

GENERAL OPERATING BY-LAW NUMBER NO. 2

A By-Law relating generally
to the conduct of the affairs of
The Fellowship of Evangelical Baptist Churches in Canada - Central Region
Adopted on the 8th day of April, 2014

TABLE OF CONTENTS

		Page
ARTICLE 1	INTERPRETATION.....	1
1.1	Definitions.....	1
1.2	Canada Not-for-profit Corporations Act Terms	3
1.3	Interpretation.....	3
ARTICLE 2	STATEMENTS OF FAITH, AFFILIATION, CONDUCT CODES POLICIES (BOARD AND MEMBERS).....	4
2.1	Statement of Faith.....	4
2.2	Code of Conduct and The Fellowship By-laws	4
2.3	Affiliation.....	4
2.4	Regional Board Policies.....	4
ARTICLE 3	REGISTERED OFFICE, SEAL	5
3.1	Registered Office	5
3.2	Records at Registered Office	5
3.3	Corporate Seal.....	5
ARTICLE 4	MEMBERS	5
4.1	Membership Conditions and Votes.....	5
4.2	Membership Transferability.....	6
4.3	Discipline and Removal of Members by Directors.....	7
4.4	Membership Dues/Ministry Support Responsibility	7
4.5	Termination of Membership	7
4.6	Notification of The Fellowship.....	8
4.7	Liability of Members	8
4.8	Amendment of Members' Rights.....	8
ARTICLE 5	MEETING OF MEMBERS.....	8
5.1	Annual Meeting	8
5.2	Annual Financial Statements	9
5.3	Special Meeting	9

TABLE OF CONTENTS

(continued)

	Page
5.4 Place of Meetings.....	9
5.5 Notice of Meetings.....	9
5.6 Proposals at Annual Meetings	10
5.7 Record Date	11
5.8 Report of Member's Size	11
5.9 Appointment of Representative	11
5.10 Waiving Notice	11
5.11 Chair of Meeting.....	11
5.12 Quorum	11
5.13 Participation at Meetings by Electronic Means	12
5.14 Meeting Held by Electronic Means	12
5.15 Votes to Govern	12
5.16 Show of Hands.....	12
5.17 Ballots	13
5.18 Resolution in Lieu of Meeting	13
5.19 Adjournment	13
ARTICLE 6 DIRECTORS	13
6.1 Powers.....	13
6.2 Number	14
6.3 Qualifications.....	14
6.4 Vacancies	14
6.5 Removal of Directors.....	14
6.6 Remuneration of Directors.....	14
6.7 Responsibility for Acts	15
6.8 Term of Office	15
6.9 Elections.....	15
6.10 Ceasing to Hold Office	15
6.11 Resignation	15
6.12 Nominations.....	15
6.13 Nomination on Requirements and Forms	16
ARTICLE 7 MEETINGS OF DIRECTORS.....	16
7.1 Place of Meetings.....	16
7.2 Calling of Meetings.....	16
7.3 Notice of Meeting	16
7.4 Waiving Notice	16
7.5 First Meeting of New Regional Board.....	16
7.6 Regular Meetings	17
7.7 Quorum	17
7.8 Participation at Meeting by Telephone or Electronic Means.....	17
7.9 No Alternate Directors.....	17
7.10 Chair of the Meeting	17
7.11 Votes to Govern	17

TABLE OF CONTENTS

(continued)

	Page
7.12 Dissent at Meeting	18
7.13 Dissent of Absent Director.....	18
7.14 Resolutions in Writing.....	18
7.15 Persons Entitled to be Present.....	18
ARTICLE 8 COMMITTEE AND ADVISORY BOARDS	19
8.1 Committees and Commissions.....	19
8.2 Executive Committee.....	19
8.3 Powers of Executive Committee.....	19
8.4 Meetings of the Executive Committee.....	19
8.5 Other Directors Present.....	20
8.6 Standing Committees.....	20
8.7 Ad Hoc Committees.....	20
8.8 Audit Committee.....	20
8.9 Rules Governing Committees.....	20
ARTICLE 9 OFFICERS.....	21
9.1 Appointment	21
9.2 Description of Offices.....	21
9.3 Term of Office	22
9.4 Removing Officers.....	22
9.5 Remuneration of Officers	23
9.6 Agents and Attorneys.....	23
ARTICLE 10 CONFLICTS OF INTEREST.....	23
10.1 No Conflict of Interest Permitted.....	23
10.2 Disclosure of Interest.....	23
10.3 Director's Disclosure.....	24
10.4 Officer's Disclosure.....	24
10.5 Procedure Where Disclosure.....	24
ARTICLE 11 LIABILITY OF DIRECTORS AND OFFICERS.....	24
11.1 Duties of Directors and Officers.....	24
11.2 Directors and Officers Liability Exclusion.....	25
11.3 Indemnity of Directors and Officers.....	25
11.4 Pre-Indemnity Considerations	26
11.5 Insurance.....	26
11.6 Co-operation	27
11.7 Advances.....	27
ARTICLE 12 OPERATIONAL AND FINANCIAL MATTERS.....	27
12.1 Execution of Documents.....	27
12.2 Financial Year Determined.....	27

