

DATED DECEMBER 1, 2015

*Plan International Canada*  
*Inc.*  
**BY-LAW NO. 1**

Amended and Approved at November 2015 Annual Meeting

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# BY-LAW NO. 1

A bylaw relating generally to the conduct of the affairs of  
*Plan International Canada Inc.*

**WHEREAS** the Corporation applied for and the Minister of Industry granted the Corporation Letters Patent issued under the *Canada Corporations Act* on September 2, 1968 as amended by Supplementary Letters Patent dated November 14, 1969 and July 5, 2006;

**AND WHEREAS** the Corporation continued under the Act on \_\_\_\_\_, 2014;

**AND WHEREAS** the governing body of the Corporation considers it expedient to enact a general by-law relating generally to the conduct of the affairs of the Corporation under the Act;

**AND WHEREAS** the Board of Directors of the Corporation deems it expedient that By-law No. 1 heretofore enacted be repealed and that the following By-law No. 1 be adopted for regulating the affairs of the Corporation.

**NOW THEREFORE** be it enacted and it is hereby enacted that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

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

AS YOU WILL SEE BELOW IN MY COPY THE NUMBERING AND LETTERING IS OFF

## ARTICLE 1 INTERPRETATION

### Section 1.1 DEFINITIONS

a) In this By-law,

- (i) “**Act**” means the *Canada Not-for-Profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time;
- (ii) “**Associates**” includes the parents, siblings, children, spouse or common law partner of a Director as well as any organization, agency, company or individual with which a Director is a director, officer, partner or employee;
- (iii) “**Auditor**” means “public accountant” as such term is defined under the Act;
- (iv) “**Board**” means the governing body of the Corporation;
- (v) “**Conflict of Interest**” means any situation in which another interest or relationship may impair or may be perceived to impair the ability of a Director to carry out the duties and responsibilities of a Director. Without limitation, the following areas may give rise to a Conflict of Interest for the Directors of the Corporation, namely:

- (A) *Pecuniary or financial interest;*
- (B) *Undue influence/competing interest; or*
- (C) *Adverse interest;*
- (vi) “**Corporation**” means the corporation continued under the Act named “Plan International Canada Inc.”;
- (vii) “**Director**” means a member of the Board;
- (viii) “**Ex officio**”<sup>1</sup> means “by virtue of the office”;
- (ix) “**Chief Executive Officer**”, or such other name as the Board may adopt pursuant to Section 6.1, means the person who is responsible for the organization and management of the Corporation;
- (x) “**Management**” means the Chief Executive Officer or at the discretion of the Board anyone else involved in the day to day management of the Corporation;
- (xi) “**Member**” means member of the Corporation pursuant to Section 2.1;
- (xii) “**Special Resolution**” shall have the meaning ascribed thereto in the Act<sup>2</sup>.

## **Section 1.2 INTERPRETATION**

### a) Interpretation

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

- (i) all terms which are contained in this By-law and which are defined in the Act or the regulations made thereunder, shall have the meanings given to such terms in the Act or the regulations made thereunder;
- (ii) words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders and vice versa. Words importing persons shall include an individual or an entity<sup>3</sup>;
- (iii) 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

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<sup>1</sup> Under S. 128(3) of the Act, the members shall elect directors to hold office which in essence rules out “Ex Officio” directors. The use of “Ex Officio” in this by-law is in reference to the Chair’s membership of all committees of the Board in Section 4.3(a)(i)(F) and not in reference to a Director position so its definition has been separated from the definition of Director.

<sup>2</sup> S. 2(1) of the Act defines "special resolution" as a resolution passed by a majority of not less than two thirds of the votes cast on that resolution

<sup>3</sup> S. 2(1) of the Act defines “entity” as a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization

provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

- (iv) 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.

**Section 1.3 SUBJECT TO ACT AND ARTICLES.**

This By-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this By-law, the provision of the Act or the articles will govern.

