

# AIDS COMMITTEE OF OTTAWA

## BY-LAWS

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## DEFINITIONS AND INTERPRETATIONS

- a. In the by-laws and resolutions of the Corporation, unless the context otherwise requires:
- (i) “Act” means “The Corporations Act, R.S.O. 1980, C.95”;
  - (ii) “Letters Patent” means the Letters Patent of the Corporation issued on August 7, 1987 as from time to time amended, supplemented or restated;
  - (iii) “Board” means the Board of Directors of the Corporation;
  - (iv) “By-laws” means this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect;
  - (v) “Corporation” means the Corporation constituted under the Act and named the AIDS Committee of Ottawa;
  - (vi) “Directors” means the directors of the corporation for the time being;
  - (vii) “Member” means a person, firm, corporation or other organization who is admitted to membership in the corporation pursuant to the by-laws;
  - (viii) “Meeting of members” includes an annual or other general meeting of the members and a special meeting of the members;
  - (ix) “Recorded addresses” means, in the case of a member, his or her address as recorded in the register of the members and, in the case of a director, officer or auditor, his or her address as recorded in the records of the Corporation;
  - (x) “Special resolution” means a resolution passed at a general meeting of the membership;
  - (xi) “Extraordinary resolution” means a resolution passed by not less than two-thirds of the members entitled to vote and present in person, or where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given;
  - (xii) “Signing officer” means in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Article 8.2 (c) of this by-law or by resolution passed pursuant thereto.
- b. Save the above, words and expressions defined in the Act have the same meaning when used in these by-laws.
- c. In these by-laws and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice-versa and references to persons shall include firms and corporations.
- d. In these by-laws and in all other by-laws of the Corporation, unless the context otherwise requires, the concept of “written notice” shall be equivalent to “electronic notice”.

- e. For the purposes of these by-laws “chairperson” shall include co-chairpersons depending on the composition of the Board.
- f. For the purposes of these by-laws, “vice-chairperson” shall include co-chairpersons depending on the composition of the Board.

## **1.0 NAME**

A By-law relating generally to the transaction of the affairs of THE AIDS COMMITTEE OF OTTAWA/LE COMITÉ DU SIDA D’OTTAWA, a corporation without share capital, incorporated under the Corporations Act (the “Corporation” Registration No. 222384-8).

## **2.0 HEAD OFFICE**

The Head Office of the Corporation shall be in the City of Ottawa, Province of Ontario, at such municipal address therein as the Board of Directors may from time to time by resolution determine.

## **3.0 SEAL**

The seal of the Corporation shall be of such form as shall be prescribed by the Board of Directors of the Corporation and shall have the words "The AIDS Committee of Ottawa/Le Comité du SIDA d'Ottawa" inscribed thereon. The Chairperson, or at his/her discretion, the Secretary shall have custody of the seal and shall be responsible thereof.

## **4.0 MEMBERSHIP**

- a. The members of the Corporation are the applicants for incorporation of the Corporation, and those persons, firms, corporations and other organizations who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members. A person, firm, corporation or organization may apply to the Corporation for membership. The Secretary will enter an applicant’s information into the membership registry, and the applicant will become a member of the Corporation, upon receipt of proper up to date membership application documentation. Any such application may be rejected by the Directors, in their sole discretion.
- b. With the exception of members expelled or suspended pursuant to Article 4(e) and/or 4(f), all members are in good standing except a member with any debt due and owing to the Corporation, and the member is not in good standing as long as the debt remains unpaid.

- c. An individual, firm, corporation or other organization shall cease to be a member of the Corporation:
  - (i) by delivering a letter of resignation in writing to the Secretary or Executive Director of the Corporation or by mailing or delivering it to the address of the Corporation; or
  - (ii) on the death of the member or, in the case of a firm, Corporation or other organization on its dissolution; or
  - (iii) on being expelled; or
  - (iv) on having been a member not in good standing for twelve consecutive months.
- d. Upon ceasing to be a member the former member shall forfeit all rights derived from or benefits of membership in the Corporation and shall forfeit all past, present and future claims against the Corporation which the member may have had as a result of membership in the Corporation.
- e. Upon seven (7) days written notice to a member of the Corporation, the Board may by resolution passed by at least two-thirds of the Directors in Office, votes cast thereon at a meeting of the Board held after such notice period has expired, remove such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. In order for such resolution to be effective it must contain a statement that the members of the Board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with the ability of the Corporation to function effectively.
- f. A member so expelled or suspended may appeal the decision to the next special members or annual general meeting of the Corporation. The decision of the members at any such special members or annual general meeting, upon not less than 14 days, nor more than 30 days notice, in the form of a special resolution, shall be final with respect to the expulsion or suspension of the member. Any member expelled or suspended by the resolution of the directors shall be deemed not to be a member of the Corporation until the special resolution of the members is passed at the next annual general meeting.
- g. Every member shall renew membership with the Corporation at the Annual General Meeting, and must declare in writing that they support the mission and values of the Corporation and shall comply with these by-laws.

