



BY-LAW 2014-1

being a By-Law relating generally to the affairs of

COTA HEALTH

Approved by the Board of Directors – **June 19, 2014**

Approved by the Corporation – **June 19, 2014**

Amendment Approved by the Board of Directors – **September 22, 2016**

Amendment Confirmed by the Members of the Corporation – **October 20, 2016**

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COTA HEALTH

BE IT ENACTED as a By-Law of COTA Health (hereinafter referred to as the “**Corporation**”) as follows:

1.0 INTERPRETATION AND DEFINITIONS

1.1 Interpretation

This By-Law shall be interpreted in accordance with the following unless the context otherwise requires:

- (a) all terms which are contained in this By-Law and which are defined in the *Corporations Act* (Ontario) (the “Act”) shall have the meanings given to such terms in the Act;
- (b) the use of the singular number shall include the plural and vice-versa, the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.2 Definition

In this By-Law and all other By-Laws and resolutions of the Corporation unless the context requires otherwise:

- (a) “**Act**” means the *Corporations Act* (Ontario), R.S.O. 1990 c.38, and any statute, which amends or is passed in substitution for that Act;
- (b) “**Administrative Lead**” means the staff person assigned to a Standing Committee by the ED;
- (c) “**Annual Meeting**” means an Annual Meeting of Members as provided in section 4.1;
- (d) “**Annual Business**” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; and reappointment of the incumbent Auditor or person appointed to conduct a review engagement.

- (e) **“Articles”** means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, Articles, supplementary Articles or a special Act;
- (f) **“Auditor”** means the Auditor of the Corporation appointed pursuant to Article 15.0;
- (g) **“Associates”** includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (h) **“Board”** means the Board of Directors of the Corporation;
- (i) **“By-Laws”** means any By-Law of the Corporation from time to time in force and effect;
- (j) **“Conflict of Interest”** means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) *Pecuniary or financial interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s entrusted responsibility to the Corporation; or
 - (iii) *Adverse interest* - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation;
- (k) **“Corporation”** means COTA Health;
- (l) **“Director”** means a member of the Board;
- (m) **“ED”** means the Executive Director of the Corporation;
- (n) **“Ex-Officio”** means membership by virtue of office;

- (o) **“Extraordinary Resolution”** means a resolution that is submitted, following the coming into force of the ONCA, 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 eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;
- (p) **“General Meeting”** means, while the Act is in force, a meeting of Members that is not an Annual Meeting;
- (q) **“Government Regulations”** means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;
- (r) **“Ineligible Individual”** has the meaning in section 149.1 of the Income Tax Act (Canada), as amended from time to time¹;
- (s) **“Member”** means a person who has become a Member in accordance with section 3.1;
- (t) **“Officer”** means an officer elected or appointed pursuant to Article 8.0;

¹ As of March 13, 2012, section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:
“ineligible individual”, at any time, means an individual who has been

- (a) convicted of a relevant criminal offence unless it is a conviction for which
 - (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
 - (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,
- (b) convicted of a relevant offence in the five-year period preceding that time,
- (c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
- (e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (u) **“ONCA”** means the *Not-For-Profit Corporations Act, 2010*, S.O., c.15, and any statute or regulations that may be substituted, as amended from time to time;
- (v) **“Ordinary Resolution”** means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;
- (w) **“Protected Person”** means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (x) **“Special Business”** includes all business transacted at a General Meeting or at the Special Meeting, as applicable, and all business transacted at an Annual Meeting, other than Annual Business;
- (y) **“Special Resolution”** means as follows:
 - (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by two-thirds (2/3) the Members entitled to vote, or by the consent in writing of all of the Members entitled to vote; or
 - (ii) following the coming into force of the ONCA, by a resolution submitted to a meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;
- (z) **“Special Meeting”** means, once the ONCA comes into force, a meeting of Members that is not an Annual Meeting;
- (aa) **“Standing Committee”** means a committee or committees formed pursuant to provisions of Article 6.0;
- (bb) **“Written Resolution”** means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of

the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2.0 WITH RESPECT TO THE CORPORATION

2.1 Head Office

The head office of the Corporation shall be located at such place in the City of Toronto, or other location in the Province of Ontario as the Directors from time to time may determine.

