

GENERAL OPERATING BY-LAW NO. 2

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GENERAL OPERATING BY-LAW NO. 2

A By-law relating generally to the transaction of the affairs of
of RisingOaks Early Learning Ontario
(a Federal Corporation)

WHEREAS the Corporation was incorporated by Letters Patent issued by the Minister of Consumer and Commercial Relations the 11th day of August 1991 under the name Owl Child Care Services of Ontario and subsequently amended by Supplementary Letters Patent dated the 13th day of January 1998, issued by the Minister of Consumer and Commercial Relations;

AND WHEREAS the Corporation has filed Articles of Continuance pursuant to the provisions of the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 in order to continue its corporate existence pursuant to such statute;

AND WHEREAS the Corporation has filed Articles of Amendment pursuant to the provisions of the *Canada Not-for-Profit Corporations Act*, S.C. 2009 in order to amend the legal name of the Corporation from Owl Child Care Services of Ontario to RisingOaks Early Learning Ontario, effective October 15, 2020;

NOW THEREFORE BE IT ENACTED that the by-laws of the Corporation be repealed and the following by-law be enacted as the General Operating By-law No. 2 of RisingOaks Early Learning Ontario (hereinafter referred to as the "Corporation").

ARTICLE 1.00 – GENERAL

1.01 Definitions

In this General Operating By-law No. 2 (hereinafter referred to as the "By-law") and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Articles**" or "**Articles of Continuance**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

- (c) “**Auditor**” means a public accountant who meets the qualifications as set out in section 180 of the Act and who has been appointed by the Membership to audit the financial statements of the Corporation in accordance with the Act and this By-law of, if permitted by the Act and so authorized by the Members, the public accountant who has been appointed to provide a review engagement;
- (d) “**Board**” means the Board of Directors of the Corporation that is elected by the Corporation’s Members and a “**Director**” means a member of the Board;
- (e) “**Board Meeting**” means a meeting of the Board;
- (f) “**By-law**” means this General Operating By-law No. 2, any amendments thereto, and any other by-laws of the Corporation intended to amend or replace this By-law herein;
- (g) “**Chair**” means the chair of the Board;
- (h) “**Committee**” means a committee or committees of the Corporation as defined in this By-law;
- (i) “**Meeting of Members**” or “**Meeting**” includes an Annual Meeting of Members or a Special Meeting of Members;
- (j) “**Members**” or “**Membership**” means the membership defined in accordance with the By-Law in Article 3.00;
- (k) “**Officer**” means such Officers as defined in Article 9.00;
- (l) “**Policy Statement**” means a policy statement adopted by the Board from time to time concerning the operations of the Corporation in the fulfilment of its charitable purposes;
- (m) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act;
- (n) “**Regulations**” means the regulations made under the Act, as amended, restated, or in effect from time to time;
- (o) “**Resolution**” means a resolution passed by a simple majority of fifty percent plus one (50% + 1) the votes cast on that resolution; and

- (p) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization, as the context dictates.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

Unless otherwise specified, any reference in these by-laws to “Days” shall mean calendar days.

Business Days shall mean days which are not a Saturday, a Sunday, or an observed statutory holiday under the laws of the Province of Ontario and the federal laws of Canada, as applicable herein.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation, or another officer authorized by the Board, shall be the custodian of the corporate seal.

1.04 Execution of Documents

Notwithstanding requirements set out in the Board’s policies, deeds, transfers, assignments, contracts, licenses, obligations, and any other instruments in writing requiring execution by the Corporation may be signed by two Officers of the Corporation.

A corporate seal need not be affixed to any contract, document, or instrument so signed and any contract, document, or instrument so signed shall be binding on the Corporation without further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom a document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law, or other document of the Corporation to be a true copy thereof.

1.05 Financial Year

The financial year end of the Corporation shall be December 31st in each year (hereinafter referred to as “Financial Year End”).

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board by Resolution from time to time designate, direct, or authorize.

1.07 Borrowing Powers

The Board may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation; and
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned, or subsequently acquired to secure any debt obligation of the Corporation.

