



**COMMUNITY LIVING
YORK SOUTH**

Constitution and By-Law No. 1-08

Amended and Approved by the Membership at the Annual and Special Meeting of [xx], 2018

Mission Statement:

“Empower people who have an intellectual disability to live, learn, work and participate
in
their community”.

1.	DEFINITIONS.....	1
2.	HEAD OFFICE	1
3.	SEAL	1
4.	POLICY	1
5.	MEMBERSHIP	2
6.	MEMBERSHIP DUES.....	2
7.	ANNUAL, GENERAL AND SPECIAL MEETINGS OF MEMBERS.....	2
8.	NOTICE OF ANNUAL, GENERAL AND SPECIAL MEETING OF MEMBERS.....	3
9.	ERROR OR OMISSION IN NOTICE	3
10.	QUORUM OF MEMBERS	3
11.	VOTING OF MEMBERS.....	4
12.	NOMINATIONS	4
13.	ELECTIONS TO THE BOARD OF DIRECTORS.....	4
14.	OFFICERS OF THE ASSOCIATION	5
15.	DUTIES OF PRESIDENT	5
16.	DUTIES OF VICE PRESIDENT.....	5
17.	DUTIES OF SECRETARY.....	6
18.	DUTIES OF TREASURER	6
19.	DUTIES OF OTHER OFFICERS.....	6
20.	REMOVAL OF OFFICERS.....	6
21.	DUTIES OF EXECUTIVE DIRECTOR.....	7
22.	BOARD OF DIRECTORS.....	7
23.	BOARD OF DIRECTORS, TERMS	7
24.	VACANCIES, BOARD OF DIRECTORS	8
25.	REMOVAL OF DIRECTORS.....	8
26.	QUORUM AND MEETINGS OF DIRECTORS	8
27.	QUALIFICATIONS OF DIRECTORS.....	8
28.	CONFLICT OF INTEREST	9
29.	NOTICE OF MEETINGS OF DIRECTORS	10
30.	ERRORS OR OMISSIONS IN NOTICE TO DIRECTORS.....	11

31.	VOTING OF DIRECTORS.....	11
32.	POWERS AND DUTIES OF DIRECTORS.....	11
33.	REMUNERATION AND INDEMNITY OF DIRECTORS AND OFFICERS.....	12
34.	STANDING COMMITTEES.....	13
35.	EXECUTION OF DOCUMENTS.....	14
36.	BOOKS AND RECORDS.....	15
37.	FINANCIAL YEAR.....	15
38.	BANKING.....	15
39.	AUDITOR.....	16
40.	DEPOSIT OF SECURITIES.....	16
41.	BORROWING.....	16
42.	ADJOURNMENTS.....	17
43.	ACTION IN WRITING BY MEMBERS.....	17
44.	ACTION IN WRITING BY DIRECTORS.....	17
45.	INTERPRETATION.....	17
46.	AMENDMENTS.....	18
47.	OTHER BY-LAWS.....	18
48.	ADOPTION.....	18

BY-LAW NO. 1 - 08

of

COMMUNITY LIVING YORK SOUTH

a by-law relating to the transaction of the affairs of

COMMUNITY LIVING YORK SOUTH

BE IT ENACTED as a by-law of **COMMUNITY LIVING YORK SOUTH** hereinafter referred to as the "Association", as follows:

1. DEFINITIONS

In this bylaw, unless the context otherwise requires:

"the Association" means Community Living York South.

"the Board" means these board of directors of Community Living York South.

"By-laws" means this by-law as amended from time to time.

"Director" means a member of the board of directors of Community Living York South.

"Member" means an individual who has been granted membership in Community Living York South further to the conditions set out in these by-laws.

"Members" means the collective membership of Community Living York South.

"Officer" means an Officer of Community Living York South as described in section [xx] of this by-law.

2. HEAD OFFICE

The Head Office of the Association shall be in the PROVINCE OF ONTARIO and at such a place therein as the board of directors may from time to time determine.

The Directors may vote to move the Head Office within the same municipality by ordinary resolution, and may change municipalities by special resolution.

3. SEAL

The seal, an impression whereof is stamped herein, shall be the corporate seal of the Association.