2.2 Seal

The corporate seal of the Corporation, if any, shall be in the form impressed in the margin hereof.

2.3 Non-Profit Corporation

The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objects.

2.4 Objects

The objects of the Corporation are those specified in its Articles.

3.0 MEMBERS OF THE CORPORATION

3.1 Membership

Subject to the Articles, there shall be one (1) class of Members in the Corporation, and who shall be limited to those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

3.2 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the expulsion of a Member from the Corporation in accordance with section 3.3; or
- (e) the liquidation or dissolution of the Corporation under the Act or the ONCA, as applicable.

3.3 Removal of Members

- (a) The Members may remove a Member from office as follows:
 - (i) so long as the Act is in force, by a two-thirds (2/3) vote cast by the Members entitled to vote at a General Meeting duly called for that purpose; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) Any Member being considered for removal shall be given notice of the purpose of the meeting and shall be entitled to be heard at such meeting.

3.4 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

4.0 MEETINGS OF MEMBERS

4.1 Annual Meeting

The Annual Meeting shall be held, within six (6) months of the close of the Corporation's fiscal year, at such place in the Province of Ontario, at such time and on such a day, as may be designated by the Board of Directors for the purpose of conducting the Annual Business and any Special Business.

4.2 General and Special Meetings

- (a) The Board or the President may at any time call a General Meeting or a Special Meeting, as applicable, for the transaction of any business specified in the notice calling the meeting. Such a meeting may be held separately from or together with an Annual Meeting.
- (b) Notice of a General Meeting or a Special Meeting, as applicable, shall be delivered in the same manner as notice for an Annual Meeting. The notice of a General Meeting or a Special Meeting, as applicable, shall state the purpose for which it is called.

4.3 Meetings by Electronic Conference

- (a) Following the coming into force of the ONCA, a Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Board may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all

participants to communicate adequately with each other during the meeting.

4.4 Notices

Notice of the time, place and date of a meeting of the Members and the general nature of the business to be transacted shall be given to each Member by sending the notice in accordance with section 17.0 not less than ten (10) days and not more than fifty (50) days before the date of the meeting. No public notice or advertisement of any Annual meeting, General Meeting or Special Meeting, as applicable, need be given. A notice of the time and place of each Annual Meeting shall be given to the Auditor of the Corporation. The notice shall, in addition to stating the general nature of the business to be transacted at the meeting, specify the general terms of any resolution or By-Law changes to be proposed either by the Board of Directors or by any Member of the Corporation who has given notice in writing thereof to the Board of Directors prior to the mailing of the notice of the meeting. The notice to Members of the Annual Meeting shall contain a copy of the financial statements and a copy of the Auditor's report for the preceding fiscal year. Notice of any meeting may be waived by any Member.

4.5 Errors in Notice

No error or omission in giving notice of any Annual Meeting, General Meeting or Special Meeting, as applicable, shall invalidate such meeting or any resolution passed or make void any proceedings taken thereat provided that all Members waive notice of any such meeting and subsequently ratify and confirm any or all proceedings taken or had thereat.

4.6 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Auditor or the person appointed to conduct a review engagement of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

4.7 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

4.8 Proxies

- (a) Unless the Directors allow for electronic voting in accordance with section 4.7, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized.
- (c) A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

4.9 Quorum Of Members

A quorum for the transaction of business at meetings of Members shall be a majority of the number of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such meeting.

4.10 Votes to Govern

At all meetings of Members every question shall, unless otherwise required by the Act, the Articles or the By-Laws or applicable law, be decided by the majority of the votes duly cast on the question. In the case of an equality of votes, the question shall be deemed to have been lost.

4.11 Chair of the Meeting

The President or the Vice-President of the Corporation may act as chairperson of a meeting of Members or, if the President or Vice-President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Members present shall choose another Director to be the chairperson.

4.12 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or the ONCA, as applicable, or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.13 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

4.14 Adjournment

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

4.15 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

5.0 BOARD OF DIRECTORS

5.1 Nominations

The Governance Committee shall prepare a recommended slate of persons for election as Directors to an Annual Meeting or to a General Meeting or a Special Meeting, as applicable, at which Directors are to be elected. The Board shall employ reasonable efforts to provide for a representative balance of perspectives on the Board. The Governance Committee will be governed by a nominations policy.

