

BY-LAW NO. 1

A by-law relating generally to the
transaction of the business and
affairs of

YORK MILLS HEIGHTS RESIDENTS ASSOCIATION

TABLE OF CONTENTS

	Page
SECTION ONE INTERPRETATION	1
1.1 Definitions.....	1
SECTION TWO AFFAIRS OF THE CORPORATION	3
2.1 Registered Office	3
2.2 Corporate Seal.....	3
2.3 Financial Year	3
2.4 Execution of Instruments	3
2.5 Banking Arrangements	3
2.6 Community Preservation Fund	3
2.7 Voting Rights in Other Bodies Corporate.....	3
SECTION THREE DIRECTORS.....	4
3.1 Number of Directors	4
3.2 Qualification	4
3.3 Election and Term.....	4
3.4 Consent	4
3.6 Vacation of Office.....	4
3.7 Action by the Board.....	4
3.8 Meeting by Means of Electronic Communication	5
3.9 Place of Meetings.....	5
3.10 Calling of Meetings.....	5
3.11 Notice of Meeting	5
3.12 First Meeting of New Board	5
3.13 Adjourned Meeting.....	5
3.14 Regular Meetings	5
3.15 Chair.....	5
3.16 Quorum	6
3.17 Votes to Govern	6
3.18 Conflict of Interest	6
3.19 Remuneration and Expenses	6
SECTION FOUR COMMITTEES	7
4.1 Committees of the Board	7
4.2 Transaction of Business	7
4.3 Advisory Bodies.....	7
4.4 Quorum and Procedure	7
SECTION FIVE OFFICERS.....	8
5.1 Appointment	8

5.2	President and Vice-President	8
5.3	Secretary	8
5.4	Treasurer	8
5.5	Powers and Duties of Officers	8
5.6	Term of Office	8
5.7	Agents and Attorneys.....	9
5.8	Conflict of Interest	9
5.9	Remuneration and Expenses	9
SECTION SIX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS		10
6.1	Limitation of Liability.....	10
6.2	Indemnity	10
6.3	Advance of Costs	10
6.4	Limitation.....	10
6.5	Additional Circumstances	10
6.6	Insurance	11
SECTION SEVEN MEMBERS		12
7.1	Members	12
7.2	Membership Qualifications.....	12
7.3	Transfer	12
7.4	Dues	12
7.5	Termination.....	12
7.6	Resignation	12
7.7	Discipline	12
SECTION EIGHT MEETINGS OF MEMBERS.....		14
8.1	Annual Meetings	14
8.2	Special Meetings.....	14
8.3	Place of Meetings.....	14
8.4	Participation in Meeting by Electronic Means.....	14
8.5	Meeting Held by Electronic Means	14
8.6	Notice of Meetings.....	14
8.7	Meetings without Notice.....	14
8.8	Chair, Secretary and Scrutineers.....	15
8.9	Persons Entitled to be Present.....	15
8.10	Quorum	15
8.11	Right to Vote.....	15
8.12	Proxies.....	15
8.13	Votes to Govern	16
8.14	Show of Hands	16
8.15	Ballots	16
8.16	Casting Vote.....	16
8.17	Adjournment	16
8.18	Action in Writing by Members	17
SECTION NINE NOTICES		18
9.1	Method of Giving Notices	18
9.2	Computation of Time.....	18
9.3	Undelivered Notices.....	18
9.4	Omissions and Errors	18
9.5	Waiver of Notice.....	18
SECTION TEN EFFECTIVE DATE AND REPEAL		19

10.1	Effective Date	19
10.2	Repeal	19

BE IT ENACTED as By-law No. 1 of the Corporation as follows:

SECTION ONE
INTERPRETATION

1.1 **Definitions.** In the By-laws, unless the context otherwise requires:

“**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario), or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

“**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, articles of amalgamation, articles of arrangement, articles of continuance, articles of reorganization, articles of revival, letters patent or supplementary letters patent, as from time to time amended or restated.

“**Board**” means the board of directors of the Corporation.

“**By-laws**” means This By-law and all other by-laws of the Corporation from time to time in force and effect.

“**Corporation**” means the corporation deemed to be incorporated under the Act by the said certificate endorsed on the Articles, and named “York Mills Heights Residents Association”.

“**Fund**” means the Community Preservation Fund.

“**Meeting of Members**” includes an annual meeting of members and a special meeting of members.

“**Multi-Residential Building**” means a building that is used for residential purposes that has more than four self-contained units.