TABLE OF CONTENTS

(continued)

	Page
12.3 Banking Arrangements	27
12.4 Deposit of Securities	27
12.5 Borrowing	28
ARTICLE 13 PUBLIC ACCOUNTANT	28
13.1 Public Accountant	28
13.2 Review of Financial Statements	29
13.3 Vacancy in the Office of Public Accountant	29
13.4 Removal of Public Accountant	29
ARTICLE 14 NOTICES	29
14.1 Method of Giving Notices	29
14.2 Computation of Time	30
14.3 Undelivered Notices	30
14.4 Omissions and Errors	30
14.5 Waiver of Notice	30
14.6 Provision of Documents in Electronic Form	31
14.7 Where Documents to be Created in Writing	31
ARTICLE 15 BY-LAW AND ARTICLES OF INCORPORATION AMENDMENTS	31
15.1 By-Laws and Effective Date	31
15.2 Amendment of Members' Rights	32
15.3 Amendment of Articles	32
15.4 Consent of CRA Required	32
ARTICLE 16 CONTINUATION OF CANADA CORPORATION ACT CORPORATIONS	32
16.1 Repeal	32
16.2 Exception	32
16.3 Proviso	32

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Adopted on the 8th day of April, 2014

WHEREAS Letters Patent were issued by the Government of Canada pursuant to the provisions of Part II of the Canada Corporations Act R.S.C. 1970, c. C-32, on the 29th day of February, 2000, to a not-for-profit corporation under the name of ‘**THE FELLOWSHIP OF EVANGELICAL BAPTIST CHURCHES IN CANADA – CENTRAL REGION**’ (hereinafter also known as the ‘Corporation’);

AND WHEREAS the present General Operating By-Law No. 1 for the Corporation was enacted as of the date of incorporation on the 29th day of February, 2000;

AND WHEREAS it is determined necessary for the efficient and effective governance of the Corporation to be in compliance with provisions of the Canada Not-for-Profit Corporations Act S.C. 2009, to replace General Operating By-Law No. 1 with a new general operating by-law;

NOW THEREFORE BE IT ENACTED that the following General Operating By-Law No.2 shall be the governing by-law for the corporation known as ‘**THE FELLOWSHIP OF EVANGELICAL BAPTIST CHURCHES IN CANADA – CENTRAL REGION**’;

ARTICLE 1 - INTERPRETATION

1.1 Definitions

In this By-Law and all other By-Laws, policies and resolutions of the Corporation unless the context otherwise requires, the following terms shall have the meanings set out:

- (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) “**Annual Meeting**” means an annual Meeting of Members as described in section 5.1;
- (c) “**Articles**” includes Articles of Continuance, Articles of Incorporation, Articles of Amendment, or any other form of Articles provided for in the Act, as applicable;
- (d) “**By-Law**” or “**By-Laws**” means this By-Law and any other By-Law of the Corporation that may be in force;
- (e) “**Code of Conduct**” has the meaning set out in Article 2 ;

- (f) “**Commission**” means a commission established by the Regional Board pursuant to Article 8;
- (g) “**Committee**” means any Committee established by the Regional Board pursuant to Article 8;
- (h) “**Constitution**” means the Letters Patent, Supplementary Letters Patent, Articles of Continuance, By-Laws, Statement of Faith, policies and regulations of the Corporation as may be enacted and amended from time to time;
- (i) “**Corporation**” means ‘The Fellowship of Evangelical Baptist Churches in Canada - Central Region’;
- (j) “**Director**” means a member of the Regional Board;
- (k) “**Documents**”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (l) “**The Fellowship**” means ‘The Fellowship of Evangelical Baptist Churches in Canada’;
- (m) “**Meeting**” means meeting of the Regional Board or a Meeting of Members as the context requires;
- (n) “**Meeting of Members**” includes an Annual Meeting of Members or a Special Meeting of Members;
- (o) “**Member**” as capitalized, means a church who has been acknowledged or admitted as a Member in accordance with section 4.1;
- (p) “**member**” when not capitalized, means an individual who is part of the congregation of a Member church;
- (q) “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty per cent (50%) of the votes cast on that resolution;
- (r) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act;
- (s) “**Proxy**” means a delegate of a Member who shall be authorized by the Member to vote on the Members behalf and pursuant to the Member’s instructions in accordance with section 5.16(ii) and the Act;
- (t) “**Public Accountant**” means the Public Accountant of the Corporation appointed pursuant to Article 13;

