

A by-law relating generally to the conduct  
and transaction of the affairs of

**UNITED FOSTER PARENTS OF CANADA CORPORATION**  
(the “**Corporation**”)

**BY-LAW NO. 1**

**BE IT ENACTED** as a by-law of the Corporation which, upon its enactment as of the Effective Date, will automatically repeal and replace all existing by-laws in their entirety, as follows:

INTERPRETATION

Definitions. In this By-Law No. 1 and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Annual Meeting of Members**” means an annual meeting of the Members convened in accordance with Section 4.2;

“**Approved Babysitter**” means an individual who has successfully completed a police vulnerable sector check and who is an approved babysitter in accordance with the relevant Member’s Children’s Aid Society’s rules and procedures;

“**Area Representative**” means an individual who is (i) a Member; or (ii) a retired foster parent who was a Member at the time of retirement, and who has been approved by the Board and appointed by the Members to represent them on the Board as an Area Representative;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

“**Board**” means the board of directors of the Corporation;

“**By-Laws**” means this By-Law No. 1 and all other by-laws of the Corporation as amended and which are in force and effect at a given time;

“**Director**” means a member of the Board appointed or elected in accordance with Article V;

“**Effective Date**” means the date of issuance by Corporations Canada of the Articles of Amendment approved in conjunction with this By-Law No. 1;

“**Household**” means the children, grandchildren, parents, and grandparents living the same dwelling as a Member, including children studying at college or university, and any other person if the Member may be held legally responsible for the actions of such person;

**“Legal Assistance Plan”** or **“LAP”** refers to a plan created and executed by the Board that governs, among other things, the purchase of legal expense insurance coverage by the Corporation on behalf of Active, Annual Members and the Households of such Members. The purchase and distribution of such coverage and other details regarding the LAP shall be set out in one or more policies of the Board.

**“Meeting of Members”** means either or both an Annual Meeting of Members and a Special Meeting of Members;

**“Member”** means a member of the Corporation as further described in Article III;

**“Officer”** means an officer of the Corporation appointed pursuant to Article VII;

**“Ordinary Resolution”** means a resolution passed by a majority of votes cast on that resolution;

**“Private Foster Homes”** means foster homes that are not directly funded by a Children’s Aid Society or another governmental agency;

**“Registered Office”** means the registered address of the Corporation as set out in the Articles or in the most recent Form 4003 filed with Corporations Canada;

**“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;

**“Special Business”** has the meaning ascribed to that term in Section 4.2;

**“Special Meeting of Members”** means a meeting of Members convened in accordance with the By-Laws and the Act that is not an Annual Meeting of Members; and

**“Special Resolution”** means a resolution passed by not less than two-thirds (2/3rds) of the votes cast on that resolution.

**1.2. Interpretation.** In the interpretation of this By-Law No. 1, unless the context otherwise requires, the following rules shall apply:

a) except where specifically defined in this By-Law No. 1, words, terms and expressions appearing in this By-Law No. 1 shall have the meaning ascribed to them under the Act;

b) words importing the singular number only shall include the plural and vice versa;

c) words importing one (1) gender only shall include all genders;

d) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

e) the headings used in this By-Law No. 1 are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-

Law No. 1 or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

f) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

## **Article II General**

- 2.1 Registered Office.** The Registered Office shall be situated in the City of Belleville, Ontario or as otherwise set by the Board or the members, in accordance with the Act.
- 2.2 Corporate Seal.** The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location as approved by the Board.
- 2.3 Fiscal Year.** The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of January of each year or as changed by resolution of the Board.
- 2.4 Execution of Documents.** Deeds, contracts, and other written documents (“Documents”) to be executed on behalf of the Corporation shall be executed by any two (2) Directors or Officers. Documents may be executed and delivered by hand or by telephonic or electronic transmission, and in counterparts, and such counterparts, when duly executed and delivered by all persons required, shall be deemed to constitute one (1) document. The Board may also, by resolution, direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.
- 2.5 Banking.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 2.6 Invalidity of any Provisions of this By-Law No. 1.** The invalidity or unenforceability of any provision of this By-Law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-Law No. 1.
- 2.7 Procedural Matters.** Any procedural matters not addressed in the By-Laws, the Articles, the Act, or any policies of the Corporation shall be settled by reference to the latest version of Robert’s Rules of Order.
- 2.8 The Legal Assistance Plan.** The LAP is recognized as being most important in enabling the Corporation to carry out its purpose. The Board shall continuously

