

**SUSTAIN ONTARIO THE ALLIANCE FOR HEALTHY FOOD AND FARMING  
(the “Corporation”)**

**BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of the Corporation

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**BE IT ENACTED** as a by-law of the Corporation as follows:

**ARTICLE 1  
INTERPRETATION**

**Section 1.1 Definitions.**

1) In the by-laws of the Corporation, unless the context otherwise requires:

**"Act"** means the Corporations Act, R.S.O. 1990, c. C.38, and any statute that may be substituted therefore, as from time to time amended.

**"appoint"** includes "elect" and vice versa.

**"board"** means the board of directors of the Corporation.

**"by-laws"** means this by-law and all other by-laws of the Corporation from time to time in force and effect.

**"cheque"** includes a draft.

**"Corporation"** means the Corporation incorporated by letters patent on June 26, 2015, and named "Sustain Ontario The Alliance for Healthy Food and Farming".

**"letters patent"** means the letters patent incorporating the Corporation as from time to time amended by supplementary letters patent.

**"meeting of members"** includes an annual meeting of members and a general meeting of members.

**"signing officer"** means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by or pursuant to Section 2.4.

**"special resolution"** means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

2) Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

## **ARTICLE 2 AFFAIRS OF THE CORPORATION**

### **Section 2.1 Head Office.**

Until changed in accordance with the Act, the head office of the Corporation is in the City of Toronto, Province of Ontario and at such location therein as the board may from time to time determine by resolution.

### **Section 2.2 Corporate Seal.**

The corporate seal of the Corporation, if any, may be approved by resolution of the board.

### **Section 2.3 Financial Year.**

The financial year of the Corporation shall end on such date in each year as shall be determined from time to time by resolution of the board.

### **Section 2.4 Execution of Instruments.**

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, (i) by any two (2) directors or officers; or (ii) by any other person authorized by the directors from time to time (each person referred to in (i) and (ii) is an "**Authorized Signatory**") Voting rights for securities held by the Corporation may be exercised on behalf of the Corporation by any two Authorized Signatories. In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, to any contract, document or instrument when required. As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

### **Section 2.5 Banking Arrangements.**

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the board may determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the board may authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.4.

## **ARTICLE 3 DIRECTORS**

### **Section 3.1 Number of Directors and Quorum.**

Until changed in accordance with the Act, the board will consist of the number of directors set out in the letters patent or such other number of directors as may be determined from time to time by special resolution. The quorum for the transaction of business at any meeting of the board is that which is set out in the letters patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the directors constitutes a quorum; provided that the quorum, at all times, must be at least two-fifths of the members of the board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all powers of the directors.

### **Section 3.2 Qualification.**

No person is qualified for election as a director unless he or she is eighteen or more years of age and, at the time of his or her election and throughout his or her term of office, must be a member of the Corporation.

### **Section 3.3 Election and Term.**

The applicants for incorporation become the first directors of the Corporation whose term of office on the board continue until their successors are elected at the first meeting of members. Subject to the provisions of this by-law, directors are elected yearly by the members at an annual meeting. The directors' term of office is from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole board of directors retires at the annual meeting at which the election of directors is to be made but, subject to the provisions of the by-laws, are eligible for re-election. The election may be by a show of hands or by resolution of the members unless any member demands a ballot. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

### **Section 3.4 Removal of Directors.**

The members may, by resolution passed by at least two-thirds (2/3) Of the votes cast at a general meeting of members called for the purpose, remove any director or directors from office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term.

### **Section 3.5 Vacation of Office.**

The office of a director is vacated upon the occurrence of any one of the following events:

- i) if the director becomes a bankrupt, a receiving order is made against the director or if the director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada);

- ii) if an order is made declaring the director to be a mentally incompetent person or incapable of managing his or her affairs;
- iii) if the director ceases to be qualified as provided in Section 3.2;
- iv) if the director is removed from office by resolution of the members as provided in Section 3.4;
- v) if the director by notice in writing to the Corporation resigns office which resignation is effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- vi) if the director is convicted of any criminal offence; or
- vii) if the director dies.

### **Section 3.6 Vacancies.**

Vacancies on the board may be filled either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. The director so elected to fill the vacancy is elected for the remainder of the term of the replaced director. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase is thereby deemed to have occurred which may be filled in the manner above provided.