1.08 Annual Financial Statements

The Corporation shall send to the Members a copy of the comparative annual financial statements (hereinafter referred to as “Annual Financial Statements”) and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents. Such Annual Financial Statements, or a summary must be sent to each Member within a period that is twenty-one to sixty (21 to 60) days before the day on which the Annual Meeting of Members is held.

1.09 Invalidity of any Provision of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.10 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law and any of its by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 2.00 – OBJECTS OF THE CORPORATION

2.01 Objects

The objects or purposes of the Corporation are set out in its Articles of Continuance (hereinafter referred to as the “Objects”), as may be amended from time to time in accordance with the provisions of the Act.

ARTICLE 3.00 – MEMBERSHIP

3.01 Classes of Membership

Subject to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals who meet the conditions for membership as stated in Section 3.02.

3.02 Conditions for Membership

Individuals are required to have the following qualifications to be considered for Membership:

- (a) the individual must be:
 - i. interested in furthering the Corporation’s Objects and has a child in his or her care and custody who is enrolled in at least one (1) of the Corporation’s programs; or

- ii. a Director of the Corporation;
- (b) the person is not under the age of eighteen (18) years; and
- (c) the individual has applied for and been accepted into Membership by Resolution of the Board or in such other manner as determined by the Board.

Each Member shall be entitled to receive notice of, attend, and vote at all Meetings of the Corporation and be eligible to stand for election to the Board, save and except for those Members who are also employees of the Corporation.

Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendments within this Article 3.00 of this By-law if those amendments affect the Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l), or (m) of the Act.

3.02 Membership Transferability

A Member may only transfer her or his Membership to the Corporation; it is not transferable to another person. Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to add, change, or delete this Section 3.03 of this By-law.

3.03 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the Meeting of Members, as well as to the Auditor by the following means:

- (a) by mail, courier, or personal delivery to each Member entitled to vote at the Meeting of Members and to the Auditor during a period of twenty-one to sixty (21 to 60) days before the day on which the Meeting of Members is to be held; or
- (b) by telephonic, electronic, or another communication facility to each Member entitled to vote at the Meeting of Members and to the Auditor during a period of twenty-one to thirty-five (21 to 35) days before the day on which the Meeting of Members is to be held.

Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the by-laws (including this By-law) of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

3.04 Members Calling a Meeting of Members

The Board of Directors shall call a Special Meeting of Members in accordance with section 167 of the Act, on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Directors do not call a Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Meeting of Members.

3.05 Absentee Voting at Meeting of Members

A Member who is not in attendance in person or by such other means as provided for in Section 6.06 shall have the right to vote by proxy in accordance with the provisions of Section 6.11.

ARTICLE 4.00 – MEMBERSHIP DUES AND TERMINATION

4.01 Membership Dues or Fees

There shall be such annual dues payable by Members for membership in the Corporation as determined by the Board from time to time.

4.02 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies or resigns and lodges a written notice of such resignation with the Secretary of the Corporation;
- (b) the Member is expelled or her or his membership is otherwise terminated in accordance with provisions of Section 4.04;
- (c) the Corporation is liquidated and dissolved under the Act;
- (d) the Member no longer meets the conditions of Membership as provided for in Section 3.02;
- (e) the Member fails to pay his or her child care fees, if applicable, in accordance with the policies of the Corporation and the Board, in its sole discretion, suspends, or terminates such Membership; or
- (f) the Member or the Member's child acts in a way in which his or her behaviour allows the Corporation to terminate the care of a child in accordance with the Corporation's policies.

4.03 Effect of Termination of Membership

Subject to the Articles of Continuance, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

4.04 Discipline of Members

The Board shall have authority to terminate or suspend any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles of Continuance, the by-laws (including this By-law), and/or the written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard for the Corporation's Objects.

In the event that the Board determines that a Member should be suspended or expelled from Membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion.

The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation.

If written submissions are received in accordance with this Section 4.04, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Irrespective of the above, termination pursuant to Sections 4.02(e) and (f) may, at the Board's discretion, be immediate and the above notice is not required.