#### **4.1 CATEGORIES OF MEMBERSHIP**

a. There shall be two (2) classes of membership in the Corporation, namely: Active Members and Sustaining Members. Members shall be persons, firms, corporations or associations who support the objectives of the Corporation, who shall have applied for membership, in the manner prescribed by the Board of Directors from time to time, and who have been accepted by the Board of Directors.

(i) Active Members

Active Members shall be any interested persons who support the objectives of the Corporation and have all the rights and privileges of membership in accordance with law, the Letters Patent and the By-laws;

(ii) Sustaining Members

Sustaining Members shall be any interested persons, association, firm or corporation who support the objectives of the Corporation, but do not wish to be an Active Member, (a non-voting membership).

#### **4.2 RIGHTS AND OBLIGATIONS OF THE MEMBERSHIP**

a. Every Active member in good standing is entitled to:

- (i) attend any annual general meeting, general or special meeting of the members;
- (ii) vote at any annual general meeting, general or special meeting of the members;
- (iii) be elected to the Board of Directors; and
- (iv) be a member of and participate in committees of the agency.

b. Every Sustaining member in good standing is entitled to:

- (i) attend any annual general meeting, general or special meeting of the members; and
- (ii) be a member of and participate in committees of the agency.

c. On being admitted to membership, each member is entitled to access a copy of the by-laws of the Corporation.

#### **4.3**

*Repealed.*

## **4.4 MEETINGS OF THE MEMBERSHIP**

### **4.4.0. Generally**

- a. An annual meeting of the members shall be held in each calendar year at a time and place to be fixed by the directors.
- b. The Board of Directors shall hold quarterly public meetings for better understanding of community issues.
- c. Notification of any such meetings should be made at least seven (7) days prior to the meeting in at least two ways which may include: in writing by mail; in writing by email; in newspaper(s); in ACO newsletters; and/or on the ACO webpage.
- d. The Board may call a special meeting of members at any time but shall do so upon the written request of at least ten (10) Active members or 5% of the Active members, whichever is the greater number.
- e. All business transacted at a special meeting of the members or at an annual meeting of the members, other than consideration of financial statements and an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
- f. No special business may be transacted at a meeting of the members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon, and such notice may not be less than seven (7) days.
- g. Such a meeting shall be held at a time and place intended to facilitate the attendance of the majority of the members.

### **4.4.1 Annual General Meeting**

The annual general meeting shall be held in each year at such time and place as the Board of Directors may determine by resolution. The meeting shall receive an audited financial statement and the report of the Board of Directors. It shall also appoint auditors for the next year, elect the Board of Directors and conduct such other business as may come before it.

### **4.4.2 Notice**

- a. Not less than fourteen (14) days and no more than thirty (30) days written notice of the time and place of the annual general meeting, shall be given by the Secretary or such other officer as the Chairperson or the Board of Directors may from time to time determine, to all Active Members of the Corporation. Such notice shall be made in at least two ways, which may include: in writing by mail; in writing by email; in newspaper(s); in ACO newsletters; and/or on the ACO webpage. Notice shall state the general nature of the business to be transacted at such meeting.
- b. Not less than seven (7) days for other meetings of the membership.
- c. Notice of special meetings and of the annual general meeting shall include the date, time and place of the meeting.