**ARTICLE 2  
CORPORATION**

**Section 2.1 MEMBERS OF THE CORPORATION**

a) Admission

- (i) Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be limited to persons interested in furthering the Corporation's purpose and shall consist of those persons:

- (A) who have been appointed or elected as a Director of the Corporation under Section 3.1(b) in accordance with these By-laws and have been approved by a resolution of the Board; and

- (B) no more than five (5) persons who have been nominated and approved by the Board. The term of membership of such approved persons shall be for three (3) years.

b) Voting

- (i) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

c) Resignation and Termination of Membership

- (i) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death, when the Member ceases to be a Director or a member appointed under Section 2.1a)(i)(B) by resignation or otherwise in accordance with this By-law or the Corporation is liquidated or dissolved under the Act.<sup>4</sup>

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<sup>4</sup> Under S. 156 of the Act, unless the articles or by-laws of a corporation otherwise provide, a membership is terminated when the corporation is liquidated and dissolved under the Act

- (ii) Any Member who is a director may resign his or her membership in the Corporation by resignation of his or her position as a Director in writing.

**Section 2.2 ANNUAL MEETING OF THE CORPORATION**

a) Time and Place

- (i) The annual meeting of the Corporation shall be held on or before the first (1st) of December in each year, but in any event, not later than fifteen (15) months after the last preceding annual meeting and not later than six (6) months after the end of the Corporation's preceding financial year<sup>5</sup>, and at such place in the City of Toronto or such other place as the Board may determine.

b) Notice

- (i) Notice of the time and place for holding the annual meeting of the Members of the Corporation shall be given by sending it to the Auditor of the Corporation, to each Director<sup>6</sup> and to each Member entitled to vote at the meeting:
  - (A) By mail, courier or personal delivery during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held<sup>7</sup>; or
  - (B) By telephonic, electronic or other communication facility during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.<sup>8</sup>

c) Quorum

- (i) A quorum for the annual meeting of the Corporation shall be a majority of the Members entitled to vote.

d) Business

- (i) The business transacted at the annual meeting of the Corporation shall include,
  - (A) approval of the agenda;
  - (B) approval of the minutes of the previous annual meeting;
  - (C) report of the Chair of the Board;
  - (D) report of the Chief Executive Officer;

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<sup>5</sup> S. 160(1) and S.61(2)

<sup>6</sup> S. 162(3)

<sup>7</sup> Regulation 63(1)(a)

<sup>8</sup> Regulation 63(1)(b)

- (E) consideration<sup>9</sup> of the annual financial statements;
- (F) report of the Auditor; and
- (G) appointment of the Auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the Auditor.

### **Section 2.3 SPECIAL MEETINGS OF THE CORPORATION**

- a) Time and Place
  - (i) Special meetings of the Corporation shall be held at such time and place as the Board may determine.
- b) Notice
  - (i) The Board<sup>10</sup> may call a special meeting of the Corporation.
  - (ii) Where not less than five per cent (5%)<sup>11</sup> of the Members of the Corporation entitled to vote at a meeting proposed to be held request the Directors, in accordance with Section 2.3b(iii), to call a special meeting of the Members for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act, the Directors of the Corporation shall forthwith call a special meeting of the Members of the Corporation for the transaction of the business stated in the requisition.
  - (iii) The requisition shall be in writing and shall state the business to be transacted<sup>12</sup> at the meeting and shall be signed by the requisitionists and deposited at the registered office of the Corporation and may consist of several documents in like form signed by one of the requisitionists.
  - (iv) Notice of a special meeting shall be given in the same manner as provided in Section 2.2b(i) or as required for a Special Resolution.
  - (v) The notice of a special meeting shall state the nature of the business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.<sup>13</sup>
  - (vi) If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

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<sup>9</sup> S. 162(9)

<sup>10</sup> S. 160(3)

<sup>11</sup> Regulation 72(1) of the Act prescribes the percentage as five per cent. S. 167 of the Act allows a lower percentage to be set out in the by-laws.