maintain a policy or policies as to how the LAP is to be operated and administered. There shall be a committee of the Board to administer the LAP and the members of that committee shall be appointed by the Board annually at the Board meeting held after the Annual Meeting of Members. The appointment of the members of the Committee shall occur after the appointment of the Officers by the Board.

- 2.9 Decision Making Threshold** – A resolution presented to the Board at a Board meeting shall be passed by an Ordinary Resolution. A resolution presented to the Members at a Meeting of Members shall be passed by either an Ordinary Resolution or a Special Resolution, depending on the language set out herein, in the Articles, or in the Act.

### **Article III Members**

**3.1 Membership Conditions and Rights.** Subject to the Articles, there shall be four (4) classes of Members: the Active Members, the Director Members, the Retired Members, and the Annual Members.

**A. Active Members.** The Active Members shall be individuals who are active foster parents and who pay membership dues to the Corporation through their respective Children's Aid Societies. The following conditions shall apply to Active Members:

- i. There shall be a maximum of one (1) membership due paid per Household regardless of the number of Active or Retired Members residing in the Household.
- ii. The membership of an Active Member shall continue for so long as each such Active Member is an active foster parent and continues to pay the requisite dues to the Corporation or who has had the requisite dues paid to the Corporation on such Active Member's behalf.
- iii. Each Active Member is entitled to receive notice of, attend, and vote at all Meetings of Members and each such Active Member shall be entitled to one (1) vote at each Meeting of Members.
- iv. Each Active Member is responsible for ensuring that such Active Member's correct membership status, current address, and current contact information is on file with the Corporation.
- v. Each Active Member is responsible for ensuring that the requisite dues are paid to the Corporation, when due, by such Active Member or by the applicable third party on behalf of the Active Member.
- vi. Each Active Member is responsible for complying with the Act, the By-Laws, the Articles, and the policies and procedures of the Corporation.
- vii. Each Active Member is entitled to all membership benefits offered by the Corporation to its Active Members in accordance with a policy of the Board.

- viii. Each Active Member is entitled to receive financial assistance in accordance with the LAP and any relevant Board policy related thereto.

**B. Director Members.**

- i. The Director Members shall be individuals who are elected or appointed as Directors in accordance with this By-Law No. 1 and who are not, at the time of election or appointment, Active Members. An individual shall automatically become a Director Member upon election or appointment as a Director, without the need for any further action to be taken and shall remain as a Director Member for the duration of such individual's term as a Director.
- ii. Each Director Member is entitled to receive notice of, attend, and vote at all Meetings of Members and each such Director Member shall be entitled to one (1) vote at each Meeting of Members.
- iii. Each Director Member is responsible for ensuring that such Director Member's correct membership status, current address, and current contact information is on file with the Corporation.
- iv. Each Director Member is responsible for complying with the Act, the By-Laws, the Articles, and the policies and procedures of the Corporation.
- v. Each Director Member is entitled to all membership benefits offered by the Corporation to its Director Members in accordance with a policy of the Board.

**C. Retired Members.** The Retired Members shall be individuals who are retired foster parents who, upon retirement, were Active Members of the Corporation. The following conditions shall apply to Retired Members:

- i. Retired Members shall not be required to pay membership dues to the Corporation.
- ii. The membership of a Retired Member shall be indefinite until terminated in accordance with Section 3.3 below.
- iii. A Retired Member shall not be entitled to receive notice of, attend, or vote at any meetings of the Members unless stated otherwise in the Act.
- iv. Each Retired Member is responsible for ensuring that such Retired Member's correct membership status, current address, and current contact information is on file with the Corporation.
- v. Each Retired Member is responsible for complying with the Act, the By-Laws, the Articles, and the policies and procedures of the Corporation.
- vi. Each Retired Member is entitled to all membership benefits offered by the Corporation to its Retired Members in accordance with a policy of the Board.