4. POLICY

The Association shall be a non-profit, non-sectarian and non-political organization and shall take no position in public affairs except in those matters related to intellectual disability.

5. MEMBERSHIP

- I. Membership in the Association shall consist of persons sympathetic to the purposes of the Association who have remitted the appropriate membership fee.
- II. Membership in the Association is not transferrable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with these by-laws or the relevant legislation.
- III. The Association shall not limit the number of members.

6. MEMBERSHIP DUES

- I. A member of the Association shall be required to pay an annual fee, which shall be fixed from time to time by resolution of the board of directors.
- II. A member of the Association shall be notified of the annual fees payable. Should any or all such fees not be paid within 30 days of the date of notice thereof, the member in default shall automatically cease to be a member of the Association.
- III. The Board of Directors may resolve to waive annual membership fees for those individuals whose long and meritorious service or outstanding contributions to the Association have been recognized. The Board of Directors may also waive annual membership fees for students under age 18.

7. ANNUAL, GENERAL AND SPECIAL MEETINGS OF MEMBERS

- I. There shall be at least two general meetings of the members of the Association, one of which shall be the Annual Meeting, held in each fiscal year.
- II. The Annual Meeting of the Association shall be held at a time, a date and a place in the Province of Ontario as shall be determined by the board of directors.
- III. The board of directors, the President of the Association or the Vice-President of the Association shall have the power to call a Special Meeting of the members of the Association at any time. The President shall be required to call a Special Meeting of the Association on receipt of a written request signed by at least one-tenth of the members of the Association who are entitled to vote at the meeting proposed to be held and who are in good standing with the Association.
- IV. At the Annual Meeting, in addition to any other business that may be transacted, the report of the board of directors, the financial statement of the Association and the report of the auditor shall be presented; new members to the board of directors shall be elected and the auditor appointed for the ensuing year.

- V. The members may consider any business except election of officers and amendments to the constitution without prior notice thereof at any Annual, General or Special Meeting of the Association.
- VI. An employee of the Association shall not have a vote at Annual, General or Special Meetings nor shall such employees be members of the board of directors.
- VII. The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- VIII. Members of the Association are permitted to participate in the Annual General Meeting by electronic means at the Board's discretion. Requests to participate electronically shall be provided to the Board in writing no later than seven (7) days prior to the meeting date.

8. NOTICE OF ANNUAL, GENERAL AND SPECIAL MEETING OF MEMBERS

- I. Notice of the time, date, and place of Annual Meetings or of Special Meetings of members shall be given to each member in good standing by the Association by forwarding such notice by prepaid post to the last recorded address of the member or by electronic means 30 days prior to the date fixed for the holding of such meeting. No public notice or advertisement of Annual or Special Meetings of members shall be required.
- II. Any notice, communication or document that is required or desired to be given pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor of the Association shall be sufficiently given if (i) delivered personally, (ii) mailed by prepaid mail, or (iii) sent by any means of electronic mail, facsimile or any other form of transmitted or recorded communication, in each case to the last address, email, or facsimile number of such person as recorded in the books of the Association. A notice so delivered shall be deemed to have been given three days after it was deposited in a post office of public letter box; and a notice sent by any means of electronic mail, facsimile or any other form of transmitted or recorded communication shall be deemed to have been given on the next business day. The Secretary may change the address on the Association's books of any member, director, office, auditor or member of a committee of the board in accordance with any information believed to be reliable.
- III. Notice of the Annual General Meeting shall also be provided to the Association's auditor.

9. ERROR OR OMISSION IN NOTICE

Any error or omission in giving notice of any Annual, General or Special Meeting or any adjourned meeting of the members of the Association shall not invalidate such meeting or void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

10. QUORUM OF MEMBERS

A quorum for the transaction of business at any Annual, General or Special Meeting of the members shall consist of not less than fifteen (15) members in good standing present in person, represented by proxy, or attending by electronic means.

11. VOTING OF MEMBERS

- I. A member of the Association who has remitted the membership fee payable for the current year shall be entitled to ONE vote. Such a vote may be made by proxy and such proxy shall be a voting member of the Association, provided that before voting, such proxy produces and deposits with the Association, sufficient appointment in writing from his/her constituent or constituents.
- II. Each member shall be entitled to vote up to five proxies in their possession.