<sup>12</sup> S. 167(2)

<sup>13</sup> S. 162(10)

c) Quorum

- (i) A quorum for a special meeting of the Corporation shall be a majority of the Members, entitled to vote.

**Section 2.4 ELECTRONIC MEETINGS**

- a) If all persons who are Members of the Corporation consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Members by means of a telephonic, an electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility<sup>14</sup>, and a person participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the Chair 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 Members of the Corporation present at such meeting otherwise require, adjourn the meeting to a date, time and place to be determined by the Chair.

**Section 2.5 ADJOURNED MEETINGS OF THE CORPORATION**

- a) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business<sup>15</sup>.
- b) At least three (3) days' notice<sup>16</sup> of the re-scheduled meeting following an adjournment shall be given by delivery to each Member at the Member's last address as shown on the records of the Corporation or by telephonic, electronic or other communication facility<sup>17</sup>.

**Section 2.6 MEETINGS OF THE CORPORATION**

a) Chair

- (i) The meetings of the Corporation shall be chaired by:
- (A) the Chair;
- (B) the Vice-Chair if the Chair is absent; or
- (C) a Member of the Corporation elected by the Members present if the Chair and Vice-Chair are both absent, or unable to act.

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<sup>14</sup> S. 159(4)

<sup>15</sup> S. 164(4)

<sup>16</sup> This is more restrictive than S. 162(7) of the Act which does not require notice of a members' meeting if adjourned for less than 31 days

<sup>17</sup> Regulation 63(1)(b)

- b) Voting<sup>18</sup>
  - (i) Business arising at any meeting of the Corporation shall be decided by a majority of votes of the members provided that:
    - (A) Votes shall be taken by a show of hands or if so demanded by any voting member, votes shall be taken by written ballot. Except in the case of an electronic meeting where votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”. Voting by proxy can be mailed in ballot and telephone, electronic or other communication facility.
    - (B) The Chair shall have a vote (but shall not have a second vote) and if there is an equality of votes, the motion is lost.
  - (ii) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
  - (iii) Minutes shall be recorded for all meetings of the Corporation.

### **ARTICLE 3 BOARD OF DIRECTORS**

#### **Section 3.1 BOARD COMPOSITION**

- a) At any time the minimum number of Directors shall be nine (9) and the maximum number of directors shall be eleven (11), and further, the number of Directors is, at any time, the number within the minimum and maximum determined from time to time by ordinary resolution the Directors. Until changed in accordance with this section, the number of Directors shall be eleven (11). No decrease in the number of Directors will shorten the term of an incumbent Director.
- b) Subject to Section 3.7b), the Directors shall be elected by the Members of the Corporation in accordance with nominating criteria established by the Board and where such nomination has been approved at a meeting of the Board prior to election by the Members at the Annual Meeting

#### **Section 3.2 RIGHT OF ATTENDANCE**

- a) The Chief Executive Officer 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.

#### **Section 3.3 TERM OF DIRECTORS.**

- a) The Directors of the Corporation elected pursuant to Section 3.1(b) shall hold office for a term of three (3) years or until the next annual meeting following the expiry of three years from the date of that director's election.

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<sup>18</sup> S. 171

- b) No Director elected pursuant to section 3.1(b) shall be elected for more terms than will constitute nine (9) consecutive years of services, except by special resolution of the members. Following a break in continuous service of at least one (1) year, an individual may be re-elected a director.
- c) Section 3.3b) shall not apply so as to prevent any person who has been elected Chair succeeding to the office of Chair or to continue to serve for the remainder of their term.
- d) Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

**Section 3.4            QUALIFICATIONS OF DIRECTORS**

- a) The following persons are disqualified from being a Director:<sup>19</sup>
  - (i) Anyone who is less than eighteen (18) years of age;
  - (ii) Anyone who has been declared incapable by a court in Canada or in another country;
  - (iii) A person who is not an individual; and
  - (iv) A person who has the status of a bankrupt.