## **ARTICLE 4 POWERS OF DIRECTORS**

### **Section 4.1 Administer Affairs.**

The board may administer the affairs of the Corporation in all things and make or 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.

### **Section 4.2 Expenditures.**

The board has power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board has the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe.

### **Section 4.3 Borrowing Power.**

- (1) The board is hereby authorized, from time to time to:

- a) borrow money upon the credit of the Corporation;
  - b) issue, sell or pledge securities of the Corporation;
  - c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any obligation or liability of the Corporation; and
  - d) delegate to a committee of the board, a director or an officer or officers of the Corporation all or any of the powers conferred on the board under this paragraph to such extent and in such manner as the board may determine at the time of such delegation.
- (2) The powers hereby conferred are deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this bylaw.

#### **Section 4.4 Fund Raising.**

The board shall take such steps as they 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 objects of the Corporation.

#### **Section 4.5 Agents and Employees.**

The board may appoint such agents and engage such employees as it deems necessary from time to time and such persons have such authority and perform such duties as are prescribed by the board at the time of such appointment.

#### **Section 4.6 Remuneration of Agents and Employees.**

Remuneration for all officers, agents and employees, subject to the other provisions of this by-law, is fixed by resolution of the board.

### **ARTICLE 5 DIRECTORS' MEETINGS**

#### **Section 5.1 Place of Meetings.**

Meetings of the board will be held at the head office of the Corporation or elsewhere in Ontario or, if the board so determines or any absent directors consent, at some place outside Ontario.

#### **Section 5.2 Calling of Meetings.**

Meetings of the board will be held from time to time at such time and at such place as the board, the Chairperson of the board, the President or any two directors may determine.



### **Section 5.3 Notice of Meeting.**

Notice of the time and place of each meeting of the board must be given in the manner provided in Section 12.1 to each director not less than forty-eight (48) hours before the time of the meeting. A director may **in** any manner and at any time waive a notice of or otherwise consent to a meeting of the board and attendance of a director at a meeting of the board is a waiver of notice of the meeting.

### **Section 5.4 First Meeting of New Board.**

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

### **Section 5.5 Adjourned Meeting.**

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

### **Section 5.6 Regular Meetings.**

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting

### **Section 5.7 Chair.**

The chair of any meeting of directors is the first mentioned of the following officers that is a director and is present at the meeting:

- a) the Chairperson of the board; or
- b) the President.

If no such person is present at the meeting, the directors present shall choose another director present at the meeting to chair the meeting.

### **Section 5.8 Votes to Govern.**

At all meetings of the board, every question is decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is **not** entitled to a second or casting vote.

### **Section 5.9 Telephone Participation.**

If all the directors of the Corporation consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously

and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

**Section 5.10 Resolution in Lieu of Meeting.**

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid and effective as if passed at a meeting of directors or committee of directors duly called, constituted and held for that purpose.

**Section 5.11 Interested Director Contracts.**

Every director of the Corporation, who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, shall declare such interest to the extent, in the manner and at the time required by the Act. Except as provided by the Act, no such director may vote on a resolution to approve any such contract or arrangement or proposed contract or proposed arrangement with the Corporation. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way directly or indirectly interested is voided or voidable and no director is liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

**Section 5.12 Submission of Contracts or Transactions to Members for Approval.**

The board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for that purpose and any contract, act or transaction that is approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) is as valid and as binding upon the Corporation and upon all the members as if it had been approved or ratified by every member of the Corporation.

**Section 5.13 Remuneration.**

The directors serve as such without remuneration and no director may directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

**ARTICLE 6  
COMMITTEES**

**Section 6.1 Executive Committee.**

In the event that the number of directors on the board is more than six (6), the board may elect from its number an executive committee consisting of not less than three (3), which committee has power to fix its quorum at not less than a majority of its members and may

exercise all the powers of the board, subject to any regulations imposed from time to time by the board. Any executive committee member may be removed by resolution of the board.

### **Section 6.2 Other Committees.**

The board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

### **Section 6.3 Committee Proceedings.**

Meetings of committees of directors may be held at any place in or outside Ontario. At all meetings of committees, every question will be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question. Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 5.1 to Section 5.10 inclusive apply to committees of directors, with such changes as are necessary.