ARTICLE 5.00 – PROPOSALS

5.01 Proposals Nominating Directors at Annual Meeting of Members

Subject to the Regulations, any proposal may include nominations for the election of Directors if the proposal is signed by not less than five percent (5%) of Members entitled to vote at the Annual Meeting of Members at which the proposal is to be presented and the individual meets the qualifications for a director as outlined in Section 7.02 of this By-law.

5.02 Specific Standards for Submission of Proposals

The provisions of section 163 of the Act shall apply to any proposal. Rights with respect to proposals do not apply if the proposal does not relate in a significant way to the affairs of the Corporation, if it is to address a personal claim or grievance, or if it falls within the other exceptions set out in subsection 163(6) of the Act. The proposals must be submitted to the Corporation for inclusion in the notice of the Annual Meeting of Members within a period that is ninety to one hundred fifty (90 to 150) days before the anniversary of the previous Annual Meeting of Members.

5.03 Cost of Publishing Proposals for Annual Meeting of Members

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of the Meeting contemplated in Section 5.01 at which the proposal is to be presented unless otherwise provided by a Resolution of the Members present at the Annual Meeting of Members.

ARTICLE 6.00 – MEETINGS OF MEMBERS

6.01 Time and Place of Meetings of Members

Subject to compliance with section 159 of the Act, Meetings of Members shall be held at such time and place in Canada as determined by the Board.

6.02 Persons Entitled to be Present Meetings of Members

The only persons entitled to be present at a Meeting of Members shall be the Members, the Directors, the Auditor of the Corporation, and such other persons who are entitled or required under any provision of the Act, Articles of Continuance, or by-laws of the Corporation (including this By-law) to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members at the direction of the Board or by Resolution of the Members.

6.03 Chair of Meetings of Members

In the event that the Chair of the Board and the Vice Chair of the Board are absent, the Members who are present and entitled to vote at the Meeting of Members shall choose another Director to chair the Meeting.

6.04 Quorum at Meetings of Members

A quorum at any Meeting of Members shall be twenty (20) of the Members of the Corporation entitled to vote present in person or represented by proxy at the Meeting of Members, unless there are only thirty (30) Member of the Corporation or less in total which case a quorum at said Meeting of Members shall be 50% + one (1) of the Members of the Corporation entitled to vote.

If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the Meeting of Members. In the event a quorum is not present at the beginning of the Meeting of Members, a majority of those in attendance may establish another date and time for another Meeting of Members to be held.

6.05 Votes to Govern at Meetings of Members

At any Meeting of Members, every question shall, unless otherwise provided by the Articles of Continuance, By-law, all by-laws of the Corporation, or by the Act, be determined by a majority of the votes cast on the questions. The Chair shall have the right to vote and shall cast a vote on the initial calling of the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of may, at his or her discretion, exercise a second (2nd) or casting vote.

6.06 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such Meeting may participate in the Meeting of Members by means of such telephonic, electronic, or other communication facility in the manner provided by the Act such that the procedure enables the votes to be gathered in a manner that allows for subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

6.07 A person participating in a Meeting of Members by such means is deemed to be present at said Meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this Article 6.00 who is entitled to vote at that Meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

6.08 Meetings of Members Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the Meeting of Members shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the said Meeting if said Directors or Members agree unanimously.

6.09 Annual Meeting of Members

There shall be an Annual Meeting of Members at such time and place as determined pursuant to Section 6.01 to be no later than fifteen (15) months after the last preceding Annual Meeting of Members and, in any event, not later than six (6) months after the end of the Corporation's preceding Financial Year End. The purpose of the Annual Meeting of Members will be to do the following:

- (a) receive necessary reports from the Officers, the Board, and committees of the Board;
- (b) review and approve the financial statements for the immediately preceding year, including the Annual Financial Statement;
- (c) appoint the Auditor(s) for the upcoming year;
- (d) elect Directors to the Board as required for the next financial year; and
- (e) transact any other necessary business.

6.10 Special Meeting of Members

At the request of the Board, the Chair or the Vice Chair of the Board, or upon the request of the Members in accordance with Section 3.05, another Special Meeting of Members shall be called and convened with notice of any such Meeting being provided in accordance with this By-law.