- vii. Each Retired Member is entitled to receive financial assistance in accordance with the LAP and any relevant Board policy related thereto.

**D. Annual Members.** The Annual Members shall be individuals who pay membership dues to the Corporation on an annual basis and who fall under one of the following categories:

- (a) active foster parents in Canadian Provinces and Territories other than Ontario who receive government funding; or
- (b) active foster parents in Private Foster Homes throughout Canada, including Ontario; or
- (c) active foster parents in Ontario who qualify to be Active Members, but wish to be Annual Members; or
- (d) active foster parents in Ontario whose Children's Aid Societies will not deduct membership fees at source on their behalf; or
- (e) retired foster parents who choose to be Annual Members in order to receive legal expense assistance insurance coverage in accordance with the LAP.

The following conditions shall apply to Annual Members:

- i. There shall be a maximum of one (1) membership due paid per Household, regardless of the number of Annual Members residing in the Household.
- ii. The membership of an Annual Member shall be for a twelve (12) month period, commencing on the date of payment of the membership due, pro-rated based on the time of payment.
- iii. The membership of an Annual Member shall automatically renew, on February 1<sup>st</sup> of each year, for an additional twelve (12) month period for so long as such Annual Member is either an active foster parent in a Canadian Province or Territory other than Ontario, or an active foster parent in a Private Foster Home, and continues to pay the requisite fee to the Corporation.
- iv. An Annual Member shall not be entitled to receive notice of, attend, or vote at any Meetings of Members unless stated otherwise in the Act.
- v. Each Annual Member is responsible for ensuring that such Annual Member's correct membership status, current address, and current contact information is on file with the Corporation.
- vi. Each Annual Member must provide, on an annual basis, a membership confirmation form to the Corporation, along with a payment of the annual fee in full, by the date set by the Corporation.

vii. Each Annual Member is responsible for complying with the Act, the By-Laws, the Articles, and the policies and procedures of the Corporation.

viii. Each Annual Member is entitled to certain membership benefits offered by the Corporation to its Annual Members in accordance with a policy of the Board.

ix. Each Annual Member is entitled to receive financial assistance in accordance with the LAP and any relevant Board policy related thereto.

**3.2 Transferability of Membership.** A Member's membership cannot be transferred.

**3.3 Termination of Membership.**

(a) The membership of an Active Member, a Director Member, a Retired Member, or an Annual Member shall terminate for any of the following reasons:

i. the Member dies;

ii. the Member resigns in accordance with Section 3.2 (which, in the case of a Director Member, will be deemed to also be a resignation as a Director);

iii. the Member fails to maintain any qualifications for membership described in Section 3.1 above;

iv. the Member is expelled in accordance with Section 3.5 below;

v. in the case of Active Members and Annual Members, the Member fails to pay dues to the Corporation in accordance with Section 3.6;

vi. in the case of Annual Members, the Member fails to file the requisite paperwork required under Section 3.1(D)(vi); or

vii. the Corporation is liquidated or dissolved pursuant to the Act.

(b) Subject to the Articles, upon the cessation of a Member's membership for any reason, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership dues will be returned to a previous Member upon cessation of the Member's membership. Cessation of a Member's membership will not relieve the Member from the payment of any obligation due to the Corporation at the time of cessation.

(c) Any person resigning or terminated as an Active Member shall notify such Active Member's affiliated Children's Aid Society of the resignation or termination so that the daily dues payments per foster child in care, being paid to the Corporation on that Active Member's behalf, cease.