#### **4.4.3 Quorum of Members**

- a. Not less than seven (7) persons entitled to vote at any annual general meeting or at any general meeting of the Corporation shall constitute a quorum for such meetings.
- b. Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
- c. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- d. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

#### **4.4.4 Voting of Members**

- a. At all meetings of the members of the Corporation every question shall be determined by a simple majority of votes of active members, unless otherwise specifically provided by statute or by these by-laws. Each Active Member present at a meeting shall have the right to exercise one vote.

- b. Voting privileges shall be extended to all individuals approved as members of the Corporation at the beginning of the meeting.
- c. Voting for motions and amendments shall be by show of hands, unless a secret ballot is requested by any member present.
- d. A member who is entitled to vote at meetings of the members may appoint a person by a proxy to attend at a meeting and vote on the member's behalf. The nominee need not be a member.
- e. A proxy must be in writing, include the date and the name of the person nominated to attend the meeting for the member. The proxy may revoke former proxies, restrict the use of the proxy or state how the person is to vote on the member's behalf. A proxy must be received by the Secretary or Executive Director before the meeting has been called to order for it to be valid.
- f. A proxy can be revoked in writing by depositing the revocation at the Corporation's head office anytime until the last business day before the meeting or with the Chair of the meeting. Any proxy that is not revoked beforehand expires at the conclusion of the meeting.

## **5.0 BOARD OF DIRECTORS**

- a. The property and affairs of the Corporation shall be governed and managed by a Board of twelve (12) Directors, of whom, seven (7) shall constitute a quorum. A minimum of four (4) of the twelve (12) Directors' positions, at any given time, shall be designated for Persons Living with HIV/AIDS. When vacancies occur, a simple majority of the remaining Directors shall constitute quorum.
- b. Each director shall:
  - (i) be at least eighteen years of age;
  - (ii) not be an undischarged bankrupt;
  - (iii) be a member of the Corporation; and
  - (iv) be a legal resident of Canada.
- c. No Director may hold a paid position with the Corporation, i.e., no director may make application for employment with the Corporation nor any employee make application for directorship with the Corporation within a six month period prior to or after holding either employment or directorship; and

- d. Each Director shall declare in writing that they support the mission and values of the Corporation and shall comply with these by-laws.

## **5.1 POWERS OF THE BOARD**

- a. The Directors of the Corporation shall not be entitled to receive remuneration for their services as such. The Directors shall be entitled to be reimbursed for any expenses incurred in connection with their attendance at each meeting of the Board, and for any approved expenses incurred in connection with their services to the Corporation as Directors. Approval of all such expenses resides with the Executive Director.
- b. The Board of Directors may from time to time, by resolution, fix the amount of and authorize payment of reasonable remuneration and expenses to any officer, agent or employee for his/her services to the Corporation.
- c. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary, and shall perform such duties as shall be prescribed by resolution of the Board of Directors
- d. The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.
- e. The Board of Directors may administer the affairs of the Corporation in all things and may cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into, and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is, by its Letters Patent, or otherwise authorized to exercise and do.
- f. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time, for the purpose of furthering the objects of the Corporation.
- g. The directors of the Corporation may by resolution, from time to time,
  - (i) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
  - (ii) issue debenture or other securities of the Corporation;

- (iii) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (iv) mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon all or any of the property, real and personal, immovable and moveable, undertaking to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation, present or future;
- (v) delegate to such officer or officers or to such a director or directors of the Corporation as the Board may designate, all or any of the foregoing powers to such extent and in such manner as the Board of Directors may determine.

### **5.1.1 Duties of the Board of Directors**

- a. Except as provided in the Corporations Act and otherwise in these by-laws, in addition to the duties and powers of the Board prescribed elsewhere herein, the Board shall:
  - (i) keep the overall mission of the Corporation clearly in focus and satisfy itself that the objectives and activities of the Corporation are in harmony with the mission;
  - (ii) set general policy affecting the future operations of the Corporation;
  - (iii) protect the assets and property of the Corporation and of the members, or any of them, entrusted to the Corporation;
  - (iv) prior to each annual general meeting, prepare a report covering all the activities of the Corporation since the last general meeting and through the Chairperson, present the report to the members at the annual general meeting;
  - (v) appoint individuals to fill vacancies on the Board;
  - (vi) select the Executive Director and establish the conditions of employment for the Executive Director;
  - (vii) exercise general supervision over the officers of the Corporation;
  - (viii) designate those persons who shall have the responsibility of signing cheques, notes, bills of exchange, other financial documents, contracts, engagements, applications, deeds, documents and other instruments of the Corporation of whatsoever kind or nature;
  - (ix) accept responsibility for securing and managing adequate financial resources;
  - (x) review the budget of the Corporation, and approve the budget at one of its meetings;

- (xi) appoint agents or attorneys for the Corporation in or outside of Canada, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit from time to time;
- (xii) recommend the appointment of an auditor;
- (xiii) implement the resolutions of the members where further action may be required; and
- (xiv) perform such other duties as may be assigned to them by the Chairperson or as outlined in any resolution of the Corporation.

