



Ongwanada

By-Laws



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ARTICLE 1 Interpretation

1.01 Definitions

"Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

"Articles" means letters patent and supplementary letters patent of the Corporation and all articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, dissolution, reorganization, or revival of the Corporation as the same may be restated from time to time.

"Auditor" means the auditor of the Corporation or a Person appointed to conduct a review engagement of the Corporation.

"Audit and Finance Committee" means an audit and finance committee struck by the Board.

"Board" means the board of the Corporation.

"By-law" means this By-law.

"Chair" means chair of the Board as may be appointed in accordance with 5.01.

"Chief Executive Officer" means an individual who is the employee of the Corporation generally responsible for the organization and management of the Corporation in accordance with a role established by the Board and subject to direction of the Board.

"Class A Voting Members" and "Class B Non-Voting Members" and "Class C Honorary Non-Voting Members" have the meanings given, respectively, in 2.01.

"Director" means a director of the Board.

"Entity" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"Exceptional Circumstances" means exceptional circumstances justifying the continued service of a Director based on the current requirements of the Board and the skill, experience and knowledge of such individual, as such exceptional circumstances may be more particularly described in a Board-approved policy.

"Elected Term" has the meaning given in 4.05.

"Legacy By-law" means the previous By-law of the Corporation that was immediately succeeded by this By-law.

"Medical Director" means an individual responsible for the supervision of the provision of health care in connection with the Corporation.

"Member" means Class A Voting Members, Class B Non-Voting Members and Class C Honorary Non-Voting Members.

"Nominating Committee" means a nominating committee struck by the Board.

"Observers" has the meaning given in 4.19.

"**Ordinary Resolution**" means a resolution that is submitted to a meeting of the Members of and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a meeting of the Members of the corporation or the Member's attorney.

"**Past-Chair**" means the individual who was the Chair of the Corporation until such time as the current Chair of the Corporation succeeded such individual.

"**Person**" includes any individual or Entity.

"**Recorded Address**" means:

- (a) in the case of a Member, his or her address as recorded in the register of Members of the Corporation;
- (b) in the case of an officer, Auditor, or member of a committee of the Board, their latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.
- (d) "**Secretary**" means the secretary of the Corporation who may be appointed in accordance with 5.01.

"**Special Resolution**" means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast or consented to by each Member entitled to vote at a meeting of the Members of the corporation or the Member's attorney.

"**Three Year Term**" has the meaning given in 4.05.

"**Treasurer**" means the Treasurer of the Corporation who may be appointed in accordance with 5.01.

"**Vice-Chair**" means the Vice-Chair of the Corporation who may be appointed in accordance with 5.01.

ARTICLE 2

Membership

2.01 Members

Membership in the Corporation shall consist of three (3) classes, namely, Class A Voting Members, Class B Non-Voting Members and Class C Honorary Non-Voting Members. The following conditions of membership shall apply:

(a) Class A Voting Members:

- (i) shall be any Director of the Corporation such that the Board shall issue membership as a Class A Voting Member to any individual elected and/or appointed as a Director;
- (ii) shall each be entitled to receive notice of, attend, and have one (1) vote at all meetings of Members; and

- (iii) as a condition of membership, must pay the annual membership fee that may be established by the Board from time to time which shall be due on or before the fiscal year end of the Corporation for membership in the upcoming year.

(b) Class B Non-Voting Members:

- (i) shall be individuals over the age of 18 who are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership by resolution of the Board;
- (ii) shall each be entitled to receive notice of, attend all meetings of Members, but shall not have the right to vote at such meetings;
- (iii) shall have a term of membership that expires at the end of each fiscal year of the Corporation; and
- (iv) as a condition of membership, must pay an annual membership fee that may be established by the Board from time to time, which shall be due on or before the fiscal year end of the Corporation for membership in the upcoming year.

(c) Class C Honorary Non-Voting Members:

- (i) shall be any individual persons eighteen (18) years or older who the Board may resolve to appoint as a Class C Honorary Non-Voting Member for services rendered to the Corporation, provided that no more than one individual person may be so appointed in any fiscal year;
- (ii) shall each be entitled to receive notice of, attend all meetings of Members, but shall not have the right to vote at such meetings;
- (iii) shall have a term of membership that is indefinite, subject to any termination of their membership as is contemplated by this By-law; and
- (iv) are exempt from membership dues.