**3.4 Resignation.** Any Member may resign as a Member by delivering a written resignation to the Secretary of the Corporation, in which case such resignation shall be effective from

the date specified in the resignation or, if no date is specified, as of the date of delivery of the resignation.

**3.5 Discipline of Members.** Any disciplinary action or termination of a Member's membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one (1) or more of the following grounds:

violating any provision of the Articles, By-Laws, or written policies of the Corporation;

carrying out any conduct, whether in a public capacity (e.g. at a Meeting of Members) or in a private capacity (e.g. on social media) which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or

for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose, mission, vision, and values of the Corporation.

In the event that the Board determines by resolution to propose that a Member's membership should be suspended or that a Member should be expelled, the President of the Corporation or such other Officer as the Board may determine shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion. The Member may make written submissions in response to the notice to the President of the Corporation or such other Officer providing the notice within such twenty (20) day period. If no written submissions are received in accordance with this Section 3.6 within such twenty (20) day period, the President of the Corporation or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect and the effective date thereof. If written submissions are so received, the President of the Corporation or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the Board meeting. The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

**3.6 Membership Dues.** Each Member shall be responsible for complying with any policy approved by the Board relating to the payment of membership dues, including the terms of such policy detailing the method and timing of payment. Failure to comply with any membership dues policy may result in termination of membership pursuant to Section 3.5.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** In-person Meetings of Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such Meeting of Members so agree, outside Canada. Meetings of Members may also be held entirely, or in part, by telephonic or electronic means in accordance with Section 4.10 below.



**4.2 Annual Meetings.** The Board shall call an Annual Meeting of Members not later than fifteen (15) months after the last preceding Annual Meeting of Members and not later than six (6) months after the end of the Corporation's previous fiscal year. The Board shall call an Annual Meeting of Members for the purpose of:

- a) consideration of the financial statements previously approved by the Board, as evidenced by the signature of one (1) or more Directors on the financial statements;
- b) consideration of the report(s) related to the financial statements required by the Act to be presented at an Annual Meeting of Members;
- c) election of Directors, if necessary; and
- d) appointment of a public accountant, if required under Part 12 of the Act.

Any other business to be transacted at a Meeting of Members shall be deemed to be "**Special Business**". Special Business may be transacted at an Annual Meeting of Members, in addition to the items (a) – (d) set out above, so long as the notice for the Annual Meeting of Members complies with Section 4.4.

**4.3 Special Meetings.** The President of the Corporation may at any time call a Special Meeting of Members for the transaction of any Special Business that may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a Special Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

**4.4 Notice of Meetings.** Notice of the time and place of a Meeting of Members shall be sent to the following:

- a) to each Active Member and Director Member;
- b) to each Director; and
- c) to the public accountant of the Corporation, if any.

A notice shall be provided (a) by mail, courier, or personal delivery, during a period of twenty-one (21) to sixty (60) days before the meeting date; or (b) by telephonic, electronic, or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the meeting date; or (c) by affixing a notice to a notice board on which information respecting the Corporation's activities is regularly posted and located in a place frequented by Members, no later than thirty (30) days before the meeting date. A notice shall be provided in accordance with the requirements of Article X of this By-Law No. 1. Notice of a Meeting of Members at which Special Business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the Special Business and provide the text of any Special Resolution or By-Laws to be submitted to the Meeting of Members.