- (u) “**Regional Board**” means the Board of Directors of the Corporation;
- (v) “**Regulations**” means the Regulations made under the Act, as amended, restated or in effect from time to time;
- (w) “**Soliciting Corporation**” has the meaning set out in the Act;
- (x) “**Special Meeting of Members**” is any Meeting, other than an Annual Meeting, of any class or classes of Members entitled to vote at an Annual Meeting;
- (y) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast on that resolution;
- (z) “**Statement of Faith**” has the meaning set out in Article 2; and
- (aa) “**Three Quarters Resolution**” means a resolution passed by a majority of not less than three-quarters ($\frac{3}{4}$) of the votes cast on that resolution.

1.2 Canada Not-for-profit Corporations Act Terms

All terms defined in the Act have the same meanings in this By-Law and all other By-Laws, policies and resolutions of the Corporation.

1.3 Interpretation

When interpreting this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only shall include the plural and *vice versa*
- (b) the word “person” shall include an individual, sole proprietorship, partnership, an incorporated association, incorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, an executor, administrator, or other legal representative;
- (c) words importing the masculine gender include the feminine and neuter genders.
- (d) the headings used in the By-laws are inserted for references purposes only and not to be considered or taken into account in constructing the terms and provisions thereafter or to be deemed in any way to clarify, modify or explain the effect of any such terms of provisions;
- (e) the By-Laws of the Corporation shall be interpreted in accordance with and subject to the purposes and Declaration of Faith of the Corporation, which purposes and Declaration of Faith for purposes of this By-Law are incorporated by references and made part thereof; and

- (f) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be shall prevail.

ARTICLE 2
STATEMENT OF FAITH AND BY-LAWS, AFFILIATION, CONDUCT CODE
AND POLICIES

2.1 Statement of Faith and By-Laws

Members, Directors, Officers, Committee members, employees and volunteers of the Corporation must at all times teach, agree and demonstrate agreement with and sign when required by the Regional Board, evidence of agreement with the Statement of Faith, bylaws and policies adopted by The Fellowship of Evangelical Baptist Churches in Canada from time to time. The current version of the Statement of Faith is attached to this by-Law as Schedule ‘A’.

2.2 Code of Conduct and The Fellowship By-Laws

All Directors, Officers, Committee members, employees and volunteers of the Corporation must agree and demonstrate agreement with, live, teach and act in accordance with the Code of Conduct, if any, adopted by The Fellowship from time to time or as otherwise amended by the Corporation, and to agree to abide by this By-Law and the by-laws of the Fellowship as they exist from time to time. The Code of Conduct may be amended from time to time by Special Resolution of the Board.

2.3 Affiliation

The Corporation is established to further the purposes contained in the Articles, as amended from time to time, in fellowship with and in furtherance of the teachings, tenets and customs of The Fellowship.

2.4 Regional Board Policies

The Regional Board may adopt, amend and repeal any Regional Board policies relating to the management and operation of the Corporation, including such policies setting out the identity, mission and strategy of the Corporation, provided they are not inconsistent with Act, the Regulations, the Articles, By-Laws of the Corporation, and by-laws of The Fellowship not inconsistent with By-Laws of the Corporation, or any applicable laws. Any board policy adopted by the Regional Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent Board policy or resolution of the Regional Board.

**ARTICLE 3
REGISTERED OFFICE, SEAL**

3.1 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Regional Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

3.2 Records at Registered Office

The Corporation shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing:

- (a) the articles and the By-laws, and amendments to them;
- (b) the minutes of meetings of members and any committee of members;
- (c) the resolutions of members and any committee of members;
- (d) if any debt obligation is issued by the corporation, a debt obligations register that complies with section 44 of the Act;
- (e) a register of directors;
- (f) a register of officers; and
- (g) a register of members,

all of which must comply with the Regulations.