5.2 Composition

Subject to the provision of any Special Resolution to change the number of Directors, the affairs of the Corporation shall be managed by a Board of thirteen (13) Directors as follows:

- (a) Twelve (12) Directors who shall be elected by the Members at the Annual Meeting pursuant to section 5.6; and
- (b) the Past President, if any, who shall be an *Ex-Officio* Director. If there is no Past President in office, then the number of Directors shall be deemed to have been reduced accordingly.

5.3 Right of Attendance

The ED shall have a right of attendance at meetings of the Board, save and except with respect to those meetings, or parts of meetings, held in-camera.

5.4 Qualifications of Directors

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of a bankrupt;
- (c) 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;
- (d) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- (e) not be an Ineligible Individual who has made disclosure to the Board as required by section 5.5, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.
- (f) Except where otherwise provided in this By-Law, no employee of the Corporation or any spouse, dependent child, parent or sibling of an employee, shall be eligible for election or appointment to the Board of Directors except where otherwise provided in this By-Law.

If a person ceases to be qualified as provided in this section 5.4, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.10.

5.5 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.² If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 5.4 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 5.10.

5.6 Election of the Board of Directors

- (a) Election by the Members.

The Members of the Corporation shall elect the Directors, except the *Ex-Officio* Director.

- (b) When Election Held.

The election of the Directors shall be held at the Annual Meeting or at a General Meeting or Special Meeting, as applicable, if filling a vacancy pursuant to section 5.10(b).

- (c) Method.

The election of the Directors may be by a show of hands unless a Member demands that the election be held by ballot.

5.7 Director's Term of Office

- (a) Except as hereinafter provided, a Director's term of office is two (2) years.

- (b) A Director, if otherwise qualified, is eligible for election for three (3) consecutive full two-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such Director. Provided however that this section shall not apply so as to prevent any person who is an Officer to continue to serve as a Director for the remainder of the traditional cycle, if any, of service in offices then in progress.

- (c) For further clarification, the remainder of a vacancy term is not considered to be a 'full' term and thus is not considered part of the maximum number of consecutive terms.

² The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

5.8 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office as follows:
 - (i) so long as the Act is in force, by a two-thirds (2/3) vote cast by the Members entitled to vote at a General Meeting duly called for that purpose; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution passed by the Members at a Special Meeting duly called for that purpose.
- (b) The Members may elect a person to replace the removed Director for the remainder of the term of office.
- (c) A Director being considered for removal is entitled to give the Corporation a statement opposing his or her removal.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 5.10.

5.9 Vacation of Office

The office of a Director shall automatically cease and be vacated:

- (a) if he or she fails to hold the qualifications set out in section 5.4;
- (b) if he or she ceases to be a Member of the Corporation; or
- (c) if removed as a Director pursuant to section 5.8.

5.10 Vacancies

Any vacancy on the Board of Directors, however caused, may be filled as follows:

- (a) if a quorum of Directors is in office, by a qualified person appointed by the Board to serve until the next Annual Meeting; or
- (b) by Ordinary Resolution passed at a General Meeting or Special Meeting, as applicable, called by the Board to fill such vacancy.

5.11 Duties and Responsibilities of the Board

The Board is responsible for developing, monitoring and evaluating the Corporation's mission, vision and strategic directions. Through effective corporate governance and compliance activities, the Board oversees the Corporation's material and operational affairs. The Board shall undertake those specific duties outlined in Board policy, as established and revised from time to time.

5.12 Remuneration and Expenses of Directors

The Directors of the Corporation shall receive no remuneration for acting as such. However, they may receive by way of reimbursement an amount equal to the amount of expenses reasonably and properly incurred by them in attending meetings of the Board

or any committee thereof or committee of the Corporation and in otherwise carrying out their duties as Directors of the Corporation. No Director shall receive any amount in respect of any such expenses unless and until the President or Treasurer has authorized the amount and receipt thereof. Notwithstanding the foregoing, neither the President nor Treasurer shall be permitted to authorize reimbursement of their own expenses.