“**Recorded Address**” means: in the case of a member, officer, auditor or person appointed to conduct a review engagement of the Corporation, or member of a committee of the Board, the latest address (including email addresses) as recorded in the records of the Corporation; and in the case of a director, the latest address as recorded in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act* (Ontario), whichever is the more current.

“**Special Meeting of Members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.

“**This By-law**” means this By-law No. 1 of the Corporation.

“**York Mills Heights**” means the geographical portion of the City of Toronto from: (i) the south boundary of Highway 401; (ii) the west boundary of the Don Valley Golf Course; (iii) the rear property lines of properties fronting on the east side of Mason Boulevard; (iv) the rear property lines of the properties fronting on McGlashan Court and Eastview Crescent; (v) the rear property lines of the properties fronting on the south side of Brooke Avenue; and (vi) the east boundary of Yonge Boulevard.

Except as provided above, words and expressions defined in the Act have the same meanings when used in This By-law. Words importing the singular number include the plural and vice versa. Words importing a person include an individual, sole proprietorship, partnership, unincorporated association,

unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

SECTION TWO

AFFAIRS OF THE CORPORATION

2.1 **Registered Office.** The registered office of the Corporation shall be in the municipality or geographic township within Ontario initially specified in its Articles and thereafter as the members may from time to time determine by special resolution and at such location within such municipality or township as the Board may from time to time determine.

2.2 **Corporate Seal.** The Corporation may, but need not, adopt a corporate seal and if one is adopted it shall be in a form approved from time to time by the Board.

2.3 **Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the last day of August in each year, provided that the Board may change the financial year end to December 31 upon receiving approval to do so from the Canada Revenue Agency.

2.4 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any one of the President, the Vice-President and the Secretary or by any two directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal, if any, to any instrument requiring the seal.

2.5 **Banking Arrangements.** The banking business of the Corporation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

2.6 **Community Preservation Fund.** There shall be a Community Preservation Fund (the “**Fund**”), whose purpose shall be to assist the Corporation in preserving the character of the York Mills Heights neighbourhood including furthering the objects of the Corporation as set out in the Articles of Amendment for the Corporation. The Board may determine by resolution from time to time additional sums of money to be contributed to the Fund. The Community Preservation Fund shall be invested as may be authorized from time to time by the Board. The Board may from time to time by ordinary resolution authorize expenditure in any financial year of up to ten percent (10%) of monies in the Fund for the purposes described herein. Any other expenditures require approval by a resolution approved by two-thirds of members voting at a Meeting of Members.

2.7 **Voting Rights in Other Bodies Corporate.** The signing officers of the Corporation under Section 2.4 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for them. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE

DIRECTORS

3.1 **Number of Directors.** Until changed in accordance with the Act, the Board shall consist of not fewer than the minimum number, which shall not be lower than three, and not more than the maximum number of directors, in each case as provided in the Articles.

3.2 **Qualification.** No person shall be qualified for election as a director if such person is less than 18 years of age, has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt. A director need not be a member (given that, for example, another family member may be the registered owner of the director's residence, and therefore the member as provided for in Section 7.2(b)), but shall be a resident of the Area.

3.3 **Election and Term.** The election of directors shall take place at each annual Meeting of Members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. Subject to the Act, the number of directors to be elected at any such Meeting of Members shall be the number of directors determined from time to time by resolution of the Board. The Board may propose a slate of members to be elected as directors at the annual Meeting of Members. If the members adopt an amendment to the Articles to increase the maximum number of directors, the members may, at the Meeting of Members at which they adopt the amendment, elect by ordinary resolution the additional number of directors authorized by the amendment. In the event that the number of nominees for election as a director of the Corporation at an annual Meeting of Members exceeds the number nominated by the existing Board (the "**Number To Be Elected**"), then the election of directors shall proceed by voting for each nominee on an individual basis, and the number of nominees equal to the Number To Be Elected receiving the highest number of votes for their election at the meeting shall be elected. Nomination of any eligible individual for election as a director at an Annual Meeting by any Member (other than the slate of members proposed by the Board) shall be provided in writing to the President and the Secretary of the Corporation within ten (10) days after the giving of the notice of the Annual Meeting. The members of the Corporation may, by ordinary resolution passed at a general or special meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of that person's term failing which it may be filled by the Board. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.4 **Consent.** No person shall hold office as a director unless such person consents in writing to hold office as a director as required by the Act.

3.5 **Vacation of Office.** A director ceases to hold office on the earlier of (i) the director's death, (ii) the removal of the director from office by the members, (iii) the director becoming disqualified for election as a director, and (iv) receipt of a written resignation of the director by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board.