2.02 No Entities

No Entities shall be permitted to be Members.

2.03 Termination of Membership

Membership in the Corporation is non-transferrable and is terminated if/when:

- (a) An individual ceases to be qualified as a Member such as in accordance with 2.01;
- (b) the Member dies or resigns;
- (c) the Member is expelled or his or her membership is otherwise terminated or expired in accordance with the Articles or By-laws;

- (d) an individual who is a Class B Non-Voting Member or Class C Honorary Non-Voting Member becomes a Director, at which point he or she shall become a Class A Voting Member; or
- (e) the Corporation is liquidated and dissolved under the Act.

2.04 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

2.05 Discipline of Members

- (a) Upon at least fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws;
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the Board. The Board shall consider the oral or written submission of the Member before making a final decision regarding disciplinary action or termination of such Member's membership; and
- (c) Subject to the Act, the decision of the Board shall be final and binding on the Member without any further right of appeal.

2.06 Membership Transition

The Legacy By-Law provided for three membership categories: "Life Membership," "Annual Membership" and "Honorary Membership." As of the coming into force of this By-Law:

- (a) Existing "Life Members" and existing "Annual Members" shall be deemed to be Class B Non-Voting Members unless they are Directors (formerly described as governors) and if they are Directors (formerly described as governors) they will be deemed to be Class A Voting Members;

There are no existing Persons with "Honorary Membership."

ARTICLE 3 Meetings of the Members

3.01 Annual Meetings

The annual meeting of the Members for the election of Directors, consideration of the financial statements, report of the Auditor, reappointment or new appointment of the Auditor to conduct a review engagement for the coming year and for the transaction of such other business as may properly come before the meeting, shall be held between April 1 and July 31 at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

3.02 Special Meetings

Special meetings of Members for any purpose or purposes may be called by the Board. The Board shall also call a special meeting of Members in accordance with the Act on the written requisition of at least 10% of Class A Voting Members (and such requisition must state the business to be transacted at such special meeting and must be sent to each Director and the registered office of the Corporation). If the Board does not call a meeting within twenty one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

3.03 Adjournments

The chair of a meeting may, with the majority consent of any meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members other than by announcement at the meeting that is adjourned, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any properly adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.04 Notice of Meetings

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the Auditor, as applicable. Notice of any meeting where special business will be transacted must state the nature of that business in sufficient detail to permit an attendee to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

3.05 Quorum

A quorum at any meeting of the Members shall be at least fifty percent (50%) of Class A Voting Members. If, however, such quorum is not present or represented at any meeting of the Members, the Members entitled to vote thereat shall have power, by the affirmative vote of a majority thereof, to adjourn the meeting from time to time, in the manner provided in 3.03, until a quorum shall be present or represented. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.06 Persons Entitled to Attend

The only Persons entitled to attend a meeting of Members are the Members, the Auditor, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other Person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members entitled to vote who are present at the meeting.

3.07 Conduct of Meetings

- (a) All meetings of the Members shall be chaired by: (i) the Chair; (ii) the Vice-Chair if the Chair is absent; (iv) the Past-Chair if such individual remains a Director and the Chair and Vice-Chair are absent or; (v) a Class A Voting Member of the Corporation appointed by the Class A Voting Members present if the Chair, the Vice-Chair and the Past-Chair are all absent.

- (b) The chair of any meeting of the Members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting.
- (c) The Secretary or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint as secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.
- (d) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any Person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A Person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any Person participating in a meeting of Members under this Section 3.07 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the Directors or Members call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.08 Voting

Business arising at any meeting of Members shall be decided by a majority of votes of Class A Voting Members unless otherwise required by the Act or the By-law, provided that:

- (a) each Class A Voting Member shall be entitled to one (1) vote at any meeting of Members;
- (b) votes shall be taken by a show of hands among all Class A Voting Members present;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Class A Voting Member may demand, a written or electronic ballot. A written or electronic ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) If there is a tie vote by a show of hands or a written or electronic ballot, the chair of the meeting shall have a tie-breaking vote; and
- (f) whenever a vote by show of hands is taken on a question, unless a written or electronic ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.09 Resolution in Writing of Members

Subject to the provisions of the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE 4

Board of Directors

4.01 General Powers

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

4.02 Number of Directors

The Board shall be comprised of a range of 10 – 15 Directors, and the fixed number of Directors within such range shall be determined from time to time by Special Resolution or, if a Special Resolution empowers the Board to determine the number, by resolution of the Board.