6.11 Proxy Votes

A Member not in attendance at a Meeting of Members shall be entitled to vote by appointing in writing a proxy holder who is not required to be a Member of the Corporation to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy. The use of a proxy shall be subject to the provisions of the Act and the Regulations pursuant to the Act. A proxy holder may not be an employee of the Corporation. A proxy holder shall not act on behalf of more than five (5) Members; however, if the proxy holder is an Officer of the Corporation then that proxy holder may be the proxy holder of up to twenty-five (25) proxies.

ARTICLE 7.00 – BOARD OF DIRECTORS

7.01 Number of Directors and Quorum

The Board shall consist of the number of Directors which are specified in the Articles of Continuance. If the Articles provide for a minimum and maximum number of Directors, then the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Resolution or, if the Resolution empowers the Directors to determine the number, by Resolution of the Board. The minimum number of Directors may not be fewer than five (5), at least two (2) of whom are not Officers or employees of the Corporation.

A simple majority being fifty percent plus one (50% + 1), with at least one (1) Director whom is also an Officer of the Corporation, must be present to form a quorum for a meeting of the Board as determined by the Directors present in person or in attendance electronically if so permitted pursuant to Section 7.09.

7.02 Qualifications of Directors

Each Director shall:

- (a) be an individual who has interest in furthering the Corporation's Objects and be able to meet all the qualifications of Membership as are set out in Section 3.02 of this By-law;
- (b) have been screened and found to be acceptable in accordance with the screening processes and/or policies of the Corporation which are in use, force, and effect from time to time;
- (c) not be an "ineligible individual" as defined in the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.), s. 149.1; and
- (d) not be an undischarged bankrupt.

7.03 Election and Term of Office of Directors

Directors shall serve for one (1) term of two (2) years. For greater certainty, each Director shall be elected to hold his or her office until the second (2nd) Annual Meeting of Members after which she or he has been so elected or until her or his successor has been duly elected to replace her or him in accordance with this By-law.

At the first election of Directors, following the approval of this By-law, one-half (1/2) of the Directors shall be elected for a two-year term and one-half (1/2) of the Directors shall be elected for a one (1) year term. Thereafter, newly elected directors shall be elected for two (2) year terms.

Subject to the provisions of this By-law, at each Annual Meeting of Members, such number of Directors necessary to fill any vacancies on the Board shall be elected to hold office for a term expiring not later than the close of the second (2nd) Annual Meeting of Members following the election.

7.04 Consecutive Terms

A Director shall be entitled to serve for three (3) full consecutive two (2) year terms and, upon the expiration of which, the Director shall not be eligible for re-election until such person has been absent from the Board for one (1) year.

7.05 Suspension and Termination of Directors

Suspension

The Board, in its absolute and sole discretion, may immediately suspend a Director pending investigation if the Board discovers that a Director may reasonably not comply with its record checking policies, which are in use, force, and effect from time to time, and more specifically, if said Director was required to produce a Vulnerable Sector Check or an Offense Declaration on the effective date of the suspension.

Immediate Termination

A Director shall immediately cease to be a Director if:

- (a) at a Special Meeting of Members, a Resolution is passed with two-thirds (2/3) of the Members present at the said Meeting that she or he be removed from office;

- (b) a Director has resigned his or her office by delivering a written resignation to the Secretary of the Corporation;
- (c) a Director fails to produce a Vulnerable Sector Check or an Offence Declaration that is in compliance with the Corporation's policy or policies for Directors, which are in use, force, and effect from time to time;
- (d) she or he is found by a Canadian court to be of unsound mind and/or without capacity to make decisions for his or herself;
- (e) he or she becomes bankrupt or suspends payment or compounds with his or her creditors, or otherwise becomes an "ineligible individual" within the meaning the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.), s. 149.1; or
- (f) upon death.

Discretionary Termination

If a Director is absent for three (3) meetings of the Board in a twelve (12) month period, then the Board has the discretion to deem the Director to have resigned from his or her position as a Director of the Board effective immediately. If in its discretion, the Board does not deem the Director to have resigned after being absent for three (3) meetings of the Board in a twelve (12) month period, then the Board has the option at its sole discretion to revisit this decision if the same Director misses any further meetings past three (3) missed meetings in a twelve (12) month period at each further meeting which this same Director is absent for a meeting of the Board.