5.13 Standards of Care

Every Director of the Corporation in exercising their powers and discharging their duties shall:

- (a) uphold a culture of ethics by acting professionally, honestly and in good faith with a view to the best interests of the Corporation;
- (b) comply with all relevant legislation, regulations, and Board policies, including its policy on Conflict of Interest;
- (c) exercise the care, diligence and skill that may be reasonably expected from a person of such knowledge and experience as the individual Director; and
- (d) respect the confidentiality of matters brought before the Board and its Committees,

5.14 Responsibilities for Acts

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

6.0 COMMITTEES OF THE BOARD

- (a) There shall be the following Standing Committees:
 - (i) Executive Committee;
 - (ii) Governance Committee;
 - (iii) Finance Committee; and
 - (iv) Quality and Performance Committee.
- (b) The Board may establish such other committees, including special committees, as it determines are necessary for the execution of the Board's responsibilities.
- (c) Unless otherwise stated the chairperson of each Committee shall be elected annually by the Board. Unless otherwise specifically provided, members of each Standing Committee shall be appointed by resolution of the Board from time to time. The President may participate in an *Ex-*

Officio non-voting capacity in any of the standing committees of the Board.

- (d) Except for the Executive Committee, the Board may appoint additional members who are not Directors to any committee of the Board, and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board.
- (e) Except for the Executive Committee, the Board shall encourage and promote the appointment of members who are not Directors to the Standing Committee and to any special committees of the Board. The Board shall ensure that committees reflect the community the Corporation serves.
- (f) The President and ED shall be *Ex-Officio* members of all committees.

6.2 Executive Committee

- (a) The Executive Committee consists of:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) Treasurer;
 - (iv) the Past President; and
 - (v) Ad Hoc Directors elected by the Board as needed from time to time.
- (b) Subject to the Act and the ONCA, as applicable, the Executive Committee shall:
 - (i) exercise full powers of the Board on any matter within the power and authority of the Board that requires attention before the date of the next meeting of the Board; and
 - (ii) carry out the performance management and appraisal process for the ED;
 - (iii) study and advise or make recommendations to the Board on any matter as directed by the Board from time to time; and
 - (iv) meet from time to time as directed by the Board or the President in order to fulfill the obligations set out in sections 6.2(b)(i) to 6.2(b)(iii) above.

6.3 Terms of Reference

The composition and terms of reference for other Standing Committee and special committees shall be set out in Board policy developed by the Board from time to time.

6.4 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

6.5 Quorum

The quorum for the transaction of business at committee meetings shall be a majority of the members of a committee, but not less than three (3), and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such meeting.

7.0 MEETINGS OF DIRECTORS

7.1 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the number of Directors of the Board, and no business shall be transacted at any meeting unless the requisite quorum is present throughout the meeting.

7.2 Place of Meeting

At the direction of the President, the Board shall hold its meetings (i) at the head office of the Corporation, (ii) such other place, or (iii) by electronic means as permitted by section 7.7 herein.

7.3 Calling of Meetings

- (a) First Yearly Meeting of the Board of Directors

The Board shall hold a meeting following the Annual Meeting for the purpose of the election and appointment of Officers and committee members, and the transaction of any other business.

- (b) Regular Meetings of the Board of Directors

The Board of Directors shall meet not less than six (6) times during each calendar year at such times and places as it may determine or at the direction of the President.

(c) Meetings of the Board of Directors

The Board of Directors may hold other meetings other than the first yearly meeting and the regular meetings. Such meetings may be called by the Secretary upon the order of the President or at the request of any two (2) Directors

7.4 Closed Meetings of the Board of Directors

The Board may from time to time conduct in-camera meetings to deal with matters of a sensitive (such as labour relations or personnel matters, contracts, acquisition or security of property) or litigious nature. An in-camera meeting shall include only Directors and such others as are specifically invited by the Board.

7.5 Notice of Meetings of the Board of Directors

(a) First Yearly and Special Meetings

Notice of the yearly meetings and other meetings of the Board must be given to all Directors by the Secretary or delegate. The notice must include the date, location and the time of the meeting. The notice must be given at least seven (7) days before the meeting.