12. NOMINATIONS

The board of directors shall appoint a Nomination Committee of not less than three members of which at least two, including the chair, shall be members of the board of directors. A quorum of the Nomination Committee shall be a majority of the members of the Nomination Committee.

- I. The Nomination Committee shall:
 - a) Solicit at least a minimum number of nominees to fill those vacancies occurring on the board of directors at each Annual Meeting.
 - b) Circulate to the membership, at least 21 days prior to the Annual Meeting, its recommendations of nominees for election to the board of directors.
- II. The chair at the Annual Meeting shall call for any further nominations and shall receive such nominations from the members of the Association. Persons so nominated shall be in attendance or have provided their written consent to stand for election to the board of directors.
- III. Staff of the Association, with the exception of the Executive Director, shall not attend meetings of the Nomination Committee.

13. ELECTIONS TO THE BOARD OF DIRECTORS

- I. Directors shall be elected at the Annual Meeting of the Association.
- II. The election shall be by ballot from among those members present who are qualified to vote in accordance with section 11, "Voting of Members," of these bylaws.
- III. A candidate receiving a simple majority of votes shall be declared elected.
- IV. The spouse of an employee of the Association shall not be eligible for election to the board of directors.

- V. Directors shall take office immediately following their election to the board of directors.
- VI. The first duty of the directors shall be to elect the officers of the Association from among their own numbers. Such officers shall be as defined in section 14 herein.
- VII. The immediate Past President shall sit on the Executive Committee along with the officers of the Association as defined in section 13 herein. The Past President shall not be an officer of the Association but may serve as a resource person.
- VIII. Directors shall act honestly and in good faith with a view to the best interests of the corporation, and shall exercise the care, diligence, and skill of a reasonably prudent Director.
- IX. Directors shall comply with these by-laws, the Association's articles, and the relevant legislation.

14. OFFICERS OF THE ASSOCIATION

There shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the board of directors may determine from time to time. Such offices shall be filled by duly elected directors and any one director shall not hold more than one such office at any one time.

15. DUTIES OF PRESIDENT

The President shall act as Chair of the Board. When present, the President shall preside at all meetings of the members of the Association and of the Board of directors. The President may delegate the role of Chair to another Officer if not present at a meeting.

The President, with a delegate appointed by the Board for the purpose, shall sign all by-laws. The President shall be an ex-officio member of all committees. The President shall see that all orders and resolutions of the board of directors are carried into effect and the President or a Vice President or other delegates appointed by the Board for that purpose shall sign all documents requiring the signature of the Officers of the Association. The President shall from time to time, and as often as may be directed by the Board of Directors, submit reports to the Board of Directors and give such information touching the affairs of the Association as may be required, and make such recommendations as the President may think proper.

Only the President or delegate shall be empowered to act as official spokesperson for the Association.

16. DUTIES OF VICE PRESIDENT

The Vice President shall perform all the duties of the President during the absence or inability of the President to perform those duties. The Vice President shall hold and shall exercise all the powers of the President during such absence or inability. In the event that the office of President becomes vacant for any reason, the Vice President shall perform all the duties and exercise all the

powers of the President until the next annual election or until the new President is elected or appointed, whichever shall first occur. The Vice President shall perform such other duties as may be assigned from time to time by the board of directors.

17. DUTIES OF SECRETARY

The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to members, directors and committees thereof, officers, auditors and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, records and instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose. The Secretary shall have such other powers and duties as otherwise may be specified by the board of directors.

18. DUTIES OF TREASURER

The Treasurer shall be responsible to the Association through the board of directors for the financial affairs of the Association. The Treasurer shall ensure an annual audit of all accounts, funds, securities and monies of the Association. The Treasurer shall act as chair of the committee responsible for the financial affairs of the Association and shall perform such other duties as may be assigned from time to time by the board of directors.

19. DUTIES OF OTHER OFFICERS

The duties of all other Officers of the Association shall be in accordance with the terms of their election, appointment or engagement, and such Officers shall perform such other duties as may be assigned from time to time by the board of directors.