## **ARTICLE 7 OFFICERS**

### **Section 7.1 Election and Appointment.**

The board shall from time to time elect a President and appoint a Secretary, and if authorized by special resolution of the Corporation, a Chairperson of the board. From time to time the board may appoint one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. Except in the case of the President and the Chairperson of the board, no officer of the Corporation need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The board may from time to time appoint such other officers as it deems necessary who will have such authority and perform such duties as may from time to time be prescribed by the board.

### **Section 7.2 Chairperson of the Board.**

Where the Corporation by special resolution provides for the election by the directors of a Chairperson of the board from among themselves, the directors may define the duties, and may assign the Chairperson of the board any or all of the duties of the President or other officer of the

Corporation, and in that case the special resolution must fix and prescribe the duties of the President.

**Section 7.3 President.**

The President will be the chief executive officer of the Corporation, unless otherwise determined by resolution of the board, and has general powers and duties of supervision of the business and affairs of the Corporation. The President must be a director and is vested with and may exercise all of the powers and perform all of the duties of the Chairperson of the board in the event that there is no Chairperson of the board, or where there is a Chairperson of the board and such person is absent or refuses to act. Subject to the authority of the board, the President may have such other powers and duties as the board may specify.

**Section 7.4 Vice-President.**

The Vice-President or, if more than one the Vice-Presidents in order of seniority, is vested with all the powers and performs all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents possess and may exercise such other powers and duties as may from time to time be assigned by him, her or them by the board.

**Section 7.5 Secretary.**

The Secretary attends and acts as the secretary of all meetings of the board, members and committees of the board and enters or causes to be entered in records kept for that purpose minutes of all proceedings thereat; he or she gives or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board; he or she has charge of any corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to the Act. He or she has such other powers and duties as the board may specify.

**Section 7.6 Treasurer.**

Subject to the provisions of any resolution of the board, the Treasurer has the care and custody of all the funds and securities of the Corporation and deposits the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may direct. The Treasurer keeps or causes to be kept the books of account and accounting records required by the Act. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board hi their uncontrolled discretion may require but no director is liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. He or she has such other powers and duties as the board may specify.

**Section 7.7 Executive Director.**

The Executive Director is a director *ex officio*. The Executive Director as appointed by the Board shall have full power to manage and direct the business and affairs of the Corporation, subject to the direction and authority of the Board. The Executive Director shall implement the

decisions of the Board of Directors. The Executive Director shall give to Directors all information they may reasonably require regarding the affairs of the Corporation. The Executive Director shall be accountable to the Board of Directors, attend meetings of the Board when asked, report to the chairperson of the board between meetings, and perform all duties and responsibilities assigned to him or her by the Board of Directors, including acting as a primary spokesperson for the Corporation, and liaison between the Board of Directors and other staff.

#### **Section 7.8 Powers and Duties of Other Officers.**

The powers and duties of all other officers will be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

#### **Section 7.9 Variation of Powers and Duties.**

The board may from time to time vary, add to or limit the powers and duties of any officer.

#### **Section 7.10 Removal of Officers.**

The board may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officers rights under any employment contract with the Corporation:

#### **Section 7.11 Terms of Employment and Remuneration.**

The terms of employment and the remuneration of an officer appointed by the board shall be settled by it from time to time.

### **ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS**

#### **Section 8.1 Limitation of Liability.**

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

## **Section 8.2 Indemnity.**

Every director and officer of the Corporation and his or her heirs, executors and administrators and estate and effects, 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:

- a) All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

## **ARTICLE 9 MEMBERS**

### **Section 9.1 Entitlement.**

Membership in the Corporation will be the applicants for incorporation of the Corporation, each director of the Corporation who, by virtue of being duly elected or appointed as a director of the Corporation is automatically admitted a member of the Corporation upon such election or appointment, and such other persons interested in furthering the objects of the Corporation whose application for admission as a member has received the approval of the board.

### **Section 9.2 Membership Dues.**

The board may from time to time fix annual dues or fees payable by the members. Members will be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default will thereupon cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated as members by the board.

### **Section 9.3 Termination of Membership.**

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- a) upon death or dissolution of the member;
- b) when the member's period of membership expires (if any);
- c) when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation; and

- d) if at a general meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the meeting provided that the member is granted the opportunity to be heard at such meeting.