**Section 3.5            ATTENDANCE AT MEETINGS**

- a) The Board shall establish a policy for the minimum attendance by a Director at meetings of the Board, and, if applicable, committees of the Board established pursuant to Section 5.1.
- b) A Director shall attend meetings of the Board and, if applicable, committees of the Board established pursuant to Section 5.1, in accordance with the Board policy.

**Section 3.6            RESIGNATION BY A DIRECTOR**

- a) A Director may resign his or her office by communicating in writing to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

**Section 3.7            VACANCY**

- a) The office of a Director shall automatically be vacated if the Director:
  - (i) resigns pursuant to Section 3.6;
  - (ii) dies;
  - (iii) does not meet the qualifications set out in Section 3.4; or

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<sup>19</sup> S. 126

- (iv) is removed in accordance with the Act.<sup>20</sup>
- b) If a vacancy occurs for any reason the Board shall as soon as possible elect a person to fill the vacancy

**Section 3.8 RESPONSIBILITIES OF THE BOARD**

- a) The Board shall be responsible for the governance and management of the affairs of the Corporation.
- b) The Board shall be responsible, without limitation, as follows:
  - (i) to establish and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services;
  - (ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
  - (iii) to establish procedures for monitoring compliance with these By-laws and applicable legislation;
  - (iv) to establish policies which will provide the framework for the management and operation of the Corporation;
  - (v) to establish the selection process for the engagement of a Chief Executive Officer and to hire the Chief Executive Officer in accordance with the process;
  - (vi) annually to conduct the Chief Executive Officer's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
  - (vii) to delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Corporation, except powers to do anything referred to in subsection 138(2) of the Act, and require accountability to the Board;
  - (viii) at any time to revoke or suspend the appointment of the Chief Executive Officer;
  - (ix) to oversee the performance of finance, audit and investment activities of the Corporation, to meet with the external Auditor at least once a year, to approve the annual budget for the Corporation and to approve the financial statements and to report to the Members on the finance, audit and investment activities of the Board during each reporting period; and

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<sup>20</sup> S. 130

- (x) to establish an investment policy consistent with the provisions of this By-law and monitor the control and management of these investments.

**Section 3.9 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR**

- a) Every Director shall:
  - (i) be loyal to the Corporation;
  - (ii) exercise the powers and discharge the duties of the office honestly, in good faith with a view to<sup>21</sup> the best interest of the Corporation; and
  - (iii) exercise the care<sup>22</sup>, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall, in addition to any duties as required under the Act<sup>23</sup>:
  - (i) adhere to the Corporation's mission, vision and values;
  - (ii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
  - (iii) respect and abide by Board decisions;
  - (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
  - (v) keep informed about matters relating to the Corporation;
  - (vi) participate in the annual evaluation of overall Board effectiveness; and
  - (vii) represent the Board, when requested.

**Section 3.10 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 as required by this By-law, the Act<sup>24</sup> and in a manner as set out in the Corporation's policy entitled "Procedures for Declaring and Resolving Conflict of Interest".
- b) A Conflict of Interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.

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<sup>21</sup> S. 148(1)(a)

<sup>22</sup> S. 148(1)(b)

