as shown in the records of the Society or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current;
- (c) The Auditor at its, or his or her, business address;
- (d) The Board at the Chair's address; and
- (e) The Society at its business address.

For the purposes of this subsection, the address of a recipient of a notice or other document shall wherever possible and permitted by the Act be the recipient's email address, and it is the responsibility of such a recipient to file with the Society his or her current mailing and email addresses and to verify that the Society's records in that regard are complete and accurate.

Notwithstanding any other provision of this by-law, if the Society gives a notice or other document to a Member in accordance with this by-law or the Act and the notice or document is returned on three consecutive occasions because the Member cannot be found, the Society is not required to give any further notices or other documents to the Member until the Member provides the Society with a document setting out the Member's address or addresses.

If a notice or other document is required by this by-law or the Act to be given, the person entitled to the notice or other document may waive that entitlement or may consent to abridge the time for the giving of the notice or other document at any time in the manner set out in this by-law or the Act.

10.02 No Invalidation by Error or Omission

Any action taken at a meeting pertaining to, and any action otherwise founded upon, a notice duly given pursuant to this by-law is not invalidated by:

- (a) An accidental omission to give the notice;
- (b) The non-receipt of the notice; or
- (c) Any error in the notice not affecting the substance of the notice.

Section 11 – Administrative Matters

11.01 Effective Date

Once enacted, this by-law shall come into effect on the earlier of the following dates:

- (a) A date designated by the Board after the enactment of this by-law, provided that the designated date is more than 21 days before the following July 1, so as to accommodate the required annual meeting of the Members; or
- (b) October 18, 2024.

Notwithstanding any other provision of this by-law, a resolution of the Board putting this by-law into effect pursuant to paragraph (a) is irrevocable and thus cannot be later rescinded, amended or replaced by the Board or the Members.

11.02 Valid Despite Inconsistency between Title and Name

For greater certainty, the validity of this by-law is not affected by any inconsistency or disparity between the title of this by-law and the legal or corporate name of the Society.

11.03 Severability

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of the same. If any provision of this by-law conflicts with the Articles or the Act, the conflicting provisions of the Articles or the Act, as the case may be, shall prevail, but only to the extent necessary to resolve the conflict. If a court or tribunal of competent jurisdiction declares any portion of this by-law to be illegal or unenforceable, that portion of this by-law shall be considered to be severed from the balance of the by-law, which shall continue to operate in full force and effect.

11.04 Other By-Laws

Upon the coming into effect of this by-law, all pre-existing by-laws of the Society are hereby repealed. So long as this by-law is in effect, it shall supersede any other by-law of the Society, except a by-law enacted to amend, repeal or replace this by-law.

11.05 Enactment and Certification

By affixing our signatures below, we certify on behalf of the Society that this by-law was duly enacted by the Members on the 28th day of June, 2023.

President
Patricia Peace

Secretary
Janice Jones-Skinner