**4.5 Waiving Notice.** A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the Meeting of Members, except where such

person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

- 4.6 Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be the Active Members, the Director Members, the Directors, and the public accountant of the Corporation, if any. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with the consent of the voting Members at the Meeting of Members.
- 4.7 Chair and Secretary of the Meeting.** In the event that the President and every Vice-President of the Corporation is absent, the Members who are present and entitled to vote shall choose a Member to chair the Meeting of Members. If the Secretary of the Corporation is absent, the chair of the Meeting of Members shall appoint an individual, who need not be a Member, to act as secretary of the Meeting of Members. If desired, one (1) or more scrutineers, who need not be Members, may be appointed by Ordinary Resolution or by the chair of the Meeting of Members.
- 4.8 Quorum.** A quorum at any Meeting of Members shall be no less than seven (7) Members. A quorum must be maintained throughout the Meeting of Members. For the purpose of determining quorum, a Member may be present in person or by telephonic and/or other electronic means. If, within one-half (1/2) hour after the time appointed for a Meeting of Members, a quorum is not present, the Meeting of Members shall stand adjourned and the provisions of Section 4.12 shall apply. The business of a Meeting of Members shall only be conducted if quorum is present.
- 4.9 Participation at Meetings by Telephone or Electronic Means.** Any person entitled to attend a Meeting of Members may participate in the Meeting of Members using telephonic, electronic, or other communications means that permit all participants to communicate adequately with each other during the Meeting of Members, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in a Meeting of Members by any such means shall be deemed to have been present at such Meeting of Members.
- 4.10 Meeting Held by Electronic Means.** A Meeting of Members may be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the Meeting of Members.
- 4.11 Adjournment.** The chair of a Meeting of Members may, with the consent of the Members at the meeting, adjourn the Meeting of Members from time to time to a fixed time and place and no notice of such adjournment need be given to the Members if the adjourned Meeting of Members is scheduled to take place within thirty-one (31) days of the date of the original Meeting of Members. Any business may be brought before or dealt with at any adjourned Meeting of Members if such business might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.
- 4.12 Absentee Voting.** A Member shall only be entitled to vote, during a Meeting of Members, either in person or by telephonic or electronic means. No method of absentee voting (i.e. voting ahead of a Meeting of Members instead of attending the Meeting of Members) shall be

permitted, and no Member may send a proxyholder to vote on behalf of such Member at a Meeting of Members.

- 4.13 Votes to Govern.** Other than as otherwise required by the Act or this By-Law No. 1, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. Every Member shall have one (1) vote. The chair of a Meeting of Members shall be entitled, as a Member, to vote. In case of an equality of votes, the chair of a Meeting shall be entitled to cast a second vote.
- 4.14 Show of Hands.** Voting on any question proposed for consideration at a Meeting of Members shall be by show of hands or a verbal declaration, and a declaration by the chair of the Meeting of Members as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the Meeting of Members shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4.15 Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to the Members stating that the annual financial statements and documents provided in Subsection 172(1) are available at the Registered Office and any Member may, on request, obtain a copy free of charge at the Registered Office or by prepaid mail.

## **Article V Directors**

**5.1 Powers.** The affairs of the Corporation shall be managed or supervised by the Board.

**5.2 Number and Composition.** Since the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors as determined from time to time by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

The Board shall use best efforts to ensure that, at all times, at least two-thirds (2/3rds) of the Directors in office are Area Representatives, Active Members, or Retired Members who were Active Members in good standing at the time of retirement. Any remaining Director positions may be filled by “independent” individuals (i.e., individuals who may or may not have a connection to fostering) provided that such individuals fill all other eligibility requirements to be a Director.

**5.3 Qualifications.** The following persons are disqualified from being a Director:

- (a) anyone who is less than eighteen (18) years of age;
- (b) anyone who is incapable.
- (c) anyone who is not an individual; and
- (d) anyone who has the status of bankrupt.