## **5.2 SELECTION OF DIRECTORS**

- a. The applicants for incorporation shall become the first Directors of the Association. Such Directors shall hold office until the first meeting of the Members, when an election for Directors shall take place and all Directors then in office shall retire. Thereafter, Directors shall be elected and retired in rotation.
- b. The Nominating Committee shall present a slate of nominees for election as directors and present its report at the next annual general meeting.
- c. The report of the Nominating Committee shall include a slate of members who have been selected by the Nominating Committee and who have agreed to stand for election as Directors.
- d. *Repealed.*
- e. Voting for all Directors shall be done on a single ballot.
- f. The Chair of the Nominating Committee may direct the Executive Director to cast the ballot on behalf of all the members where the number of vacant Director positions is equal to or less than the number of names on the slate.
- g. Where the nominees are equal to the number of available directorships, the Chairperson shall declare all nominees elected by acclamation.
- h. Notwithstanding Article 5.2 (g), in the event that there are fewer than 4 PHA's nominated, then the Chairperson shall declare that "X" Director seats are to be kept vacant, with "X" being equal to the number of PHA's needed to bring the total number of PHA Directors to four. The election for these vacant seats shall be held at a meeting of members duly called for such purpose.
- i. Those nominees, equal in number to the number of available directorships and receiving the greatest numbers of votes cast, shall be declared elected.

- j. Notwithstanding Article 5.2 (i), in the event that the election results in fewer than 4 HIV+ Board members, the unelected HIV+ candidate(s) with the most votes shall be declared elected in place of the non HIV+ candidate(s) who was/were otherwise elected with the fewest votes.
- k. No person under contract with or employed by the Corporation shall be eligible for election to the Board.

### **5.2.1 Terms of Office**

- a. One half ( $\frac{1}{2}$ ) of the Board of Directors shall retire at an annual meeting of the Members; and Members shall, at each annual meeting, elect successors to the retiring Members of the Board. With the exception of the Directors elected at the first meeting of Members, where an election for Directors shall take place, the Directors' term of office shall be from the date of the annual meeting at which they are elected, until the third annual meeting next following or until their successors are elected or appointed. In addition, the appointment of any Members of the Board to their positions since the last meeting of Members must be confirmed at the next Annual General Meeting.
- b. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted, or his/her successor is elected.
- c. Notwithstanding the foregoing, and in order to facilitate the rotation of directors, the Board of Directors elected at the first meeting of the Members under the provisions for membership as amended herein, shall be elected for the following term of office:
  - (i) One half of the Board of Directors shall serve from the date of their election until the first annual meeting next following, or until their successors are elected or appointed;
  - (ii) The other half of the Board of Directors and all subsequent elected Directors shall serve from the date of their election until the second annual meeting next following, or until their successors are elected or appointed;
  - (iii) Continuous membership in the Board shall be limited to three (3) consecutive terms of two (2) years each. This does not preclude a person from returning after a break of one (1) year;
  - (iv) Each Director shall hold office from the time of his/her election or appointment until his/her successor shall have been duly elected and qualified, unless s/he has resigned or been removed from office.

### **5.2.2 Vacancies**

Vacancies, occurring in the Board of Directors between their time of election and the next annual general meeting of the Corporation, shall be filled by a simple majority vote of the Board of Directors, or in the alternative, may be filled by a vote of members at a general meeting of members duly called for such purposes.