20. REMOVAL OF OFFICERS

- I. Should an Officer breach a Board policy or the Association's Code of Conduct, or should an Officer fail to uphold their responsibilities in accordance with these bylaws, the Board may remove that Officer from their position.
- II. An Officer who is not a staff member of the Association may be removed from their position by a 2/3 vote of the Directors.
- III. An Officer who is a staff member of the Association cannot be removed without a unanimous vote of the Directors.
- IV. If an Officer is removed from their position they may remain on the Board as a Director.

21. DUTIES OF EXECUTIVE DIRECTOR

The Executive Director of the Association shall:

- I. Be responsible for the general management and supervision of the Association,
- II. Attend all meetings of the Board of Directors,
- III. Be an ex-officio member of each Committee of the Board,
- IV. Give all required notices to the members of the Association or to the Directors,
- V. Keep the seal, books, papers, records, correspondence, contracts and other documents belonging to the Association,
- VI. Deliver up these documents, only when authorized by a resolution of the Board of Directors, to such person or persons as may be named in the resolution, and
- VII. Perform such other duties as may from time to time be determined by the Board of Directors.

22. BOARD OF DIRECTORS

- I. The Board shall consist of NINE elected directors plus the Past President, each of whom, at the time of election or within TEN days thereafter and throughout the term of office, shall be a member of the Association; provided that, at any one time, the Board of directors shall consist of no less THREE persons who have been parents, guardians, and/or siblings of an individual with an intellectual disability; and ONE individual with an intellectual disability who is self-identified as a Self-Advocate. Any increase or decrease in the number of directors shall be approved by a special resolution of the members of the Association.
- II. At each annual meeting the directors to be elected shall be at least equal to the number of vacancies of directors.

23. BOARD OF DIRECTORS, TERMS

- I. A director shall be eligible for two consecutive terms of three years each but shall not be eligible for election for a third consecutive term. In the event that a person becomes President in the final year of their second consecutive three year term, that person's term as a director can be extended for a term of not more than one additional year, and by such nomination being confirmed by the members of the Association at the Annual Meeting. The Immediate Past President may continue to hold office as a director until replaced by the succeeding Past President.
- II. The immediate Past President may continue to hold office as a director for one year exceeding their second term.
- III. A director shall not be eligible for re-election to the Board of Directors without a lapse of one year from his/her second term.

24. VACANCIES, BOARD OF DIRECTORS

- I. Vacancies on the Board of Directors, however caused, may, so long as a quorum of the directors remain in office, be filled by the directors from among eligible persons if they shall see fit to do so.
- II. Directors appointed in this manner shall serve a term that will extend no longer than the date of the Association's next Annual General Meeting.
- III. The number of new directors appointed by the Board cannot exceed one-third the number of Directors elected at the previous Annual General Meeting.
- IV. If there is not a quorum of Directors remaining, the remaining Directors shall forthwith call a meeting of the membership to fill the vacancy or vacancies.

25. REMOVAL OF DIRECTORS

- I. A Director will be deemed to have ceased holding office in the event of their death, resignation, or should they be disqualified for reasons outlined in the relevant legislation.
- II. Members of the Association may, by resolution approved by at least TWO THIRDS of the votes cast at a Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of the Director's term of office and may, at such meeting by majority vote elect any eligible person to fill the vacancy thus created.

26. QUORUM AND MEETINGS OF DIRECTORS

- I. A majority of the directors shall constitute a quorum for the transaction of business.
- II. Meetings of the board of directors may be held at such place or places as the Board may, from time to time, determine.
- III. The directors may consider or transact any business at any duly constituted meeting of the board.

27. QUALIFICATIONS OF DIRECTORS

- I. Each director shall be eighteen or more years of age.

- II. Each director shall not be an undischarged bankrupt.
- III. Former employees of the Association shall not be eligible for election to the board of directors until the expiration of two years has occurred since they were last employed by the Association.
- IV. Directors must be Members in good standing of the Association whose membership fees have been paid in full.