- 5.4 Election and Term.** (a) In addition to the authority of the Board to fill vacancies pursuant to Section 5.9, and to appoint additional Directors pursuant to Section 5.4(d), the Members shall have the authority to elect Directors by Ordinary Resolution at each Annual Meeting of Members at which an election of Directors is required. The Directors shall be elected from a roster of candidates who were nominated and vetted in accordance with policies approved by the Board.
- (b) Each Director elected at an Annual Meeting of Members shall be elected for a term that will expire at the close of the third (3rd) Annual Meeting of Members held after the election, unless the Members pass an Ordinary Resolution at such Annual Meeting of Members making an exception to this standard term length. There shall be no limit on the number of consecutive terms that an individual may serve as a Director.
- (c) A Director not elected for an expressly stated term shall cease to hold office at the close of the next Annual Meeting of Members. If the Corporation fails to hold a Meeting of Members, or fails in the meeting to elect Directors, the incumbent Directors shall continue in office until their successors are elected.
- (d) In addition to filling a vacant position in accordance with Section 5.9, the Board may, if the maximum number of Directors available in the range of Directors set out in the Articles has not been filled, appoint additional Directors to hold office until the next Annual Meeting of Members. The total number of Directors that may be appointed by the Board pursuant to this Subsection 5.4(d) shall not exceed one-third (1/3<sup>rd</sup>) of the total number of Directors elected by the Members at the previous Annual Meeting of Members.
- 5.5 Consent.** A Director who is elected or appointed must consent to hold office as a Director:
- (a) if present at the Meeting of Members or the meeting of the Board, as applicable, at which the election or appointment takes place, by not refusing to hold office,
  - (b) if not present at the Meeting of Members or the meeting of the Board, as applicable, at which the election or appointment takes place, by either:
    - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
    - (ii) by acting as a Director after such person's election or appointment.

By consenting to hold office, each Director agrees to comply with the Act, the Articles, the By-Laws, and the policies, codes, and procedures of the Corporation.

- 5.6 Vacation of Office.** A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members pursuant to Section 5.8, or becomes disqualified to serve as Director by failing to meet all of the qualifications required in Section 5.3. At the Board meeting held after the occurrence of one (1) of the above-listed events, the Board shall acknowledge the event and shall, other than in the case of a death, send written

notice to the Director in question confirming the effective date on which the individual ceased to be a Director.

- 5.7 Resignation.** A Director may resign from office by giving a written resignation to the President of the Corporation, in which case such resignation shall be effective at the time the resignation is received, or at the time specified in the resignation, whichever is later.
- 5.8 Removal.** The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term and may, at such Meeting of Members, elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.
- 5.9 Vacancies.** Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by the Board. If there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- 5.10 Remuneration and Expenses.** The Directors and Officers (other than employees) shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such; provided however, that, if approved by the Board, the foster children, former foster children, children, and/or grandchildren of a Director shall not be precluded, as a result of their relationship with the Director, from being eligible to receive a bursary, scholarship, or other financial assistance from the Corporation in furtherance of the recipient's education in accordance with the Bursary Policy of the Board. The Board may, by resolution, fix the reasonable remuneration of the Officers and employees of the Corporation. Any Director, Officer, or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, Officer, or employee.
- 5.11 Borrowing Powers.** The Board may, without further authorization of the Members, on behalf of the Corporation:
- (a) borrow money on the credit of the Corporation;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
  - (c) give a guarantee on behalf of the Corporation;
  - (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;

- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an Officer or Officers, the authority to make expenditures up to such maximum amounts as determined by the Board,
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an Officer or Officers such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

## **Article VI Meetings of Directors**

- 6.1 Place of Meetings.** Meetings of the Board may be held at the Registered Office or at any other place within or outside of Canada as the Board may determine.
- 6.2 Calling of Meetings.** Meetings of the Board may be called by the President of the Corporation, any Vice-Chair, or any two (2) Directors at any time.
- 6.3 Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article X to every Director not less than seven (7) days before the time when the meeting is to be held; provided, however, that if the President or Executive Director or any two (2) Directors determines that a situation requires an urgent meeting of the Board, at least twenty-four (24) hours' notice will suffice for such meeting. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.
- 6.4 First Meeting of New Board.** Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Annual Meeting of Members at which such Board is elected.
- 6.5 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- 6.6 Quorum.** A majority of the Directors (50% plus one) constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.
- 6.7 Resolutions in Writing.** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had

been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

**6.8 Participation at Meeting by Telephonic or Electronic Means.** A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

**6.9 Chair of the Meeting.** In the event that the President and every Vice-President is absent at a meeting of the Board, the Directors who are present shall choose one (1) of their number to chair the meeting.