3.3 Corporate Seal

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

**ARTICLE 4
MEMBERS**

4.1 Membership Conditions and Votes

- (a) There shall be one (1) class of Members in the Corporation. The Regional Board of Directors of the Corporation may, by Ordinary Resolution, recommend the admission of a church meeting the conditions set out in this subsection as a Member of the Corporation and the church shall be admitted as a Member after being approved by Ordinary Resolution of the Members at a Meeting of the

Members. Corporations and unincorporated organizations shall be entitled to be members of the Corporation. The following are the conditions of membership:

- (i) The church shall apply to become a Member using the form prescribed by the Directors
- (ii) The church must comply with section **Error! Reference source not found.**
- (iii) The church must agree to and subscribe to the practice and principles of church government as set out in the Articles and By-Laws of the Corporation and, upon acceptance, must identify as a Baptist church in accordance with requirements established by the Corporation from time to time;
- (iv) The church must cooperate with the Corporation and The Fellowship in their purposes and strategies; and
- (v) The church must meet any additional criteria for Membership adopted by Ordinary Resolution of the Regional Board.

As set out in the Constitution of the Corporation, each Member is entitled to receive notice of, attend and vote at all Meetings of Members and each Member shall be entitled to three (3) votes.

There shall be a maximum number of votes per Member of three (3), on any matter voted upon, which votes shall be voted in accordance with voting provisions set out in Article 5 of this By-Law, Each Member shall be represented by up to three (3) delegates with each of the said delegates having one (1) vote on any matter voted upon.

- (b) In accordance with the constitution of The Fellowship, after being admitted into membership of the Corporation, the Member church will automatically be a member of The Fellowship If for any reason the Member church is removed from membership in The Fellowship or withdraws from membership in The Fellowship, the Member shall be automatically terminated from membership in the Corporation. , The Corporation shall advise The Fellowship immediately upon admitting a Member or when a Member ceases to be a Member. Pursuant to Part 13 (Fundamental Changes) of the Act, a Special Resolution of the Members is required to amend this section of the By-law if the amendments affect membership rights and/or conditions as described in sections 197(1)(d),(e),(f),(g), (h), (l) or (m) of the Act.

4.2 **Membership Transferability**

A membership may only be transferred to the Corporation.

Pursuant to Part 13 (Fundamental Change) of the Act, a Special Resolution of the

Members is required to amend the By-law of the Corporation to add, remove or change a provision respecting transfer of Membership.

4.3 **Discipline and Removal of Members by Directors**

The Directors 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 Articles, By-laws, or written policies of the Corporation;
- (b) failure to comply with either section 2.1;
- (c) carrying out any conduct which may be detrimental to the Corporation as determined by the Regional Board in its sole discretion; or
- (d) for any other reason that the Regional Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Regional Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Regional 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 Regional 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 President, or such other officer as may be designated by the Regional 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, the Regional Board will consider such submissions before making its decision and shall notify the Member of its decision within twenty (20) days of the decision. The Regional Board's decision shall be final and binding on the Member, with no right of appeal.

4.4 **Membership Dues/Ministry Support Responsibility**

Membership dues, shall be directed by the Regional Board and approved by the Members by Ordinary Resolution. In that event, notice of the membership dues shall be given in writing to each Member.

Each Member by coming into Membership with the Corporation recognizes it has a responsibility to support the ministries of the Corporation and The Fellowship. Members shall use all reasonable efforts to provide financial support to the ministries set out herein.

4.5 **Termination of Membership**

Membership in the Corporation automatically terminates upon the happening of any of

the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation which resignation must be accompanied by a copy of the resolution of its Members;
- (b) if a Member is liquidated and dissolved or becomes bankrupt;
- (c) if a Member is expelled from the Corporation pursuant to section 4.3, or their membership is otherwise terminated in accordance with the Articles or By-Laws;
- (d) if the Corporation is liquidated and dissolved under the Act;
- (e) if after the Member has been accepted into membership of The Fellowship that membership terminates for any reason required by the Fellowship;
- (f) if a Member fails to comply with section 2.1;

Subject to the Articles, upon any termination of membership, the rights of the Member, automatically cease to exist.

4.6 **Notification of The Fellowship**

The Fellowship shall be given notification of admission of a Member immediately after its admission and thereafter of the termination of any Member within seven (7) days of the termination.