28. CONFLICT OF INTEREST

- (i) A Conflict of Interest is defined as “a conflict between personal and/or business interests and responsibility as a director.” Such conflict would include personal, financial, ethical or moral conflicts, whether actual or perceived.
- (ii) Every director who in any way has or may have directly or indirectly or who has a spouse who in any way has or may have directly or indirectly, an interest in a proposed or existing contract or transaction of the Association, shall make a full and fair declaration of the nature and extent of the interest at a meeting of the board of directors.
- (iii) This declaration shall be made at the meeting of the board of directors at which the question of entering into the contract or transaction is first taken into consideration, or, if the director or spouse is not interested at that time, at the next meeting of the board of directors held after the director or spouse becomes so interested.
- (i) Having disclosed the extent and nature of interest, the Board shall then make a determination of conflict. If the director is found to be in such conflict, the director shall abstain from voting on any item pertaining to that contract or transaction, and further shall absent the room during the discussion if so requested by a majority of the board of directors.
- (v) Having made a declaration of interest according to the above, the Director is not accountable to the board of directors for any profit or benefit derived from that contract or transaction.
- (vi) If a director fails to make a declaration of conflict in compliance with the above, he/she shall account to and reimburse the Association for all profit realized, and, upon resolution of a majority of the board of directors, submit his/her resignation as a director of the Association.
- (vii) If a director believes that another director is in a conflict of interest position and has not declared such, the concern can be recorded in the minutes and at the request of the director recording the concern, the board of directors shall review the position of the director in question. If there is a conflict, the director in conflict shall abstain from voting and may be requested to leave the room during subsequent discussion, or submit a resignation in accordance with the above.

- (viii) At the time of nomination, a member has the responsibility to declare himself or herself free of any direct conflict of interest resulting from directorship with Community Living York South.

29. NOTICE OF MEETINGS OF DIRECTORS

- I. The Board may fix the place and time of regular Board meetings and this fixing of dates shall constitute sufficient notice for the meeting of Directors.
- II. No formal notice of a meeting of Directors shall be necessary if the Directors present at the previous meeting wherein the subsequent meeting is scheduled consent to such a meeting being held.
- III. A board of directors meeting shall be held, without notice, immediately following the Annual Meeting of the Association or it may be called by the President or by a majority of the newly elected Board, provided that the first meeting of the newly elected Board shall be held within thirty days following the Annual Meeting.
- IV. A board of directors meeting may be formally called by the President or the Vice President, or by the Secretary on direction of the President or the Vice President or on direction in writing of TWO directors.
- V. Notice of Special Board meetings shall be delivered, telephoned or e-mailed to each director not less than FIVE days before the meeting is to take place or shall be mailed to each director not less than SEVEN days before the meeting is to take place.
- VI. The Statutory Declaration of the Secretary or the President that notice has been given pursuant to this section shall be sufficient and conclusive evidence of the giving of such notice.
- VII. Any notice, communication or document that is required or desired to be given pursuant to the Act, the letters patent, the by-laws or otherwise to a director, committee member, officer or auditor of the Association shall be sufficiently given if (i) delivered personally, (ii) mailed by prepaid mail, or (iii) sent by any means of electronic mail, facsimile or any other form of transmitted or recorded communication, in each case to the last address, email, or facsimile number of such person as recorded in the books of the Association. A notice so delivered shall be deemed to have been given when it is delivered personally; a notice so mailed shall be deemed to have been given three days after it was deposited in a post office or public letter box; and a notice sent by any means of electronic mail, facsimile or any other form of transmitted or recorded communication shall be deemed to have been given on the next business day. The Secretary may change the address on the Association's books of any director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.
- VIII. If all the directors of the Association consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the

board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

30. ERRORS OR OMISSIONS IN NOTICE TO DIRECTORS

An error or omission in giving notice for a meeting of directors shall not invalidate such meeting or invalidate or make void any proceedings taken or decisions made at such meeting and directors may, at any time, waive notice of any such meeting and may ratify or approve any or all proceedings taken or had thereat.