### **5.2.3 Removal of Directors**

- a. The Office of Director shall be automatically vacated:
  - (i) if a Director shall resign his/her office by delivering a written resignation to the Secretary of the Corporation;
  - (ii) if a Director is found to have become of unsound mind;
  - (iii) if a Director becomes an undischarged bankrupt or if s/he makes an assignment under the Bankruptcy Act;
  - (iv) if at a general meeting of Members duly called for such purpose, a resolution is passed by a majority of at least two-thirds (2/3) of the Members voting, that s/he be removed from office and provided that the notice of such meeting shall have been given at least six (6) weeks prior to the meeting at which removal is to be considered and such notice has set out the reasons for removal of such person from office; or
  - (v) on the death of the Director; or
  - (vi) if s/he is absent from two (2) successive meetings of the Board without adequate reason; or is absent from one half (1/2) of the regularly scheduled meetings of the Board in any six (6) month period; and upon review of the situation at a meeting of the Board of Directors, the Board passes by resolution by a majority of at least two-thirds (2/3) of the Directors present that a general meeting of Members be held to decide whether s/he is to be removed from office.

### **5.3 OFFICERS**

- a. The officers of the Corporation shall be comprised of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. At the Board's discretion, the officers of the Corporation may alternatively be comprised of two (2) Co-Chairpersons, a Secretary and a Treasurer. The Board reserves the right to appoint such other officers as may be deemed necessary from time to time.
- b. Officers of the Corporation shall be Directors of the Corporation and shall be elected to such offices by the Board of Directors.

### **5.3.1 Selection of Officers**

- a. Subject to Article 5.3.2 (b), where a new Board of Directors has been elected, such Board shall, at its first meeting after the Annual General Meeting or any special general meeting, as the case may be, elect the officers of the Corporation.
- b. In the absence of both the Chairperson(s) and/or Vice-Chairperson or in the event of their inability to act, the Board of Directors shall within two weeks of the date on which both offices become vacant appoint successors from among their members.

### **5.3.2 Terms of Office**

- a. The officers of the Corporation shall hold office for one (1) term or until their successors are elected or appointed in their stead. Office-holders can be re-elected for an additional one (1) term. They may then either retire, or seek election to a different office.
- b. *Repealed.*
- c. Any officer shall cease to be an officer of the Corporation if s/he ceases to be a Director of the Corporation.

## **5.4 DUTIES OF OFFICERS**

- a. The Board of Directors may specify the duties of and, in accordance with this By-Law, and subject to the provisions of the Corporations Act, delegate to such officers powers to manage the property and affairs of the Corporation.
- b. The powers and duties of all other officers shall be such as the terms of their engagement call for, or as the Board of Directors, or the Chairperson(s) may specify and as contained in the terms of reference approved from time to time by the annual meeting of the Corporation or the Board of Directors.

### **5.4.1 Office of the Chairperson**

The CHAIRPERSON shall have the general supervision of the business and affairs of the Corporation, shall preside at all meetings of Members of the Corporation, of the Board of Directors, shall be ex-officio, a member of all committees and shall have such other powers and duties as the Board of Directors shall specify. S/he may call meetings of the Corporation, of the Board of Directors, of the Executive Committee, and of the Finance Committee.

#### **5.4.2 Office of the Vice-Chairperson**

The VICE-CHAIRPERSON shall, in the absence of the Chairperson, perform the duties and exercise the powers of the Chairperson. S/he shall assist the Chairperson in the discharge of his/her duties. In the event of a vacancy in the position of Chairperson, s/he shall assume the office of acting Chairperson until a new Chairperson is elected. S/he shall have such other powers and duties as the Board of Directors or the Chairperson shall specify. S/he shall also chair the Nominating Committee.

#### **5.4.3 Office of the Secretary**

The SECRETARY shall:

- (i) be responsible for taking or for designating a recording secretary, from time to time, to take the minutes of all meetings of the Board of Directors, and of the Executive Committee, and for distributing such minutes to the members of the Board of Directors;
- (ii) give or cause to be given notices of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or of the Chairperson;
- (iii) be custodian of the corporate seal of the Corporation and all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose;
- (iv) acknowledge and answer all routine correspondence, and keep such files and records as may be necessary for the affairs of the Corporation;
- (v) see that all orders and resolutions of the Board of Directors are carried into effect;
- (vi) maintain the register of members; and
- (vii) have such other powers and duties as the Board of Directors or the Chairperson may specify.