4.7 **Liability of Members**

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

4.8 **Amendment of Members' Rights**

Subject to the Act, no amendment to any provision of this By-Law which affects the membership rights or the matters set out in Part 13 (Fundamental Changes) of the Act shall be permitted unless there is compliance with Part 13 of the Act.

ARTICLE 5 MEETING OF MEMBERS

5.1 **Annual Meeting**

- (a) An Annual Meeting of the Members shall be called by the Directors annually no later than fifteen (15) months after the preceding Annual Meeting and no more than six (6) months after the Corporation's last financial year end for the purpose of:

- (i) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting;
- (ii) electing such Directors as are to be elected at such Annual Meeting;
- (iii) appointing the Public Accountant and fixing or authorizing the Regional Board to fix the Public Accountant's remuneration;
- (iv) determining whether an audit is required; and
- (v) the transaction of any other business properly brought before the Meeting.

5.2 **Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between twenty-one (21) to sixty (60) days before the day on which an Annual Meeting of Members is held or before the day on which a written resolution in lieu of an Annual Meeting is signed, unless a Member declines the right to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and that any Member may request a copy free of charge at the registered office or by prepaid mail.

5.3 **Special Meeting**

The Regional Board may at any time call a Special Meeting of Members for the transaction of any business specified in the notice calling the Meeting. Subject to the Act and regulations thereunder, a Special Meeting of Members shall also be called by the Directors upon the written requisition of the Members carrying not less than five per cent (5%) of the voting rights. If the Directors do not call a Meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Meeting.

5.4 **Place of Meetings**

Meetings of Members may be held at any place within Canada as the Regional Board may determine or outside Canada if all of the Members entitled to vote at such Meeting so agree. A Member who attends a Meeting of Member held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully held.

5.5 **Notice of Meetings**

- (a) Notice of the time, place and date of any Meeting of Members which states the nature of any special business to be transacted sufficient for a Member to make a reasoned judgment and the text of any Special Resolution to be submitted at the Meeting shall be given to each Member by:

- (i) sending the notice during a period of twenty-one (21) to sixty (60) days before the day on which the Meeting is to be held by mail, courier, electronic transmission, or personal delivery to each Member entitled to vote at the Meeting; or
- (ii) sending the notice during a period of twenty-one (21) to thirty-five (35) days before the day on which the Meeting is to be held by telephonic, electronic or other communication facility to each Member entitled to vote at the Meeting; or
- (iii) if the Corporation has, as of the date that the notice is given, more than two hundred fifty (250) Members, publishing at least once in each of the three (3) weeks immediately before the day on which the Meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the Members reside as shown by their addresses in the register of Members or at least once in a publication of the Corporation that is sent to all its Members, during a period of twenty-one (21) to sixty (60) days before the day on which the Meeting is to be held.

As this By-law provides for an electronic means of giving notice, one or more of the methods of giving notice set out in subsections (i) or (iii) above will be used if a Member requests that the notice be given to him or her by non-electronic means.

- (b) Notice of the time, place and date of an Annual Meeting of Members which states the nature of any special business to be transacted sufficient for a Member to make a reasoned judgment and the text of any Special Resolution to be submitted at the Meeting shall be given to each Director and to the Public Accountant of the Corporation during a period of twenty-one (21) to (60) days before the day on which the Annual Meeting is to be held in accordance with Article 14.
- (c) Any person entitled to notice of a Meeting of Members may waive notice, and attendance of the person at the Meeting is a waiver of notice of the Meeting unless the person attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.
- (d) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.
- (e) The notice for an Annual Meeting shall be accompanied by the Nominating Committee's report.

5.6 **Proposals at Annual Meetings**

A Member entitled to vote at an Annual Meeting may submit to the Corporation notice of any matter that the Member proposes to raise at that Annual Meeting and except as provided for in the Act, that proposal and any supporting statement shall be included in

the Notice of the Meeting. A proposal that includes nominations for the election of Directors must be signed by at least five (5%) per cent or such other minimum percentage as may be prescribed by the Regulations from time to time of the Members entitled to vote at that Meeting. The Member who submitted the proposal shall pay the cost of including the proposal and any supporting statement in the notice of Meeting at which the proposal is to be presented unless otherwise provided for by Ordinary Resolution of the Members present at the Meeting.

5.7 **Record Date**

The Directors may fix, as a record date for any purpose, including determining the Members entitled to receive notice of a Meeting of Members and to vote at the Meeting, in accordance with the Act and the Regulations and shall provide at least thirty (30) days prior notice of that record date.