<sup>23</sup> S. 148

<sup>24</sup> S. 141

- c) The declaration of an actual or potential Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised if the Director is present at such meeting.
- d) If the Director (or his or her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised or if the Director was not present at the Board meeting at which such contract, transaction, matter or decision was first raised, the Director shall make a declaration of a Conflict of Interest at the next Board meeting.
- e) In the case of an existing contract, transaction, matter or decision the declaration of a Conflict of Interest shall be made at the first meeting of the Board after the member becomes a Director and becomes aware of the contract, transaction, matter or decision or the Conflict of Interest comes into being.
- f) After making such a declaration the interested Director shall only vote or be present at the vote or during the discussions or be counted in any required quorum with respect to the vote upon the direction of the Chair and in accordance with the Act<sup>25</sup>.
- g) If a Director has made a declaration of a Conflict of Interest in compliance with this By-law, the Director is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.
- h) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by this By-law, this shall be considered grounds for termination of his or her position as a Director and Member of the Corporation.
- i) 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. Where action of the Director alleged to have a Conflict of Interest, does not resolve the concern of the Director or the Board, the alleged Conflict of Interest shall be managed pursuant to the Corporation's "Procedures for Declaring and Resolving Conflict of Interest".
- j) If the Board finds that the person does not have a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- k) Every declaration of a Conflict of Interest and the nature and extent of any interest<sup>26</sup> thereof shall be recorded in the minutes of the Board.
- l) Every Director shall submit upon appointment and at least annually thereafter during their term, in a form prescribed by the Board, an acknowledgment that he/she has read and considered the "Conflict of Interest" provisions within this By-law, the Act and the Corporation's "Procedures for Declaring and Resolving Conflicts of Interest".

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<sup>25</sup> S. 141(5)

<sup>26</sup> S. 141(1)

**Section 3.11 CONFIDENTIALITY AND PUBLIC RELATIONS**

- a) Every Director and Officer shall respect the confidentiality of matters brought before the Board or before any committee or subcommittee of the Corporation. The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

**Section 3.12 INDEMNIFICATION**

- a) <sup>27</sup>The Corporation will indemnify to the fullest extent permitted by the Act (i) any Director or Officer of the Corporation, (ii) any former Director or Officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a Director or an Officer, or in a similar capacity of another entity, (iv) a member of a committee, and (iv) their respective heirs and legal representatives, against
  - (i) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity; and
  - (ii) all other costs, charges and expenses reasonably incurred that the individual sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the individual's own wilful neglect or default.
- b) Subject to the Act and other applicable law, no Director or Officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other Director, Officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his or her office.

**Section 3.13 INSURANCE**

- a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and 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, which insurance may include:
  - (i) property and public liability;

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<sup>27</sup> Section 151

- (ii) directors' and officers' insurance; and
- (iii) such other insurance as the Board sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the Board from time to time and as permitted by the Act.

**Section 3.14 MEETINGS OF THE BOARD**

a) Call and Notice

- (i) Regular Meetings of the Directors
  - (A) There shall be at least three (3) regular meetings of the Directors per annum.
  - (B) The Directors shall meet at a time, day and place as the Directors may from time to time determine.
  - (C) The Secretary of the Board shall give notice in writing of the meetings of the Board to the Directors at least seven (7) days in advance.
  - (D) A meeting of the Directors may be held without notice, immediately following the annual meeting of the Corporation.
  - (E) The declaration of the Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
  - (F) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (ii) Special Meetings of the Directors
  - (A) The Chair may call special meetings of the Directors.
  - (B) The Secretary shall call a special meeting of the Directors if four (4) Directors so request in writing.
  - (C) Notice of a special meeting of the Directors shall specify the purpose of the meeting, including any matter referred to in subsection 138(2) of the Act<sup>28</sup>, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least twenty-four (24) hours in advance of the meeting.

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<sup>28</sup> S. 136(3)

b) Chair

(i) Board meetings shall be chaired by:

(A) the Chair;

(B) the Vice-Chair if the Chair is absent or unable to act; or

(C) a Director elected by the Directors present if the Chair and Vice-Chair are both absent or unable to act.

c) Voting

(i) Business arising at any meeting of the Board shall be decided by a majority of votes of the Board provided that:

(A) Votes shall be taken by a show of hands or if so demanded by any Director, votes shall be taken by ballot, except in the case of an electronic meeting where votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”.

(B) The Chair shall have a vote (but shall not have a second vote) and if there is an equality of votes, the motion is lost.

(ii) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

(iii) Minutes shall be recorded for all meetings of the Board.

d) Quorum

(i) A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.

e) Electronic Meetings

(i) If all persons who are members of the Board consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting<sup>29</sup>, and a person participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the Chair 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

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<sup>29</sup> S. 136(7)

the persons present at such meeting otherwise require, adjourn the meeting to a date, time and place determined by the Chair.