(b) No Notice if all Present or Consent

No formal notice of a meeting is necessary if all of the Directors are present at the meeting and have waived notice or have consented to it being held in their absence.

(c) Errors or Accidental Omissions in Notice

An error or accidental omission in the giving of notice for a meeting of the Board does not invalidate the meeting or any proceeding taken at it provided that a majority of the Directors either waive such error or omission in notice or ratify any or all proceedings taken or had at such meeting.

7.6 Content of Notice

Any notice of a Board meeting shall specify the nature of the business to be conducted if the meeting is intended to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors, in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) issue debt obligations except as authorized by the Board;

- (d) approve any financial statements;
- (e) adopt, amend or repeal any By-Law; or
- (f) establish contributions to be made, or dues to be paid, by Members.

7.7 Meetings through Electronic Facilities

If the President or a majority of the Board directs, a meeting of the Directors or committee may be held by means of such telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to interact with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting. Provided that at the outset of each such meeting, and whenever votes are required, the President of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place. Voting at meetings held by electronic facilities shall take place by the President taking an oral poll of the Directors to determine their vote on the matter. Such meeting shall otherwise take place in accordance with these By-Laws.

7.8 Votes to Govern

At all meetings of Directors every question shall, unless otherwise required by the Act, the Articles or the By-Laws or applicable law, be decided by the majority of the votes duly cast on the question. In the case of an equality of votes, the question shall be deemed to have been lost.

7.9 Chair

The chairperson of each meeting of the Board shall be the President or, in his or her absence, the Vice- President; otherwise such other Director as the President may designate for that purpose. Failing such designation, the Board shall select a chairperson by a majority of the votes cast by Directors present at the meeting in question.

7.10 Conflict of Interest

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on Conflict of Interest, as set from time to time.
- (b) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes in accordance with Board policy on Conflict of Interest, as set from time to time.
- (c) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law and the Board policy on Conflict of Interest, the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.

- (d) If a Director fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law and the Board policy on Conflict of Interest, this shall be considered grounds for termination of his/her position as a Director of the Corporation.
- (e) The failure of any Director to comply with this section 7.10 or the Board policy on Conflict of Interest does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.

7.11 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

7.12 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

8.0 OFFICERS OF THE CORPORATION

8.1 Officers

There shall be a President (who may be known as the Chair of the Board), a Vice-President, a Treasurer, a Secretary, and such Officers as the Board of Directors may determine from time to time. One person may hold more than one office, except the office of President may be held by the Vice- President and vice versa.

8.2 Election of Certain Officers

The President, Vice- President, and Treasurer shall be elected by the Board from among their number at the first meeting of the Board pursuant to subsection 7.3(a). In default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

8.3 Appointment of Certain Officers

The Secretary and any other Officers shall be appointed by the Board from time to time on such terms as it sees fit.

8.4 Removal of Officers

All Officers shall be subject to removal by resolution of the Board at its pleasure at any time with or without cause.

8.5 Vacancy

If a vacancy shall occur in any office the Directors may by resolution and subject to the qualifications set out above, elect or appoint a person to fill such vacancy.

8.6 Duties of Officers

(a) President

The President shall be the senior elected Officer and shall:

- (i) when present and able, chair all meetings of the Board and all meetings of the Members;
- (ii) sign all documents requiring the signature of the President;
- (iii) ensure that the minutes are an accurate reflection of the meetings by signing them when approved; and
- (iv) perform any other duties assigned by the Board.

(b) Vice- President

The Vice- President shall:

- (i) be vested with all powers and perform the duties of the President in the absence of or refusal to act of the President;
- (ii) perform any other duties assigned by the Board; and
- (iii) act, where appropriate, as chair of one of the Standing Committees.