31. VOTING OF DIRECTORS

- I. Questions arising at any meeting of the directors shall be decided by a simple majority of votes.
- II. Should a director present so demand, voting on any individual question at a meeting shall be taken by ballot or recorded vote. If no such demand is made, the votes shall be taken in the usual manner by signifying assent, dissent or abstention.
- III. A declaration by the chair of a meeting of directors that a Resolution has been carried, and an entry to that effect in the minutes of that meeting shall be admissible in evidence as prima facie proof of that fact, without any further proof related to the vote on the resolution.
- IV. In the event that the Directors are unable to meet in person to pass necessary resolutions, electronic voting is permitted. In order to facilitate an electronic vote, the following procedure will be followed:
 - a. The President shall circulate the resolution by email to all Directors' last known email addresses.
 - b. The Directors will have twenty-four (24) hours to respond with a vote in the affirmative or negative.
 - c. Any Directors who do not respond within the twenty-four (24) hour period will be deemed to have abstained from the vote.
 - d. After the twenty-four hour period has passed, the President shall tabulate the votes and declare the resolution carried or failed.
 - e. The results of electronic votes shall be recorded in the Association's Minute Book.

32. POWERS AND DUTIES OF DIRECTORS

- (i) The directors of the Association are empowered to administer the affairs of the Association in all things and to make or cause to be made for the Association in its name, any kind of

contract which the Association may lawfully enter into and, save as otherwise provided herein, may exercise all such other powers and do such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

- (ii) Without in any way derogating from the foregoing, the directors are expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.
- (iii) It shall be the duty of the board of directors to recommend, annually or as required, members of the Association to serve on the York Region Boards of Education, Advisory Committees or any other Boards or Committees to which the Association has the authority to appoint a representative.
- (iv) Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which and the person or persons by whom, a particular instrument, contract or obligation of the Association may or shall be executed.
- (v) The board of directors may pass regulations and draft by-laws for the conduct of the business of the Association.
- (vi) The board of directors will formulate, modify and monitor broad based organizational policies, which lead the organization toward its desired performance and assure that it occurs.

33. REMUNERATION AND INDEMNITY OF DIRECTORS AND OFFICERS

- I. Subject to subsection (iii), the directors of the Association shall receive no remuneration for acting as such.
- II. No salaried officer or employee of the Association shall be a director thereof, but a Member of any class or a Director may be paid fees for professional services as established by the Board of Directors provided that the provision of such professional services does not put the Member or Director in a Conflict of Interest position, further to s.[28] above.
- III. The board may award remuneration to any director undertaking special services on behalf of the Association outside of work ordinarily required of such director.
- IV. Except to the extent required by law, no director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order

of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act on any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same shall happen through his/her own dishonesty.

- V. Except as shall be forbidden by law, every director and Officer of the Association and his/her heirs, executors, administrators and other legal personal representatives may, from time to time, be indemnified or saved harmless by the Association from and against:
- (a) any liability and all costs, charges and expenses that s/he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him/her or in respect of the execution of his/her duties of his/her office; and
 - (b) All other costs, charges, and expenses that s/he sustains or incurs in respect of the affairs of the Association.
- VI. Subject to any limitations which may be contained in statutes, the Association shall purchase and maintain for the protection of its Directors and Officers and their personal representatives and estates, such insurance as the Board may from time to time determine.
- VII. Directors and Officers shall not be indemnified unless the individual acted honestly and in good faith with a view to the best interests of the Association.

34. STANDING COMMITTEES

- (i) Standing committees as deemed necessary by the board of directors shall be appointed at the first meeting of the directors following the Annual Meeting of the Association. Such committees shall report monthly to the board of directors and the members of such committees shall continue in office until relieved by the board of directors. The chair of such committees shall be a member of the board of directors.
- (ii) Ad hoc committees may be appointed from time to time as required by the board of directors. Such committees shall report to the board of directors or to the board of directors through a standing committee on completion of their assignment, and thereafter shall cease to function.
- (iii) Any standing committee may appoint a subcommittee. Such subcommittee shall report to the standing committee, which made the appointment.
- (iv) Nothing contained herein shall be construed to limit or prohibit the appointment of any other committee by the board of directors for the advancement of the Association, in accordance with the provisions of the by-laws of the Association.