4.03 Qualifications

In addition to any qualifications required by the Act, Articles or the By-laws:

- (a) No employee of the Corporation shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law;
- (b) No spouse, child, parent, brother or sister of any person included in Section 4.03(a) above, nor the spouse of any such child, parent, brother or sister shall be eligible for election or appointment to the Board, except by resolution of the Board;
- (c) Directors must: (i) be individuals; (ii) not be under 18 years old; (iii) not be a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property; (iv) not have been found to be incapable by any court in Canada or elsewhere; and (v) not have the status of bankrupt;
- (d) Criminal reference checking will be a condition of appointment for all new Directors;
- (e) Unless the Board resolves otherwise, Directors must be a Canadian citizens or permanent residents of Canada, and reside within the province of Ontario; and
- (f) Must become and remain Class A Voting Members of the Corporation.

4.04 Directors

Subject to the Act and this By-law, all Directors shall be elected by the Members by Ordinary Resolution at the annual meeting of Members. Directors shall have the right to receive notice of and attend all meetings of Directors, and shall have the right to one (1) vote at such meetings.

4.05 Term of Office of Directors

The term of office for Directors shall be three (3) years (each an “**Elected Term**”), subject to the following:

- (a) A Director may be elected for three (3) Elected Terms;
- (b) A Director is only qualified to be elected for a fourth Elected Term if at least 2/3 of the Board determine that there are Exceptional Circumstances supporting such individual’s nomination; and

- (c) After a fourth Elected Term, a Director is only qualified to be elected for additional Elected Terms if the Board unanimously determines that there are Exceptional Circumstances supporting such individual's nomination for each additional Elected Term.

For certainty, any periods that any Directors spend in office filling a vacancy on the Board before such Director's election by the membership at an annual meeting shall not be considered for the purposes of calculating the forgoing Elected Term counts.

4.06 Transition

The term counts described in Section 4.05 shall apply on a go-forward basis only, for Directors that require election on or after the 2023 annual meeting of the Members.

4.07 Nomination and Appointment of Board

The Board shall require the Nominating Committee to make recommendations to it with respect to nominations for election as Directors.

In approving candidates for nomination as Directors, the Board shall:

- i. consider what competencies and skills the Board, as a whole, should possess,
- ii. assess what competencies and skills each existing and proposed new Director possesses,
- iii. aim for composition that reflects varied stakeholder perspectives and the diversity of the community with respect to age, gender identity, race and ethnicity, and
- iv. consider whether each nominee can devote sufficient time and resources to his or her duties as a Director.

The Nominating Committee shall recommend to the Board for certain Directors to be appointed to committees of the Board based on independence, specialized skills, other relevant experience, and leadership abilities.

In carrying out its responsibilities, the Nominating Committee shall develop or assist in maintaining an orientation program for new Directors.

Any Class A Voting Member proposals made in accordance with the Act that include nominees for Directors or any planned nominations from the floor of the annual meeting by Class A Voting Members shall be provided by such Class A Voting Members to the Secretary at least sixty (60) days prior to the annual meeting of Members. Such candidates shall be reviewed by the Nominating Committee and included in their report for review by the membership.

4.08 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Corporation, whose resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;

- (c) if a Director ceases to be qualified in accordance with this By-Law or the Act or Articles;
- (d) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (e) except as prohibited by the Act, if at a meeting of the Members, the Members by Ordinary Resolution removes the Director before the expiration of the Director's term of office. Such removal may be justified: (i) if the Director is absent for four (4) consecutive meetings (Board or Board Committee) without reasonable justification; or (ii) if the Director fails to comply with the current federal, provincial and municipal laws and regulations, the Articles, By-laws, rules, policies and procedures adopted by the Board, including confidentiality and conflict of interest requirements.