(c) Treasurer

The Treasurer shall:

- (i) advise the Board whether the Corporation has systems in place to ensure that:
 - (A) proper books of account and accounting records are maintained for all financial and other transactions of the Corporation, including records of money received or paid by the Corporation and the matter to which the receipt or payment relates, sales and purchases affected by the Corporation, assets and liabilities of the Corporation; and any transactions affecting the financial position of the Corporation;
 - (B) the funds of the Corporation are expended in accordance with the directions or policies of the Board;
 - (C) ensure monthly and annual reports are prepared in accordance with the laws applicable to the Corporation;
 - (D) an annual financial statement is prepared for presentation at each Annual Meeting; and

- (ii) perform any other duties assigned by the Board.
- (d) Secretary
 - (i) The office of the Secretary shall be held *Ex Officio* by the ED.
 - (ii) The Secretary shall ensure that:
 - (A) any notice required to be given of meetings of the Board and of the Members is given;
 - (B) all facts and minutes of meetings of the Corporation and the Board are recorded in books kept for that purpose;
 - (C) the following documents are kept and maintained:
 - (I) a copy of the Articles, and any memorandum of agreement;
 - (II) all By-Laws, Resolutions and Special Resolutions;
 - (III) a register of Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors;
 - (IV) a register of Members setting out the names and addresses of all Members during the preceding ten (10) years; and
 - (V) a list of all the Standing Committees and other special committees;
 - (D) the corporate seal, if any, and all books, records, correspondence and documents of the Corporation are kept safely; and
 - (iii) The Secretary shall perform any other duties assigned by the Board.

8.7 Executive Director (ED)

- (a) The ED shall:
 - (i) be responsible to the Board and shall report regularly to the President or delegate.
 - (ii) be responsible to the Board for the organization and management of the Corporation in accordance with the By-Laws, regulations, and policies established by the Board;
 - (iii) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its

resources including the employment, development, direction and discharge of all the Corporation staff;

- (iv) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (v) ensure effective manpower planning and identify resource implications;
- (vi) establish an organizational structure to ensure accountability of all programs and services and staff for fulfilling the mission, objectives, and strategic plan of the Corporation;
- (vii) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation;
- (viii) foster the values, culture and philosophy of the Corporation;
- (ix) develop a liaison with relevant community bodies in the interests of the Corporation and the community served;
- (x) have the right to attend, speak at but not vote at all meetings of the Board and any Committees, except when the appointment, remuneration or performance of the ED is being reviewed;
- (xi) represent the Corporation externally to the community, governments, media and other organizations and agencies, as required; and
- (xii) perform such other duties as may be delegated or assigned by the Board.

8.8 Term of Office of Officers

The term of office of each Officer who is not an employee of the Corporation shall be two (2) years, to expire at the second Annual Meeting following election or appointment. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

8.9 Reporting

The Officers of the Corporation shall report to and shall be subject to the direction of the Board.

8.10 Standards of Care

Every Officer of the Corporation in exercising their powers and discharging their duties shall:

- (a) uphold a culture of ethics by acting professionally, honestly and in good faith with a view to the best interests of the Corporation;

- (b) exercise the care, diligence and skill that may be reasonably expected from a person of such knowledge and experience as the individual officer; and
- (c) respect the confidentiality of matters brought before the Board and its committees.

9.0 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

9.2 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

9.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 9.4, and if the Board has determined to purchase insurance pursuant to section 9.1, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

9.4 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:

- (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
 - (d) Nothing in this Article 9.0 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 9.0.

9.5 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

10.0 BANKING ARRANGEMENTS

10.1 Banking Arrangements

The Corporation's bank account shall be kept at such chartered banks, trust companies or other financial institution as the Board may by resolution from time to time determine.

10.2 Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

11.0 EXECUTION OF DOCUMENTS

11.1 Execution of Documents

- (a) Documents requiring execution by the Corporation, outside the ordinary course of the Corporation's business, shall be signed by any two (2) Officers, and all documents so signed are binding upon the Corporation without any further authorization or formality.
- (b) For greater certainty, any deeds, contracts, documents or any instruments in writing involving an amount in excess of an amount to be fixed by the Board from time to time shall be deemed to be outside the ordinary course of the Corporation's business and any deeds, contracts, documents or other instruments involving any amount under such fixed amount shall be deemed to be in the ordinary course of the Corporation's business and may be signed solely by the ED.
- (c) The Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

11.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11.3 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

12.0 BORROWING

12.1 General Borrowing Authority

- (a) The Board of Directors may from time to time, generally manage, transact and settle the borrowing of money by the Corporation including:
 - (i) borrow money on the credit of the Corporation;
 - (ii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers and undertakings to secure any money borrowed or other debt, obligation or liability of the Corporation; or

(iii) issue, sell or pledge securities of the Corporation,

Provided that, except where the Corporation borrows on the security of its real or person property, its borrowing power shall be limited to borrowing money for current operating expenses.