- (v) No committee shall:
 - (a) Bind the Association for the payment of money or the performance of any contract or the carrying out of any obligation or duty.
 - (b) Submit to the members any question or matter requiring the approval of the Members.
 - (c) Fill a vacancy among directors.
 - (d) Appoint an auditor.
 - (e) Appoint additional directors.
 - (f) Issue debt obligations.
 - (g) Approve financial statements.
 - (h) Revise the Association's bylaws.
 - (i) Establish membership dues.

Committees may, however, make recommendations to the Board for voting upon regarding the above-noted issues.

- (vi) At least one member of the board of directors shall be in attendance at each meeting of the Standing Committee; otherwise, such meeting will lack a quorum.

35. EXECUTION OF DOCUMENTS

- (i) Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by two of the following; the President, First Vice President, Treasurer, Executive Director, or by any person so authorized by the board of directors.
- (ii) Contracts in the ordinary course of operations of the Association shall be entered into on behalf of the Association by any two of the following: the President, First Vice President, Treasurer or the Executive Director, or by any person so authorized by the board of directors.
- (iii) Any two of the following: the President, First Vice President, Treasurer, Executive Director or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and shall accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and shall affix the Corporate Seal to any such transfers or acceptances of transfers and shall make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or

proper for such purposes, including the appointment of an Attorney or Attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Association.

36. BOOKS AND RECORDS

The Treasurer, through the Executive Director, shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

37. FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the thirty-first day of March in each year.

38. BANKING

- I. The Board shall, by resolution passed by a majority of Directors, make such banking and financial arrangements as are necessary for the operations of the Association.
- II. The Board may, by resolution, appoint certain Officers to act as signing authorities for the Association.

39. AUDITOR

The members shall at each annual meeting appoint an auditor to audit the accounts of the Association to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. If in any financial year the Corporation's annual income is less than \$10,000 and all members consent thereto in writing, the Association may waive the requirement for an audit for such financial year. The Association's auditors shall examine and audit all books and records of the Association and report thereon to the members of the Association at each annual meeting.

40. DEPOSIT OF SECURITIES

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Association signed by such Officer or Officers, Agent or Agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors, and such authority may be general or confined to specific instances. The institutions selected as custodians of such securities shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof

41. BORROWING

- (i) The board of directors may from time to time,
 - (a) Borrow money on the credit of the Association, or
 - (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability for the Association.

(c) From time to time the board of directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

42. ADJOURNMENTS

The chair at a meeting of members of the Association may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place, and such adjournment may be made notwithstanding that no quorum is present. No notice shall be required of any such adjournment.

43. ACTION IN WRITING BY MEMBERS

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members and transmitted by facsimile to the Secretary of the Association shall be deemed to be duly signed by such members.

44. ACTION IN WRITING BY DIRECTORS

A resolution in writing signed by all the directors is as valid as if it had been passed at a meeting of the directors. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more directors and transmitted by facsimile to the Secretary of the Association shall be deemed to be duly signed by such directors.

45. INTERPRETATION

- (i) In this by-law and in all other by-laws of the Association hereafter passed, reference to number and gender as may be required shall be deemed to have been made “mutatis mutandis”, and reference to persons shall include businesses, associations and corporations.
- (ii) Terms contained herein unless otherwise defined shall be those defined in the Oxford Concise Dictionary.
- (iii) Roberts Rules of Order and Parliamentary Procedure shall be utilized.

46. AMENDMENTS

Notice of proposed amendments to this or to any other by-law of the Association shall be circulated to the members of the Association in writing at least (30) days in advance of the meeting at which such amendments are to be considered.

Such by-law Amendments shall be submitted for consideration at the Annual or a General Meeting of the membership of the Association called in accordance with section 7 herein.

Approval of such amendment shall require the vote of a majority of the membership present at such Annual or Special Meeting.

47. OTHER BY-LAWS

This Constitution and its by-laws shall replace all previous Constitutions and their by-laws and shall remain valid until amended in accordance with this Constitution.

48. ADOPTION

This by-law approved by majority vote of the membership of the Association present and sealed with the Corporate Seal of the Association this: 20th day of September, 2018 at the town of Richmond Hill, Ontario.

President

Secretary

11549777.3