4.09 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Directors so elected shall hold office for the remainder of the unexpired term of the Director's predecessor:

- (a) If the vacancy occurs pursuant to any of Section 4.08(a) to Section 4.08(d) inclusive, a quorum of Directors may fill the vacancy.
- (b) If the vacancy occurs pursuant Section 4.08(e), the Members may fill the vacancy by Ordinary Resolution.

Any vacant position on the Board resulting from an increase in the fixed number of Directors shall be filled by resolution of Directors for a term that will expire at the next annual meeting of Members. At such annual meeting, the Members may confirm the election of such Director for their first Elected Term.

4.10 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 time to be named and shall hold no fewer than six (6) meetings per year.

4.11 Calling of Special Board Meetings

Special meetings of the Board may be held at such times and at such places as may be determined by the Chair, or at the request of at least three (3) Directors.

4.12 Telephone or Electronic Meetings

With consent of all the Directors, a Board meeting or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 4.12 shall constitute presence in person at such meeting.

4.13 Adjourned Meetings

Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

4.14 Waiver of Notice

Whenever notice to Directors is required by applicable law, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called.

4.15 Meeting Chair and Secretary

All meetings of the Board shall be chaired by: (i) the Chair; (ii) the Vice-Chair if the Chair is absent; (iii) the Past-Chair if the Chair and the Vice-Chair are absent, if such individual remains a Director; or (iv) a Director of the Corporation appointed by the Directors present if the Chair, the Vice-Chair and Past-Chair are all absent. The Secretary shall act as secretary at each meeting of the Board. If the Secretary is absent from any meeting of the Board, the individual presiding as chair of the meeting may appoint any Director to act as secretary of the meeting.

4.16 Quorum of Directors

The presence of at least fifty percent (50%) of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

4.17 Majority Vote

Each Director shall have one (1) vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to his or her original vote as a Director. A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director submits his or her dissent to the Corporation.

4.18 Persons Entitled to Attend

The only Persons entitled to attend a meeting of the Board are the Directors and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other Person may be admitted only if invited by the Chair or the Secretary of the meeting or with the majority consent of the Directors who are present at the meeting.

4.19 Board Observers

The CEO and Medical Director (the "**Observers**") have the right to receive notice and attend meetings of the Board in a non-voting, observer capacity, and may participate in discussions of the Board, sit on committees, receive notices, minutes, and other Board materials, provided that in no event shall any Observers: (i) be deemed to be Directors of the Board; or (ii) have the right to propose a motion or resolution to the Board; or (iii) be counted towards the Board quorum requirement. Notwithstanding anything contained herein, the Board may, in its sole discretion, exclude any Observers from attending all or any portion of any meeting of the Board or from receiving Board materials or notice of meetings. In attending such meetings, the Observers shall: (i) disclose to the Board any conflict of interest or potential conflict of interest on matters discussed and recuse themselves from the meeting in the event a conflict arises; and (ii) keep in strict confidence, and

not use or disclose for any purpose other than as authorized by the Corporation, all information of any nature whatsoever related to the Corporation that the Observers obtain, accesses, or become privy to as a result of serving in such observer capacity. The Observers may be required to sign an agreement to comply with the forgoing and any other rules or policies established by the Board as a condition to their participation as observer. This section applies notwithstanding any other provision herein.

4.20 Resolutions in Writing

Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

4.21 Conflicts of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

4.22 Committees of the Board

- (a) Standing Committees: The Board shall have the following standing committees:
 - i. Audit and Finance Committee; and
 - ii. Nominating Committee.

Notwithstanding the above, the Board may have such other committees with such purposes and mandates as may be determined by the Board from time to time. The Board may dissolve any committee by resolution at any time.

- (b) Duties of Committees: The standing committees, and any ad hoc committees of the Board that the Board may from time to time by resolution establish, shall have such powers and duties as the Board shall by resolution determine, subject to the limitation on delegation of powers that may be prescribed by the Act. The chair of each committee shall be a Director and be appointed by the Board. Each committee shall consist of such other persons as are appointed by the Board, provided that such other persons may, but need not be, directors of the Corporation. Each committee shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board and shall carry out its duties, functions and reporting requirements as determined by resolution of the Board.