3.6 **Action by the Board.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting (subject to Section 3.8) at which a quorum is present by resolution approved by a majority of the directors present entitled to vote on that resolution, or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

3.7 **Meeting by Means of Electronic Communication.** If all the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by telephone or electronic or means that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

3.8 **Place of Meetings.** Meetings of the Board may be held at any place in or outside Ontario.

3.9 **Calling of Meetings.** Meetings of the Board shall be held from time to time at such time and at such place as the Board, any one of the President or the Vice-President, or any two directors may determine.

3.10 **Notice of Meeting.** Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section Nine to each director (a) not less than one day before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, email or other electronic means, or (b) not less than five days before the time when the meeting is to be held if the notice is mailed. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

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

3.11 **First Meeting of New Board.** Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

3.12 **Adjourned Meeting.** Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

3.13 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of or the business to be transacted at such meeting to be specified.

3.14 **Chair.** The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: the President or the Vice-President. If no such officer is present, the directors present shall choose one of such directors to be chair.

3.15 **Quorum.** The quorum for the transaction of business at any meeting of the Board shall consist of two-fifths of the directors or such greater number of directors as the Board may from time to time determine. No person shall act for an absent director at a meeting of the Board.

3.16 **Votes to Govern.** At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

3.17 **Conflict of Interest.** A director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose to the Corporation the nature and extent of that interest at the time and in the manner provided by the Act. Such a director shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction except as provided by the Act. If no quorum exists for the purpose of voting on such a resolution only because a director is not permitted to be present at the meeting, the remaining directors shall be deemed to constitute a quorum for the purposes of voting on the resolution. Except as provided by the Act, if all of the directors are required to make disclosure under this section, the contract or transaction may only be approved by the members.

3.18 **Remuneration and Expenses.** Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position, provided that a director may be reimbursed for reasonable expenses incurred in the performance of the director's duties as such subject to reasonable documentation being provided to either (i) the Board or (ii) one of the President or the Vice-President and the Treasurer. Nothing in This By-law shall preclude any director from serving the Corporation in any other capacity and receiving reasonable remuneration therefor, in each case as approved by the Board.

SECTION FOUR

COMMITTEES

4.1 **Committees of the Board.** The Board may appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise.

4.2 **Transaction of Business.** The powers of a committee of the Board may be exercised by a meeting at which a quorum (as referenced in Section 4.4) is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of such committee. Meetings of such committee may be held at any place in or outside Ontario.

4.3 **Advisory Bodies.** The Board may from time to time appoint such advisory bodies as it may deem advisable.

4.4 **Quorum and Procedure.** Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than two-fifths of its members, to elect its chair and to regulate its procedure.

SECTION FIVE

OFFICERS

5.1 **Appointment.** The Board may from time to time appoint a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. A person may hold more than one office, except the offices of President and Vice-President, if one is appointed. The Board may specify the duties of and, in accordance with This By law and subject to the Act, delegate to such officers powers to manage the activities and affairs of the Corporation, except those which pertain to items which, under the Act, an officer has no authority to exercise. An officer other than the President, Vice-President, Secretary and Treasurer may but need not be a director. An officer need not be a member (given that, for example, another family member may be the registered owner of the officer's residence, and therefore the member as provided for in Section 7.2(b)), but shall be a resident of the Area.

5.2 **President and Vice-President.** The President shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, if any, and, if the Vice-President or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

5.3 **Secretary.** The Secretary, if in attendance, shall be the secretary of meetings of the Board, members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. If the Secretary is not present at a meeting, the chair of the meeting shall appoint another director to take minutes of that meeting. The Secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors or persons appointed to conduct a review engagement of the Corporation, and members of committees of the Board. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as may be specified by the Board.

5.4 **Treasurer.** The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation under the direction of the Board. The Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board.

5.5 **Powers and Duties of Officers.** The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.

5.6 **Term of Office.** The Board, in its discretion, may remove any officer of the Corporation. Each officer appointed by the Board shall hold office until the earlier of (i) the officer's death, (ii) the removal of the officer from office by the Board or the appointment of a successor by the Board, (iii) the officer becoming disqualified for appointment as an officer, and (iv) receipt of a written resignation of the officer by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

5.7 **Agents and Attorneys.** The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Ontario with such powers (including the power to sub-delegate) of management, administration or otherwise as the Board thinks fit.

5.8 **Conflict of Interest.** An officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose to the Corporation the nature and extent of that interest at the time and in the manner provided by the Act.