**6.10 Votes to Govern.**

(a) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Only Directors shall be entitled to vote. Each Director (including the chair of a meeting, as a Director) shall have one (1) vote. In case of an equality of votes, the chair of the meeting shall be entitled to cast a second (2<sup>nd</sup>), tie-breaking vote.

(b) Abstentions are not permitted by the Act (other than in situations of conflicts of interest). A Director who is present at a Board meeting, but doesn't vote, or is not present at a Board meeting, will be deemed to have consented to any resolution passed or action taken at the meeting unless the Director causes the Director's dissent to be entered into or placed with the minutes of the meeting, or submits the dissent to the Corporation, within the time period required by the Act.

**6.11 Attendance at Board Meetings** - Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead.

## **Article VII Officers**

**7.1 Appointment.**

(a) The Board shall appoint a President, a Secretary, and a Treasurer of the Corporation and may appoint additional Officers, specify the duties of all Officers, and delegate authority to the Officers.

(b) The term of office for each Officer (other than an employee) shall be approximately one (1) year, expiring at the close of the Annual Meeting of Members following the appointment. There shall be no limit on the number of consecutive terms that an individual may serve as an Officer, generally, or in the same Officer position.

(c) An Officer (other than any employee) must be a Director.

- (d) Two (2) or more offices (other than the offices of President and Vice-President) may be held by the same person.
- (e) By consenting to hold office, each Officer agrees to comply with the Act, the Articles, the By-Laws, and the policies, codes, and procedures of the Corporation.

**7.2 Description of Offices.** Unless otherwise specified by the Board, the Officers shall have the following duties and powers associated with their positions:

- (i) President – The President of the Corporation shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be the chair of all meetings of the Board and Meetings of Members.
- (ii) First Vice-President – If appointed, the First Vice-President shall assist the President in carrying out duties and shall have such other powers and duties as the Board may, from time to time, specify. If the President is unavailable or unable to act, the First Vice-President shall preside at all Board meetings and Meetings of Members.
- (iii) Second Vice-President – If appointed, the Second Vice-President shall assist the President in carrying out duties and shall have such other powers and duties as the Board may, from time to time, specify. If the President and First Vice-President is unavailable or unable to act, the Second Vice-President shall preside at all Board meetings and Meetings of Members.
- (iv) Secretary – The Secretary of the Corporation shall attend and be the secretary of all meetings of the Board and Board committees, and Meetings of Members, or shall delegate such responsibility and oversee the completion of such responsibility. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant (if any), and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation or shall oversee the retention of such documents at the head office of the Corporation. The Secretary shall have such other powers and duties as the Board may specify.
- (v) Treasurer – The Treasurer shall be responsible for the management of the financial affairs of the Corporation and shall report to the Board regularly on such affairs. The Treasurer shall have such other powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

**7.3 Vacancy in Office.** The Board may remove any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed.
- b) the Officer's resignation.
- c) such Officer ceasing to be a director, if applicable; or



d) such Officer's death.

If the office of any Officer of the Corporation becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

**7.4 Executive Director** – The Board shall have the authority to hire, discipline, and remove a Executive Director. The Executive Director shall exercise the authority delegated by the Board through Board policies over the general management, supervision, and direction of the affairs and operations of the Corporation and its staff. The Board shall determine the terms of employment, remuneration, and duties of the Executive Director. The Executive Director shall be accountable to the Board for the accomplishment of measurables set by the Board from time to time. In the case of absence or inability to act of the Executive Director, or for any other reason that the Board may deem sufficient, the Board shall delegate, for a definite period of time, all or any of the powers of the Executive Director to one or more member(s) of the Corporation's administration, a Director, or a third party appointed by the Board.