7.06 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from among qualified individuals who meet the qualification for Membership as outlined in Section 3.02 and the qualifications of Directors outlined in Section 7.02.

If no quorum of Directors exists, then the remaining Directors shall forthwith call a Meeting of Members to fill the vacancies on the Board. If the number of Directors is increased between the terms due to filling a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

If the Board appoints a Director to fill a vacancy, then the Director so appointed shall, in accordance with subsection 132(6) of the Act, fill such position until the end of the unexpired term.

7.07 Calling Board Meetings

Board Meetings shall be convened by the Chair of the Board, the Vice Chair of the Board, or any two (2) Directors at such time and place as in the notice convening the Board Meeting which is compliance with the Act.

7.08 Notice of Board Meetings

Notice of the time and place for the holding of a Board Meeting shall be given to every Director of the Corporation not less than seven (7) days before the time when the Board Meeting is to be held by one (1) of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with sections 128 or 134 of the Act;
- (b) mailed by prepaid ordinary mail to the Director's address as set out in (a);
- (c) by telephonic, electronic, or other communication facility at the Director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

Notice of a Board Meeting shall not be necessary if all of the Directors are present, and not one objects to the holding of the Board Meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such Board Meeting.

Notice of an adjourned Board Meeting is not required if the time and place of the adjourned Board Meeting is announced at the original Board Meeting. Unless this By-law otherwise provides, no notice of a Board Meeting need specify the purpose or the business to be transacted at the Board Meeting except that a notice of a Board Meeting to Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the Board Meeting. Subsection 138(2) sets out restrictions on the powers of a managing Director or a Committee of Directors, if so appointed by the Board.

No error or omission in giving notice in accordance with this Section 7.08 for a Board Meeting shall invalidate such a Board Meeting.

7.09 Meetings by Electronic Means

If a quorum of the Directors of the Corporation consent thereto generally or in respect of a particular Board Meeting, a Director may participate in a Board Meeting or of a Committee of the Board by means of such conference telephone or

other communications facilities as permit all persons participating in the Board Meeting by such means is deemed to be present at the Board Meeting.

7.10 Resolution Passed Outside of Board Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board Meeting or Committee of Directors, is as valid as if it had been passed at a Board Meeting or Committee of Directors.

7.11 Regular Board Meetings

The Board may appoint a day or days in any month or months for regular Board Meetings at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular Board Meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular Board Meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.12 Votes to Govern at Board Meetings

At all Board Meetings, every question shall be decided by a simple majority of fifty percent plus one (50% + 1) the votes cast on the question. Each Director shall have one (1) vote. In case of an equality of votes, the Board Chair shall have a second (2nd) or casting vote.

7.13 No Remuneration or Benefits for Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable out of pocket expenses incurred in the performance of his or her duties.

7.14 Timing of Retirement of Directors

A retiring Director shall remain in office until the dissolution or adjournment of the Board Meeting at which such Director's retirement is accepted.

7.15 Indemnification of Directors

Every Director and Officer of the Corporation and such Director's or Officer's heirs, executors, and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- (a) all costs, charges, and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against her or him or for in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by such Director or Officer in or about the execution of the duties of such Director's or Officer's office; and
- (b) all other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affair thereof, except the costs, charges, or expenses occasioned by such Director's or Officer's own willful neglect or default.

7.16 Protection of Directors and Officers

No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director, officer, Officer, or employee or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm, or corporation with whom or which any moneys, securities, or effects shall be lodged or deposited or for any loss, damage, or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wrongful and willful act, or through such person's own wrongful and willful neglect or default.

7.17 Responsibility for Duties or Responsibilities

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

7.18 Conflict of Interest

No Director or Officer shall place him or herself in a position where there is a conflict of interest between her or his duties as a Director or Officer and his or her other interests. Every Director or Officer who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction, or arrangement with the Corporation or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" being defined as spouse, father, mother, child, brother, sister, or spouse of such family members of the Director or Officer) or by the involvement of his partner, business associate, or corporation that the Director or Officer is involved with as either a director, shareholder, officer, employee, or agent, then such Director or Officer shall declare her or his conflict of interest fully as per the Board's policy on the same.