## **ARTICLE 4 OFFICERS**

### **Section 4.1 THE OFFICERS OF THE CORPORATION**

- a) The following shall be Officers of the Corporation:
  - (i) the Chair;
  - (ii) the Vice-Chair;
  - (iii) the Chief Executive Officer;
  - (iv) the Treasurer; and
  - (v) the Secretary.
- b) The Directors shall elect a Chair of the Board from among themselves at the meeting immediately following each annual meeting of the Corporation.
- c) The Directors shall elect from among themselves a Vice-Chair of the Board, at the meeting immediately following each annual meeting of the Corporation.
- d) The Chief Executive Officer, once appointed by the Board, shall also be appointed by the Board to act as Secretary of the Corporation. The Board shall further appoint a Treasurer.
- e) No Director may serve as Chair or Vice-Chair for more than three (3) consecutive years in one office, except where the Board determines that special circumstances warrant the continuing of an incumbent in the office for an additional period which shall not exceed two (2) additional years, provided however that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed to any office.
- f) The Officers of the Corporation shall be responsible for the duties set forth in this By-law but are not necessarily required to perform such duties personally, and may delegate to others the performance of any or all such duties, further to policy established from time to time by the Board.
- g) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

### **Section 4.2 DUTIES OF EVERY OFFICER**

- a) Every Officer shall, in addition to any duties required under the Act<sup>30</sup>:

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<sup>30</sup> S. 148

- (i) be loyal to the Corporation;
- (ii) exercise the powers and discharge the duties of the office honestly, in good faith with a view to<sup>31</sup> the best interest of the Corporation; and
- (iii) exercise the care<sup>32</sup>, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Section 4.3 DUTIES OF THE OFFICERS**

a) Duties of the Chair

- (i) The Chair shall:
  - (A) preside at meetings of the Board or in his or her absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any Director appointed by the Directors at the meeting shall preside at that meeting;
  - (B) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
  - (C) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
  - (D) ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
  - (E) represent and speak on behalf of the Corporation;
  - (F) be an Ex officio member of all committees of the Board; and
  - (G) perform such other duties as may from time to time be determined by the Board.

b) Duties of the Vice-Chair

- (i) The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

c) Duties of the Treasurer

- (i) The Treasurer shall:
  - (A) report to the Board;

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<sup>31</sup> S. 148(1)(a)

<sup>32</sup> S. 148(1)(b)

- (B) oversee the management of the finances of the Corporation, and ensure that appropriate reporting mechanisms and control systems are in place, and monitor such mechanisms and systems for compliance;
  - (C) ensure that control systems for the care and custody of the funds and other financial assets of the Corporation and for making payments for all approved expenses incurred by the Corporation are in place, are functional and adequate and monitor for compliance with such systems;
  - (D) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that control systems for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
  - (E) ensure that control systems for the maintenance of books of account and accounting records are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
  - (F) review the financial results and the budget submitted to the Board and submit and recommend to the Board any changes to the budget;
  - (G) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
  - (H) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Corporation;
  - (I) review and submit to the Board for the approval of the Board each year, annual financial statements for the past year;
  - (J) ensure systems for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been paid and remitted as required by law are in place, are functional and adequate and monitor for compliance with such systems;
  - (K) where there is concern with respect to any of the above, report any such matters to the Board; and
  - (L) perform such other duties as determined by the Board.
- (ii) The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

- d) Duties of the Secretary
  - (i) The Secretary shall:
    - (A) report to the Board;
    - (B) attend meetings of Members, meetings of the Directors including closed sessions and meetings of any committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose. Minutes of all proceedings at such meetings, and shall circulate or cause to be circulated, the minutes of all such meetings to the Directors and the minutes of any committees to the members of such committees, as applicable;
    - (C) give, or cause to be given, all notices as required by this By-law of all meetings of the Corporation, the Board and its committees, if any;
    - (D) attend to correspondence of the Board;
    - (E) prepare all reports required under the Act or any other applicable law;
    - (F) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and all minutes, documents and records of the Board and its committees;
    - (G) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
    - (H) be the custodian of the seal of the Corporation; and
    - (I) perform such other duties as may from time to time be determined by the Board.