## **ARTICLE 10 MEETINGS OF MEMBERS**

### **Section 10.1 Annual Meetings.**

The annual meeting of members will be held at such time in each year and at such place as the board, the Chairperson of the board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing their remuneration or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

### **Section 10.2 General Meetings.**

Other meetings of the members may be convened by order of the Chairperson of the board, the President or the board at any date and time and at any place within Ontario, or, in the absence of such determination, at the place where the head office of the Corporation is located. The board shall call a general meeting of members on written requisition of one-tenth of the members of the Corporation.

### **Section 10.3 Place of Meetings.**

Meetings of members will be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the board so determines, at some other place in Ontario.

### **Section 10.4 Notice of Meetings.**

Notice of the time and place of each meeting of members must be given in the manner provided in Section 12.1 not less than ten (10) days before the date of the meeting to each member of record at the close of business on the day on which the notice is given and to the auditor. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

### **Section 10.5 Meetings without Notice.**

A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and (b) if the auditors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact.

### **Section 10.6 Chair, Secretary and Scrutineers.**

The Chairperson of the board, or in his or her absence, the President will be the chair of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose another director as chair. If no director is present, then the persons present and entitled to vote may choose one of their number to be chair. If the Secretary of the Corporation is absent, the chair of the meeting will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

### **Section 10.7 Quorum.**

A quorum for the transaction of business at any meeting of members is **the lower of 10% of current membership or 25 individual persons** present in person; each being entitled to vote thereat. If a quorum is present at the opening of any meeting of members, the members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

### **Section 10.8 Proxies.**

At any meeting of members a proxy duly and sufficiently appointed by a member is entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A person appointed by proxy must be a member. An instrument appointing a proxy must be in writing and, if the appointer is a corporation, must be under its corporate seal, subject to the Act. An instrument appointing a proxy is acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

### **Section 10.9 Voting.**

Every question submitted to any meeting of members is decided by a show of hands, unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote has one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting will be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken is the decision of the members upon the said question. At any meeting of members every question, unless otherwise required by the letters patent or by-laws or by law, will be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting is **not** entitled to a second or casting vote.



**Section 10.10 Polls.**

If at any meeting a poll is taken on the election of a chair or on the question of adjournment it should be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, it will be taken in such manner and either at once or after the adjournment as the chair directs. A requirement or demand for a poll may be made either before or after any vote by show of hands and may be withdrawn at any time prior to the taking of the poll. If a poll is taken each member present in person or represented by proxy and entitled to vote will have one vote and the result of the poll so taken will be the decision of the members upon the said question.

**Section 10.11 Adjournment.**

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

**Section 10.12 Resolution in Lieu of Meeting.**

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members, is as valid and effective as if passed at a meeting of members duly called, constituted and held for that purpose.

**ARTICLE 11  
AUDITORS**

**Section 11.1 Auditors.**

Unless the Corporation qualifies for exemption under the Act, the members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor holds office until the next annual meeting and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed. The directors may fill any casual vacancy in the office of the auditor. The remuneration of an auditor so appointed will be fixed by the board.

**ARTICLE 12  
NOTICES**

**Section 12.1 Method of Giving Notices.**

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, member or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The board may establish procedures to give, deliver or send a notice,

communication or document to any director, officer, member or auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

**Section 12.2 Computation of Time.**

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

**Section 12.3 Omissions and Errors.**

The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof does not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**ARTICLE 13  
EFFECTIVE DATE**

**Section 13.1 Effective Date.**

This by-law comes into force on the date of its confirmation by the members of the Corporation.

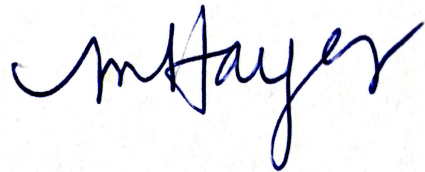
**ENACTED** effective the 26<sup>th</sup> day of June, 2015.

**AMENDED** at a general meeting of the members, the 22<sup>nd</sup> day of November, 2015.



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**Janet M. Horner – President**



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**Meredith E. Hayes – Secretary/Treasurer**