7.19 Insurance

The Corporation shall acquire and maintain Director's and Officer's Liability insurance coverage of not less than \$2,000,000.00 of coverage per claim which includes, or does not otherwise exclude, insurance coverage for the Corporation and its Directors and Officers, including any employees, committees, or volunteers acting under the Corporation's direction, for actual or alleged negligent acts, omissions, errors, or breaches of its/their fiduciary duties.

7.20 Professional Assistance

The Board may employ the professional services of legal, accounting, or other professionals to fulfill its obligations and exercise its rights as outlined the Corporation's constating documents and this By-law.

ARTICLE 8.00 - COMMITTEES

8.01 Committees of the Board of Directors

The Board may from time to time appoint such standing committees, ad hoc committees, and/or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee member may be removed by Resolution of the Board of Directors. The Board is fully responsible for all Committees.

8.02 Nominating Committee and Elections for Directors

The nominating committee, comprised of the Chair and other Directors as determined by the Board, (hereinafter referred to as the “Nominating Committee”) shall inform the Members that an election for Directors will occur at least ninety (90) days prior to the Annual Meeting of Members where the election is to occur.

Applications are submitted by interested Members and non-members who meet the qualifications for Directors in Section 7.02. Successful applicants shall be placed on the Board-recommended slate of nominee(s) for election to the Board of Directors.

The Nominating Committee shall present to the Membership the Board-recommended slate of nominee(s) for election to the Board of Directors at least twenty-one (21) days prior to the scheduled election.

8.03 Votes at Elections for Directors

The persons with the highest number of votes in a descending order shall fill any vacancies of Directors required to be filled at the time of the election. In the event of a tie of said vote, a second (2nd) vote shall be held by the Membership to break the tie.

ARTICLE 9.00 – OFFICERS

9.01 Officers

The Officers of the Corporation shall be Chair, Vice Chair, Secretary, Treasurer, and such other Officers as deemed necessary by the Board. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person. All Officers and candidates to become Officers must be Members of the Corporation in good standing.

9.02 Description of Offices and Election/Appointment

The Officers of the Corporation, shall have the following duties and powers associated with their positions:

- (a) **Chair** – The Chair of the Corporation shall preside at all Board Meetings and Meetings of Members, shall decide all questions of order in accordance with Roberta’s Rules of Order or such other rules of order as established from time to time by the Board. If the Chair is unable to carry out these duties, then the Vice Chair shall do so. If both the Chair and Vice Chair are unable to carry out

these duties, then the Board shall appoint one of its Board Members to temporarily act as Chair.

The annual term of office of the Chair shall end at the end of the first Board Meeting following the Annual Meeting of Members. Upon the expiration of the Chair's term of office the Vice Chair shall become the Chair.

- (b) **Vice Chair** – The Vice Chair shall be appointed each year by the Board at the first Board Meeting following the Annual Meeting of Members. The Vice Chair shall be elected from among the Directors elected at the Annual Meeting of Members and those Directors continuing in office provided the Vice Chair shall not be the Secretary or Treasurer of the Corporation. His or her term as Vice Chair shall commence at the end of said Board Meeting where she or he is appointed.

Upon the expiry of the term of office of the Chair or in case the office of Chair shall become vacant by death, resignation, or otherwise, or in case of the absence of the Chair, or his or her inability to discharge the duties of his office, the Vice Chair shall become the Chair.

- (c) **Secretary** – The Secretary of the Corporation shall be appointed by the Directors elected at the Annual Meeting of Members and those Directors continuing in office, provided the Secretary shall not be the Chair or Vice Chair of the Corporation. His or her term shall commence at the end of the first Board Meeting following the Annual Meeting of the Members and he or she shall serve for one (1) year as Secretary.

The Secretary – or the Executive Director if directed by the Board – shall keep the minutes of all Meetings of Members and Board Meetings in books, software, or the like provided for that purpose. She or he shall attend to the giving and receiving of all notices of the Corporation. He or she shall certify documents issued by the Corporation. She or he shall have charge of the Membership list, and all such books, software, or other shall at all reasonable times be open to the inspection of any Director by application at his or her office. He or she shall perform such other and further duties as may from time to time be delegated to her or him by the Board of Directors. The Secretary shall, with the help of the Corporation's office staff, prepare and keep minutes of the proceedings of the Meetings of Members and Board Meetings.