**7.5 Remuneration of Officers.** The remuneration of Officers is governed by Section 5.10.

#### **Article VIII Committees**

**8.1 Delegation.** The Board may, but need not, appoint from their number a managing Director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing Director or committee any of the powers of the Board except those which may not be delegated by the Board pursuant to Subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

**8.2 Other Committees.** The Board may, but need not, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.

**8.3 Governance of Committees and Advisory Bodies.** Every committee or advisory body shall be governed by such policies, procedures, codes, and/or terms of reference approved by the Board from time to time. Any committee member may be removed by resolution of the Board. The chair of a committee shall be appointed by the Board. Any committee that includes one (1) or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

#### **Article IX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**9.1 Standard of Care.** Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent

person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Articles, and the By-Laws.

**9.2 Limitation of Liability.** Provided that the standard of care required of the Director or Officer under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an Officer, reports of the public accountant, or a report of a professional, no Director or Officer shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

**9.3 Indemnification of Directors and Officers.**

(a) The Corporation shall indemnify each former and present Director and Officer and each other 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 such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful;

provided, however, that an individual shall not be entitled to indemnity from the Corporation in respect of costs, charges, and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative, or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described above if the individual is judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

(b) The Corporation may indemnify such persons, and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

(c) Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

**9.4 Insurance.** Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

**9.5 Advances.** With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 151(3) of the Act.

## **Article X Notices**

### **10.1 Method of Giving Notices.**

- (a) Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.
- (b) A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.
- (c) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**10.2 Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Law, 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.

**10.3 Waiver of Notice.** Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in

the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

## **ARTICLE XI DISPUTE RESOLUTION**

**11.1 Mediation and Arbitration.** Disputes or controversies among Members, Directors, or Officers, or between a Member, Director, or Officer and the Corporation, in relation to the applicability and enforcement of the Articles, the By-Laws, and any policies or procedures of the Corporation, shall, to the furthest extent permitted by law, be resolved in accordance with mediation and/or arbitration as provided in Section 11.2.

**11.2 Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Articles or the By-Laws is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Corporation as set out in the Articles, the By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of professional mediators whereby each party appoints one (1) mediator, and the mediators so appointed jointly appoint an additional mediator. The mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced upon agreement of the parties.
- (b) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be determined by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario). The seat of the arbitration will be in the City of Belleville (or as close thereto as possible) and the language of the arbitration will be English. The arbitrator shall not be any one (1) of the mediators previously used to mediate a resolution of the dispute. The party commencing the arbitration will give written notice proposing the names of three (3) individuals who are acceptable to it to serve as a sole arbitrator. Within ten (10) days of the receipt of the proposed individuals, each of the other parties will give written notice that they accept the appointment of one (1) of the three (3) individuals or will name three (3) other individuals who are acceptable to it to serve as sole arbitrator. If the parties are unable to agree upon a sole arbitrator within a further ten (10) days, any party may apply to the Superior Court of Justice to appoint an arbitrator. The parties will act reasonably and in good faith to attempt to agree upon the sole arbitrator in the most expedient manner possible. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (c) Both the mediation and the arbitration will be kept confidential and the existence of the proceedings and any element of them will not be disclosed beyond the mediators, the arbitrator, the parties, their counsel, and any expert person necessary to the conduct of the proceeding, except as may lawfully be required in judicial proceedings relating to the

arbitration, as may be reasonably necessary for the enforcement of the arbitration award, and as may be required by law.

- (d) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

**ARTICLE XII  
BY-LAW AND EFFECTIVE DATE**

**12.1 By-Law and Effective Date.**

- (a) Subject to the Articles, the Board may make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members. If the By-Laws, amendment, or repeal are confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed or confirmed as amended. The By-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting. This Section does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by Members. This Subsection 12.1(a) does not apply to a By-Law, amendment, or repeal that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.
- (b) Notwithstanding Section 12.1(a), this By-Law No. 1 shall be effective, and all previous By-Laws of the Corporation shall be repealed, as of the Effective Date. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.

**APPROVED by the Board of Directors as of the 01 day of May 2024.**

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President – K Smids-Baxter

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Acting Secretary – PV Turrell

**CONFIRMED by the Members as of the \_\_\_ day of \_\_\_\_\_ 2024.**

\_\_\_\_\_  
President –

\_\_\_\_\_  
Secretary –