**ARTICLE 5  
COMMITTEES OF THE BOARD**

**Section 5.1 ESTABLISHMENT AND MEMBERSHIP OF COMMITTEES OF THE BOARD**

- a) Standing Committees
  - (i) There may be Standing Committees for such purposes as the Board may determine from time to time by resolution; provided, however, that no committee of the Board shall have the powers that, under the Act, a committee has no authority to exercise<sup>33</sup>. Until otherwise determined by the Board, there shall be the following Standing Committees:

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<sup>33</sup> S. 138(2)

- (A) Audit and Finance Committee;
  - (B) Governance Committee;
  - (C) Program and Planning Committee;
  - (D) Executive Committee.
- b) Additional Committees
- (i) The Board may, at any meeting, establish additional committees of the Board and appoint the chair and members of any such committee.
  - (ii) The Board shall prescribe terms of reference for, and the powers and authorities of, any committee established under Section 5.1a)(i) and this subsection.
  - (iii) The Board may by resolution dissolve any committee established under this section at any time.

**Section 5.2 PROCEDURES FOR MEETINGS OF COMMITTEES**

- a) Attendees at Meetings of Committees
- (i) Unless otherwise determined by the committee, only members of a committee of the Board, the Chair and the Secretary, may attend meetings of such committees.
  - (ii) Other than the Executive Committee, the Board may appoint additional members who are not Directors to all committees of the Board established under this article, and those persons shall be entitled to vote.
- b) Call for Meetings of Committees
- (i) Meetings of committees of the Board shall be held at the call of the Chair, the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.
- c) Voting at Meetings of Committees
- (i) Business arising at any meeting of a committee of the Board, shall be decided by a majority of votes, provided that:
    - (I) Votes shall be taken by a show of hands or if so demanded by any member of the committee or subcommittee, votes shall be taken by written ballot, except in the case of an electronic meeting where votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”.

- (II) The chair of the committee of the Board shall have a vote (but shall not have a second vote) and if there is an equality of votes, the motion is lost.
- d) Minutes of Meetings of Committees
  - (i) Minutes shall be recorded for all meetings of committees or subcommittees of the Board.
- e) Quorum. for Meetings of Committees
  - (i) A quorum for any meeting of a committee of the Board or subcommittee of the Board, shall be a majority of the members of the committee or subcommittee.
- f) Electronic Meetings
  - (i) If all persons who are members of a committee consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of a committee by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting<sup>34</sup>, and a person participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting; and whenever votes are required, the chair 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 members of the committee present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

## **ARTICLE 6 CHIEF EXECUTIVE OFFICER**

### **Section 6.1 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER**

- a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- b) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.
- c) The Chief Executive Officer may have such other name as the Board determines appropriate for management purposes.

### **Section 6.2 DUTIES OF THE CHIEF EXECUTIVE OFFICER**

- a) The Chief Executive Officer shall:
  - (i) be accountable to the Board;

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<sup>34</sup> S. 136(7)

- (ii) be appointed by the Board to act as Secretary;
- (iii) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (iv) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
- (v) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (vi) ensure effective human resources strategic planning and identify resource implications;
- (vii) establish an organizational structure to ensure accountability for fulfilling the mission, objectives and strategic plan of the Corporation;
- (viii) develop, recommend and foster the values, culture and philosophy of the Corporation;
- (ix) communicate with related external agencies to promote co-ordination and/or planning of local health care services;
- (x) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (xi) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (xii) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Act, the regulations there under, the By-laws of the Corporation and all other statutory and regulatory requirements;
- (xiii) attend meetings of the Board;
- (xiv) if requested by a committee of the Board, attend meetings of the committee;  
and
- (xv) perform such other duties as may be directed from time to time by the Board.