- (d) **Treasurer** – The Treasurer of the Corporation shall also be appointed by the Directors elected at the Annual Meeting of Members and those Directors continuing in office provided the Treasurer shall not be the Chair or Vice Chair of the Corporation. His or her term shall commence at the end of the first Board Meeting following the Annual Meeting of the Members and he or she shall serve for one (1) year as Treasurer.

The Treasurer – or other officer as directed by the Board – shall have custody and keep account of all money, funds, and property of the Corporation, unless otherwise determined by the Board of Directors and he or she shall render such accounts and present such statements to the Directors and Chair as may be required by her or him. He or she shall deposit all funds of the Corporation which may come into her or his hands in such bank or banks as the Board of Directors may designate. He or she shall keep all accounts in the name of the Corporation and shall exhibit his or her books and accounts, at all reasonable times, to any Director upon the application at the registered office of the Corporation during business hours. He or she shall pay out money as the business may require upon the order of the properly constituted Officer or Officers, taking proper vouchers thereof, provided, however, the Board of Directors shall have power by Resolution to delegate any of the duties of the Treasurer to other Officers, and to provide by what Officers, if any, all bills, notes, cheques, vouchers, orders, or other instruments shall be countersigned. He or she shall make an Annual Financial Statement report available to each Member at, or prior to, the Annual Meeting of Members. She or he shall perform, in addition, such other duties as may be delegated him or her by the Board of Directors. The Treasurer shall, with the help of the Corporation's office staff, prepare and keep all books and financial records of the Corporation as required by Parliament as directed by the Act and all relevant legislation.

- (e) **Executive Director** –The Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. His or her performance shall be reviewed annually in accordance with Board policy.

9.03 Additional Officer Provisions

Save and except as otherwise provided for herein, the Officers shall serve for a term of one (1) year which shall end at the end of the first Board Meeting following the Annual Meeting of Members.

9.04 Vacancy in Office

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

- (a) the Officer's successor being appointed;

- (b) the Officer's resignation;
- (c) such Officer ceases being a Director (if a necessary qualification of appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE 10.00 – NOTICES

10.01 Method of Giving Any Notice

Any notice (which term includes any communication or document) to be given (which term includes being sent, delivered, or served) other than a notice of a Meeting of Members or a Board Meeting pursuant to the Act, the Articles, this By-law, the by-laws, or otherwise to a Member, Director, Officer, or member of a Committee of the Board or to the Auditor shall be sufficiently given or delivered:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with sections 128 or 134 of the Act;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary mail or air mail;
- (c) if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any

Member, Director, Officer, Auditor, public accountant, or member of a Committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written, or printed or partly written, stamped, type-written, or printed.

ARTICLE 11.00 - EFFECTIVE DATE

11.01 By-laws and Effective Date

Subject to the Articles of Continuance, the Board of Directors may by Resolution make, amend, or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law amendment or repeal shall be effective from the date of the Resolution of Directors until the next Annual Meeting of Members where it may be confirmed, rejected, or amended by the Members by a Special Resolution.

If the By-law amendment or repeal is confirmed or confirmed as amended by the Members at the Annual Meeting of Members it remains effective in the form in which it was confirmed.

This Article 11.00 does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

ARTICLE 12.00 – RULES, REGULATIONS, GUIDELINES, AND POLICY STATEMENTS

12.01 Rules, Regulations, Guidelines, and Policy Statements

The Board may adopt, amend, or repeal by Resolution, rules, regulations, and/or policy statements that are not inconsistent with this By-law or the Articles relating to the management and operation of the Corporation as the Board considers appropriate.

12.02 Any rule, regulation, guideline, or policy statement adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution of the Board.

PASSED by the Corporation's Board on the 14th day of January, 2021.

Chair:

Secretary:

SANCTIONED by the Members in accordance with the Act on the 13th day of April, 2021.

Meeting Secretary
for April 13, 2021 Annual General Meeting