ARTICLE 5 Officers

5.01 Appointment of Officers

The Board shall appoint from its Directors a Chair, and may designate additional officers of the Corporation such as a Vice-Chair, Past-Chair, Secretary, Treasurer and any additional offices of the Corporation by

resolution of the Board. The Board may appoint or remove officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation. A Director may be appointed to any office of the Corporation. The Secretary need not be a Director. Two or more offices may be held by the same individual.

5.02 Description of Officers

Subject to the Act, the Articles and these By-Laws, the powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation, subject to the control of the Board.

5.03 Terms

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director; or
- (d) death.

5.04 Officer Terms in Office

No Director may serve as Chair, Vice-Chair, or Treasurer for more than two (2) years in one office.

The existing Vice-Chair shall be the nominee for the position of Chair once the existing Chair either completes his/her term or vacates the office as provided within this By-law.

5.05 Vacancy in Office

Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

ARTICLE 6

Protection of Directors and Others

6.01 Limitation of Liability

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person with

whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

6.02 Indemnity

- (a) Subject to Section 6.02(c), the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another Entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other Entity.
- (b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in 6.02(a). The individual shall repay the monies if he or she does not fulfill the conditions of 6.02(c).
- (c) The Corporation shall not indemnify an individual under 6.02(a) unless he or she (i) 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 he or she acted as a 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, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also indemnify the individual referred to in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure individuals shall be indemnified and saved harmless in accordance with this By-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 7 Notice

7.01 Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a Member, Director, officer, member of a committee of the Board, or to the Auditor shall be sufficiently given if:

- (a) delivered personally to the Person to whom it is to be given or delivered to such Person's address as shown in the records of the Corporation. Such notice is deemed to be delivered once delivered personally;

- (b) mailed to such Person at such Person's Recorded Address by prepaid ordinary or air mail. Such notice is deemed to have been received after the fifth day it was sent; or
- (c) sent to such Person by electronic means to the last known email address on the Corporation's books and records. Such notice shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch provided that no message failure response is received by the sender.

7.02 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board, or the Auditor, where in respect of the non-receipt of any notice by any such Person (where the Corporation has provided notice in accordance with this 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.

ARTICLE 8

Financial and Banking Arrangements

8.01 Financial Year

The fiscal year of the Corporation shall be March 31.

8.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, may be signed by any **TWO (2)** of the following individuals: the Chair; the Vice-Chair; the Treasurer; or the Chief Executive Officer. Notwithstanding the forgoing, the Chair and Treasurer may not sign together and the Vice-Chair and the Chief Executive Officer may not sign together.

In addition, the Board may from time to time direct the manner in which and the individual by whom a particular document or type of document shall be executed. Any such individual with signing authority may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

8.03 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer or such officer of the Corporation or other Person as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE 9

Head Office

9.01 Head Office

The registered office of the Corporation 191 Portsmouth Avenue, Kingston, Ontario K7M 8A6, as such location may be updated by the Board in accordance with the Act.

ARTICLE 10

Interpretation

10.01 Other Definitions

Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate.

10.02 Reference

Unless the context otherwise requires, references herein: (a) to “**Sections**” mean the sections of this By-law; (b) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (c) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

10.03 Severability and Precedent

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

ARTICLE 11

Amendment and Repeal

11.01 Amendment

Subject to the Articles and the Act, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, 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 by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, 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 of Members at which the By-law, amendment or repeal is submitted to the Members for approval.

If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

11.02 Repeal

Subject to 11.03, all previous by-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any

act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such by-law before its repeal. All officers and Persons acting under the provisions of this By-law, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

11.03 Transition

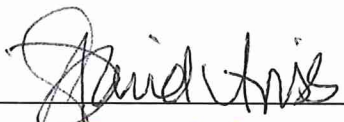
All provisions of this By-law with the exception of Section 11.03 are conditional upon, and shall have no force and effect, until approved by the membership. For certainty, the existing by-law(s) of the Corporation remain in force until such approval.


CERTIFICATE OF ENACTMENT

THE OFFICERS BELOW hereby certify the enactment of this By-law in accordance with the terms herein:

Date By-laws approved by the Board: May 30, 2023

Date By-laws approved by the membership: June 27, 2023


Name: David Ariso
Title: Chair, Board of Directors.


Name: Alastair Lamb
Title: CEO, Secretary of Board of Directors.