- (b) From time to time, the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed and to the terms and conditions of the loan and to the security to be given in respect thereof. In addition, the Board of Directors may vary or modify such arrangements, terms and conditions and give such additional security for any monies borrowed or remaining due by the Corporation.
- (c) Notwithstanding the provisions of paragraphs (a) or (b) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

13.0 INVESTMENTS

- (a) Subject to paragraphs (b) and (c) below, the Board shall not be limited to investments authorized by laws for trustees provided that their investments are investments which are deemed reasonable and prudent under the circumstances.
- (b) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (c) Notwithstanding the provisions of paragraphs (a) or (b) above, the Board may, in its discretion, retain investments which are give to the Corporation *in specie*.

14.0 MISCELLANEOUS

14.1 Board Policies

The Directors of the Corporation and any committees of the Board may develop, and the Board shall approve from time to time, Board policies that deal with the general management of the business and affairs of the Corporation, as well as respecting any provisions contained in the By-Laws of the Corporation.

14.2 Negotiable Instruments

Notwithstanding Article 10.0 hereunder, cheques on the Corporation's bank account, drafts and bills of exchange drawn or accepted by the Corporation, promissory notes made by it and all orders for payment of money on behalf of the Corporation, may be signed, drawn, accepted or made as the case may be, by such person or persons as the Board of Directors may by resolution from time to time name or prescribe for the purpose

and in default of passing such resolution by any two (2) of the following: President, Vice-President, Treasurer and Secretary.

14.3 Deposits

Bills of exchange, promissory notes, cheques or money orders may be endorsed for deposit to the credit of the Corporation's bank account by such persons or in such other manner as the Board may by resolution from time to time name or prescribe.

15.0 AUDITOR³

15.1 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members shall, at each Annual Meeting, appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting or, following the coming into force of the ONCA, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement. If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

15.2 Removal of Auditor

- (a) The Members may, by Ordinary Resolution passed at a General Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act or the ONCA, as applicable, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.3.
- (b) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Meeting called to remove the Auditor.

15.3 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

³ In order to be appointed, the person must be permitted to conduct an audit or review engagement under the *Public Accounting Act, 2004* and be independent of the corporation and its affiliates. Section 75(7) – (9) requires that any new Auditor must request a statement from the previous Auditor or the new appointment is invalid. Corporations should request that the auditor provide them with confirmation that this request has been made.

15.4 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then it shall be fixed by the Board.

16.0 FISCAL YEAR

The financial year of the Corporation shall end on March 31 in each year.

17.0 NOTICES

17.1 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent; and
- (e) if provided by electronic means, notice is deemed given when transmitted.

17.2 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

17.3 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

17.4 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:
 - (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

17.5 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

18.0 BY-LAWS AND EFFECTIVE DATE

18.1 Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

18.2 Amendments requiring Special Resolution

Following the coming into force of the ONCA, if the Members then amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 18.2, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

- (a) section 4.4;
- (b) section 4.8; and
- (c) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

18.3 By-Laws and Effective Date

- (a) Subject to the Act, the ONCA and the Articles, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of approval by the Board until the next Meeting of Members, where it may be confirmed, rejected or amended by Ordinary resolutions of the Members.

- (b) 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.

19.0 REPEAL OF PRIOR BY-LAWS

19.1 Repeal

Subject to the provisions of sections 18.2 and 18.3 hereof, all prior By-Laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

19.2 Exception

The provisions of section 19.1 shall not extend to any By-Laws or resolution heretofore enacted for the purpose of providing to the Board of Directors the power or authority to borrow.

19.3 Proviso

Provided, however, that the repeal of prior By-Laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or enactment.

ENACTED by the Board of Directors as a By-Law of COTA HEALTH on the 22nd day of September, 2016 .

President

Treasurer

CONFIRMED by the Members in accordance with the Act on the 20th day of October, 2016.

President

Treasurer