5.9 **Remuneration and Expenses.** Officers shall serve without remuneration and no officer shall directly or indirectly receive any profit from such position, provided that an officer may be reimbursed for reasonable expenses incurred in the performance of the officer's duties as such subject to reasonable documentation being provided to either (i) the Board or (ii) one of the President or the Vice-President and the Treasurer. Nothing in This By-law shall preclude any officer from serving the Corporation in any other capacity and receiving reasonable remuneration therefor, in each case as approved by the Board.

SECTION SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 **Limitation of Liability.** All directors and officers of the Corporation in exercising their powers and discharging their duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a director or an officer under the Act or otherwise, no director or officer shall be liable for:

- (a) the acts, omissions, failures, neglects or defaults of any other director, officer or employee;
- (b) 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;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
- (d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;
- (e) any loss, damage or expense arising from any error of judgment or oversight on the part of such director or officer; or
- (f) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

6.2 **Indemnity.** Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against 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 action or proceeding in which the individual is involved because of that association with the Corporation or such other entity.

6.3 **Advance of Costs.** The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.2. The individual shall repay the money if the individual does not fulfil the conditions of Section 6.4.

6.4 **Limitation.** The Corporation shall not indemnify an individual under Section 6.2 unless (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

6.5 **Additional Circumstances.** The Corporation shall also indemnify an individual referred to in Section 6.2 in such other circumstances as the Act or law permits or requires. Nothing in This By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of This By-law.

6.6 **Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.2 as the Board may from time to time determine.

SECTION SEVEN

MEMBERS

7.1 **Members.** Subject to the Articles, there shall be one class of members in the Corporation. Each member shall be entitled to receive notice of, and to attend all meetings of members of the Corporation.

7.2 **Membership Qualifications.** Membership shall include (i) the occupants of a residential home located in York Mills Heights, excluding occupants of any Multi-Residential Building, Loretto Abbey and the Canadian Forces College; and (ii) the non-resident registered owners of a residential home located in York Mills Heights provided they have given notice to the Corporation of their email address for the purpose of receiving notices.

7.3 **Transfer.** Membership in the Corporation is not transferable.

7.4 **Dues.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by resolution of the Board. The Secretary or designate shall notify the members of the dues or fees at any time payable by them provided that where there are more than one member in a household, only one fee shall be payable in respect of that household.

7.5 **Termination.** Membership is terminated when a member dies or resigns, ceases to fulfil the conditions of membership in such member's class, is expelled or is otherwise terminated as a member in accordance with the Articles or the By-laws, when the member's term of membership expires, or when the Corporation is dissolved, wound-up or liquidated. The rights of a member, including any rights in the property of the Corporation, cease to exist on termination of membership.

7.6 **Resignation.** A member may resign at any time by notice in writing, addressed to the Corporation at its registered office, which shall be effective upon any date or time specified in such notice, provided such date or time is on or after receipt of such notice.

7.7 **Discipline.** The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the By-laws or written policies of the Corporation;
- (b) carrying out any conduct which the Board determines in its sole discretion to be detrimental to the Corporation; or
- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of the Corporation.

The circumstances and the manner in which the power of the Board to suspend or expel a member may be exercised are as follows. In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide at least 15 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 President or such other designated officer in response to the notice received within such 15 day period. In the event that no written submissions are received by the President or such other designated officer, the President or such other designated officer 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, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 15 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.

SECTION EIGHT

MEETINGS OF MEMBERS

8.1 **Annual Meetings.** Subject to the Act, the Board shall call an annual Meeting of Members (a) not later than 18 months after the Articles of Amendment for the Corporation are passed, and (b) subsequently, not later than 15 months after holding the last preceding annual Meeting of Members but no later than six months after the end of the Corporation's preceding financial year. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual Meeting of Members, electing directors, appointing an auditor or person to conduct a review engagement or passing a special resolution to dispense with an audit or review engagement for that financial year, and for the transaction of such other business as may properly be brought before the Meeting of Members.

8.2 **Special Meetings.** The Board shall have power to call a Special Meeting of Members at any time.

8.3 **Place of Meetings.** Meetings of Members shall be held at the registered office of the Corporation or elsewhere in Ontario if the Board shall so determine.

8.4 **Participation in Meeting by Electronic Means.** Any person entitled to attend a Meeting of Members may participate in the Meeting of Members and, if eligible, vote, by telephonic or electronic means, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be verified as having been made by members entitled to vote, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

8.5 **Meeting Held by Electronic Means.** If the directors or the members of a 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, entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the Meeting of Members.