#### **5.4.4 Duties of the Treasurer**

In addition to the duties of the Treasurer prescribed elsewhere herein, the Treasurer shall:

- (i) keep such financial records as are necessary for the proper accounting of the funds of the Corporation;
- (ii) be responsible for the deposit of money, the safekeeping of the funds of the Corporation and the disbursements of funds of the Corporation;
- (iii) prepare statements of receipts and disbursements as required for meetings of the members, of the Board of Directors, and of the Finance Committee;

- (iv) arrange for the preparation and presentation of an audited financial statement for the annual general meeting of the Corporation; and
- (v) perform such other duties, as may from time to time, be directed by the Board of Directors.

## **5.5 MEETINGS OF THE BOARD OF DIRECTORS**

- a. Meetings of the Board of Directors may be held at any time and place, to be determined by the Chairperson of the Corporation, or by the Board of Directors; provided that 48 hours notice of such meeting shall be sent in writing to each Director.
- b. No written notice shall be required to be sent of any regular Directors' meeting, the dates of which are set by the Directors at the beginning of their terms of office. No formal notice shall be necessary if all the directors are present at the meeting or waive notice thereof in writing.
- c. No error or omission in giving notice of any meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **5.5.1 Quorum at Board Meetings**

A quorum for any meeting of the Board of Directors of the Corporation shall consist of seven (7) of the twelve (12) Directors. When vacancies occur, a simple majority of the remaining Directors shall constitute quorum.

### **5.5.2 Decision-Making at Board Meetings**

- a. At all meetings of the Directors, every question shall be decided by a simple majority of the votes cast on the question. A vote shall be cast either by a show of hands, or by a vote to be taken as the Chairperson may direct, unless otherwise provided therein. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a casting vote.
- b. In the event of an unresolved tie, the motion, resolution or proposal shall not carry.

## **5.6 CONFLICT OF INTEREST**

- a. A Director shall disclose his/her interest in any material contract or proposed material contract with the Corporation.
- b. No Director may enter into a contract for services with the Corporation.

## **5.7 INDEMNITIES OF DIRECTORS**

The Corporation hereby acknowledges that each and every Director or officer of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and officer of the Corporation and his/her heirs, executors, administrators, successors and assigns respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, and expenses whatsoever, which such Director(s) or officer(s) sustain(s) or incur(s) in or about any action, suit or proceedings which is brought, commenced or prosecuted against her/him or them for or in respect of any act, deed, matter or thing whatsoever made and done or permitted by her/him or them, in or about the execution of the duties of his/her or their office or offices, and also from, and against all other costs, charges and expenses which s/he or they sustain or incur, in or about, or in relation to the affairs of the Corporation.

## **6.0 STANDING COMMITTEES**

- a. There shall be three (3) standing committees, as described below. Each committee shall be chaired by a board member who shall report regularly to the Board of Directors. The Chairperson shall be appointed not later than the second meeting of the Board of Directors following the annual general meeting. The Chairperson shall continue in office until a successor has been appointed.
- b. Any member of a committee shall cease to be a member of such committee upon the termination of his/her position as a Director of the Corporation, or from any office giving her/him ex-officio membership on any such committee and any other member of a committee can be removed by the body which appointed her/him to such committee.
- c. Members of committees shall not receive any compensation for their services as such, but may, if authorized by resolution of the Board of Directors, receive payment of reasonable expenses actually incurred by them in connection with their attendance at meetings of the committees. Approval of all such expenses resides with the Executive Director.

## **6.1 EXECUTIVE COMMITTEE**

- a. The Executive Committee of the Board shall be composed of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer, and the Executive Director of the Corporation is a non-voting member.
- b. The Executive Committee may exercise all the powers of the Board delegated to it from time to time by the Board, subject to any regulations imposed from time to time.
- c. The Executive Committee shall give preliminary study to all matters involving policy.