**ARTICLE 7  
BONDING**

**Section 7.1 FIDELITY INSURANCE**

- a) The Board may require that Directors, Officers and employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity of an amount approved by the Board.
- b) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

**ARTICLE 8  
INVESTMENTS**

**Section 8.1 SECURITIES AUTHORIZED BY TRUSTEE ACT**

- a) The Board may invest only in securities authorized by the Trustee Act of the Province of Ontario:
  - (i) all endowment monies bequeathed in trust to the Board;
  - (ii) monies not required for operating expenses; and notwithstanding the provisions of this section, the Board of Trustees may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed in specie.
- b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised
- c) No benefit given, devised or bequeathed in trust for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Section 13.1.

**ARTICLE 9  
SIGNING OFFICERS**

**Section 9.1 AUTHORIZED SIGNING OFFICERS**

- a) Subject to any limitations the Board may establish by resolution from time to time, any two Officers and/or Directors shall sign on behalf of the Corporation and are authorized to affix the corporate seal to all contracts, agreements, conveyances, mortgages, instruments or other documents, as may be required by law or as authorized by the Board.
- b) Except as described in Section 9.1a), Board authorization shall be obtained for any individual or group of Officers, Directors or employees prior to the execution of any contracts, agreements, conveyances, mortgages, instruments or other documents and prior to affixing the corporate seal.

## **ARTICLE 10 AUDITOR**

### **Section 10.1 AUDITOR**

- a) The Members of the Corporation shall at each annual meeting appoint an Auditor who shall not be a Director of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who meets the qualifications under the Act<sup>35</sup>, to hold office until the next annual meeting of the Corporation.
- b) The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- c) In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.
- d) The Auditor shall have the right to attend any meeting of members<sup>36</sup> of the Corporation.

## **ARTICLE 11 AMENDMENTS**

### **Section 11.1 AMENDMENTS TO BY-LAWS<sup>37</sup>**

- a) The Board may recommend to the Members, amendments to the By-laws of the Corporation from time to time, and where:
  - (i) it is intended to pass or amend the By-laws at a meeting of the Corporation, notice of such intention shall be sent by the Secretary to each Member in same the manner as provided in Section 2.2b).
  - (ii) the notice of intention required by Section 11.1a)(i) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless:
    - (A) be confirmed at a meeting of the Corporation at which all Members are present and consent to waive notice under Section 11.1a)(i); or
    - (B) be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- b) Subject to matters requiring a special resolution<sup>38</sup> and to Section 11.1a)(i), and Section 11.1(ii)(A) a By-law or an amendment to a By-law passed by the Corporation has full force and effect:

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<sup>35</sup> S. 180

<sup>36</sup> S. 162(3) and S. 187(1)

<sup>37</sup> S. 152(1) and 152(2)

<sup>38</sup> S. 197(1)

- (i) from the time the By-law is confirmed at a meeting of the Corporation pursuant to the Act; or
- (ii) from such future time as may be specified in the motion.

## **ARTICLE 12 CORPORATE SEAL AND FISCAL YEAR**

### **Section 12.1 SEAL**

- a) The seal of the Corporation shall be in the form impressed hereon.

### **Section 12.2 CORPORATE FISCAL YEAR**

- a) Unless otherwise ordered by the Board, the fiscal year of the Corporation shall be June 30.

## **ARTICLE 13 BORROWING BY-LAW**

### **Section 13.1 BORROWING**

- a) The Directors may, from time to time<sup>39</sup>,
  - (i) borrow money from a bank on the credit of the Corporation;
  - (ii) issue, sell or pledge securities of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
  - (iv) if authorized by Special Resolution, issue debentures; and
  - (v) authorize any Director, Officer or employee of the Corporation 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 Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

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<sup>39</sup> S. 28(1)

**ENACTED** as a By-Law of the Corporation and sealed with the corporate seal this **15** day of **December**, 2015.

*Karen Jackson*

Chair

*Mavis Tauter*

Secretary