8.6 **Notice of Meetings.** Notice in writing of the time and place of each Meeting of Members shall be given to each director, to the auditor or the person appointed to conduct a review engagement of the Corporation, if any, and to each member who at the close of business on the day immediately before the day on which notice is given is entered in the register of members of the Corporation to each such member that has provided an email address to the Corporation by sending the notice by email or other electronic communication, in each case not less than 10 days and not more than 50 days before the date of the Meeting of Members. Notice of a meeting may also be posted on the Corporation's website. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and the audit or review engagement report, an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, election of directors and reappointment of the incumbent auditor or person appointed to conduct a review engagement, if any, shall state the nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than 30 days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

8.7 **Meetings without Notice.** A Meeting of Members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such Meeting of

Members being held, and (b) if the auditor or the person appointed to conduct a review engagement of the Corporation, if any, and the directors are present and waive notice of or otherwise consent to such Meeting of Members being held. At such a Meeting of Members any business may be transacted which the Corporation may transact at a Meeting of Members. If the Meeting of Members is held at a place outside Ontario, members not present or duly represented, but who have waived notice of or otherwise consented to such Meeting of Members, shall also be deemed to have consented to the Meeting of Members being held at such place.

8.8 Chair, Secretary and Scrutineers. The chair of any Meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the Meeting of Members: President, Vice-President or Treasurer. If no such officer is present within 15 minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

8.9 Persons Entitled to be Present. All members may be present at a Meeting of Members even though they may not be entitled to vote at such Meeting of Members. In addition, the directors, the auditor or the person appointed to conduct a review engagement of the corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or By-laws 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 or with consent of the Meeting of Members.

8.10 Quorum. The quorum for the transaction of business at any Meeting of Members shall be ten persons present, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a member so entitled. If a quorum is present at the opening of any Meeting of Members, the members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the members present may adjourn the Meeting of Members to a fixed time and place, but may not transact any other business.

8.11 Right to Vote. Subject to the Act and the Articles, at any Meeting of Members only one person from each household shall be entitled to vote and only if such person has paid annual dues for that financial year.

8.12 Proxies. At any Meeting of Members, members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment;
- (b) a proxy is valid only if the proxyholder shall produce and deposit with the President or the Secretary a proxy prepared and completed in accordance with the Act from the member appointing that person as the proxyholder of the member not less 48 hours, excluding Saturdays, Sundays and holidays, before the commencement of the Meeting of Members;
- (c) a member may revoke a proxy by depositing a revocation signed by the member or by their attorney:
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or

the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; or

(ii) with the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; and

(d) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the Meeting of Members by way of a show of hands.

8.13 Votes to Govern. Unless the Act, the Articles or any By-law otherwise provide, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

8.14 Show of Hands. Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded as provided in Section 8.15. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the members upon such question.

8.15 Ballots. On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the chair may require, or any member who is present and is entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon such question.

8.16 Casting Vote. In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a ballot, the chair of the Meeting of Members shall be entitled to an additional or casting vote.

8.17 Adjournment. The chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

8.18 **Action in Writing by Members.** A resolution in writing signed by all the members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

SECTION NINE

NOTICES

9.1 **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the auditor or person appointed to conduct a review engagement shall be sufficiently given:

- (a) if delivered to such person's Recorded Address;
- (b) if mailed to such person at the person's Recorded Address by prepaid mail;
- (c) if emailed to the person to whom it is to be given, at the person's email address recorded in the books and records of the Corporation; or
- (d) if sent to such person by electronic means other than email, in accordance with the *Electronic Commerce Act, 2000* (Ontario).

A notice so delivered shall be deemed to have been given when it is delivered to the Recorded Address. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and deemed received on the fifth day after it is so deposited. A notice so sent by electronic means shall be deemed to have been given when transmitted, dispatched or delivered for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or person appointed to conduct a review engagement, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

9.2 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

9.3 **Undelivered Notices.** If any notice given to a member pursuant to Section 9.1 is returned, the Corporation shall not be required to give any further notices to such member until informed in writing by the member of a new address.

9.4 **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer, auditor or person appointed to conduct a review engagement, or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

9.5 **Waiver of Notice.** Any member, director, officer, auditor or person appointed to conduct a review engagement, or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a committee of the Board which may be given in any manner.

SECTION TEN

EFFECTIVE DATE AND REPEAL

10.1 **Effective Date.** This By-law shall come into force when made by the Board in accordance with the Act.

10.2 **Repeal.** All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

This By law No. 1 was made by the directors of the Corporation on April 22, 2024 and was confirmed without variation by the members of the Corporation on June 19, 2024.

Andrew Stephenson

Andrew Stephenson
President