## **6.2 NOMINATING COMMITTEE**

- a. The Nominating Committee of the Board shall be composed of the Vice-Chairperson, and any other number of Members as is necessary from time to time.
- b. The Nominating Committee shall receive written nominations addressed to the Secretary at least thirty (30) days prior to the Annual General Meeting.
- c. The only persons who may be proposed for election as Directors of the Corporation, at any Annual General Meeting, shall be those included on the slate of members who have been selected by the Nominating Committee and who have agreed to stand for election as Directors.
- d. *Repealed.*

## **6.3 FINANCE COMMITTEE**

- a. The Finance Committee of the Board shall be composed of the Chairperson, the Treasurer, and one other Board member, and the Executive Director of the Corporation is an ex-officio member.
- b. The Finance Committee shall:
  - (i) plan for and pursue sufficient funds to operate the Corporation;
  - (ii) approve and monitor the Corporation's operating budget and other financial and material resources;
  - (iii) be responsible to the community, the Board, and all funding agencies for the efficient management of financial resources;
  - (iv) approve negotiated contracts with respect to salaries, wages and benefits for staff;

- (v) assure the maintenance of accurate financial records;
- (vi) produce annual audited financial reports;
- (vii) review the annual audited financial report; and
- (viii) ensure that the Corporation is adequately insured for all possible and/or likely eventualities.

## **7.0 OTHER COMMITTEES OF THE BOARD**

The Board of Directors may, from time to time, form such other committees as it may deem appropriate, having such power and with such membership, as it may from time to time, by resolution determine. Members of such committees may invite interested other parties to sit on their respective committee.

## **8.0 FINANCES AND ADMINISTRATION**

All monies belonging to the Corporation shall be deposited in a bank account in the name of the Corporation at a branch of a Chartered Bank or Trust company in Canada by any officer or by an employee so designated by the Board. No cheque or other order for the payment of monies shall be valid unless signed by two signing officers pursuant to Article 8.2 (c).

### **8.1 FISCAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be the last day of March in each year.

### **8.2 EXECUTION OF DOCUMENTS AND SIGNING AUTHORITY**

- a. Contracts, documents or any instruments in writing, requiring the signature of the Chairperson, Vice-Chairperson, Secretary, or Treasurer, and all contracts, documents and instruments in writing, so signed, shall be binding upon the Corporation, without any further authorization or formality. The Board of Directors shall have power, from time to time by resolution, to appoint a person or persons on behalf of the Corporation, to sign specific contracts, documents, and instruments in writing.
- b. The Board of Directors may convey the Corporation's power of attorney to any chartered bank, trust company or registered dealer of securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid by any officer.

c. Subject to any other provisions elsewhere in the by-laws, documents to be signed by the Corporation may be signed on its behalf by the Executive Director and any of the following:

- (i) the Chairperson;
- (ii) the Vice-Chairperson;
- (iii) the Secretary; and
- (iv) the Treasurer.

### **8.3 BORROWING POWERS**

The Board may require such officers, employees and agents of the Corporation, as the Board deems advisable, to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

### **8.4 AUDIT OF ACCOUNTS**

The financial records shall be handed over to the auditor at the end of the fiscal year. The audited financial report shall be presented at the annual general meeting.

### **9.0 PARLIAMENTARY AUTHORITY**

The parliamentary authority for the Corporation shall be Robert's Rules of Order Newly Revised.

### **9.1 SPECIAL AND STANDING RULES**

- a. The Board shall have full power to make such rules and regulations as it may from time to time consider necessary for the governance and well being of the Corporation and the conduct generally of its members but such rules and regulations shall not be inconsistent with the objects, by-laws and the provisions of the Corporations Act.
- b. All approved rules and regulations shall take effect upon posting the same at the Registered Office of the Corporation.

### **10.0 AMENDMENT OF BY-LAWS**

By-laws of the Corporation may be amended or repealed by a By-law enacted by a simple majority of the Directors at a meeting of the Board of Directors, and sanctioned by an affirmative vote of a special general meeting of the Corporation. No repeal of a

By-law or amendment to a By-law not contained in the Letters patent shall be enforced until the consent of the Ministry of Consumer and Corporate Affairs and its successor shall have been obtained.

#### **10.1 ARBITRATION OR MEDIATION OF DISPUTES**

Any dispute concerning the interpretation or application of the by-laws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the *Arbitration Act* of the province of Ontario.

#### **11.0 DISSOLUTION**

If at any time, for any reason, the Corporation is dissolved, all monies, records, property and assets of the Corporation are to become, without contest, the property of the registered or recognized charities of Canada, at that time designated by the Board of Directors, or failing them, the resolution of the Active Members in good standing at the time of dissolution.

*Approved by the ACO Membership April 2010*