5.8 **Report of Member's Size**

Each Member shall provide in writing by no later than the record date the number of individuals accepted into membership within its congregation to the Secretary of the Corporation.

5.9 **Appointment of Representative**

A Member shall authorize one or more individuals, to a maximum of as many individuals as the Member has votes, to represent it at a meeting and shall provide the Secretary of the Corporation in writing the name(s) of the representative(s) no later than the start of the Meeting.

5.10 **Waiving Notice**

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the Meeting, except where such person attends a Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.

5.11 **Chair of Meeting**

The chairperson of a Meeting of the Members shall be the Chair of the Regional Board, or a Vice-Chair of the Regional Board if the Chair of the Regional Board is absent or unable to act as chair. In the event that the Chair of the Regional Board and the Vice-Chair of the Regional Board are absent or unable to act as chair, the Members who are present and entitled to vote at the Meeting shall choose one of the delegates present and representing a Member to chair the Meeting.

5.12 **Quorum**

- (a) A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the Act or the Regulations) shall be twenty (20%) per cent of Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the Meeting to a fixed time and place but may not transact any other business.
- (c) For the purpose of determining quorum, a Member may be present in person, by proxy or, by telephonic and/or by other electronic means.

5.13 **Participation at Meetings by Electronic Means**

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 by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a Meeting by such means is deemed to be present at the Meeting.

5.14 **Meeting Held by Electronic Means**

If the person or persons that calls a Meeting of Members is or are either Directors or Members, that person or persons may determine that the Meeting 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 Meeting.

5.15 **Votes to Govern**

At any Meetings of the Members, every question may be determined by consensus on the part of those entitled to vote on that question. If consensus, which shall mean no person entitled to vote objects to the decision, cannot be achieved, then the question shall on the request of a minimum of ten (10%) per cent of those entitled to vote on the question, be determined by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the Meeting, in addition to an original vote, shall have a second or casting vote.

5.16 **Show of Hands**

Subject to the Act and except in the case of a Meeting held by electronic means, any question put to a vote at a Meeting of Members shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the chair of the Meeting as to whether or not the question or motion has been carried and an entry to that effect in

the minutes of the Meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.

5.17 **Ballots**

- (i) On any question proposed for consideration at a Meeting of members, and whether or not a show of hands has been taken thereon, the chair of the Meeting may require a ballot or any member or proxyholder entitled to vote on such question at the Meeting may demand a ballot. A ballot so 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. The result of the ballot so taken shall be the decision of the members on the question.
- (ii) Every Member entitled to vote at meetings of Members shall appoint a delegate or delegates who shall be the proxy or proxies of the Member and shall, by means of a proxy, act in the manner, to the extent, and with the power conferred by the Member. A proxy must be in writing in a form approved by the Regional Board or in such other form as the chair of the meeting may accept as sufficient. The proxyholder need not be a Member, but shall be a delegate of a Member. A proxy shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Regional Board may prescribe.

5.18 **Resolution in Lieu of Meeting**

A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the Public Accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of Meetings of Members.

5.19 **Adjournment**

The chair of any Meeting of Members may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the Meeting of Members is adjourned for less than thirty-one (31) days. If a Meeting of Members is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned Meeting shall given as if it is an original Meeting. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

ARTICLE 6 DIRECTORS

6.1 Powers

Subject to the Act, the Regulations and the Articles, the Regional Board shall manage or supervise the activities and affairs of the Corporation. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time, and may delegate by resolution to an Officer or Officers the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a financial institution for the purpose of creating a trust fund or to hold property in trust on behalf of and for the benefit of the Corporation.

6.2 Number

The number of Directors shall be between the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Regional Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by a resolution of the Directors.

6.3 Qualifications

A Director must be at all times an individual who is not less than twenty-one (21) years of age, someone who has not has been declared by a court in Canada or elsewhere to be incapable, not be a bankrupt and comply at all times with sections 2.1 and 2.2. A Director must be and remain a member of a Baptist church that is a Member. At least two of the Directors must not be Officers. None of the Directors may be an employee of the Corporation or its affiliates.

6.4 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Regional Board may be filled by the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a Special Meeting of Members to fill the vacancies on the Regional Board.

6.5 Removal of Directors

The Members may, by Special Resolution, passed at a Meeting of Members of which notice specifying the intention to pass the Special Resolution has been given, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Regional Board. The Director shall be entitled to submit to the Corporation a written statement giving reasons for opposing his or her removal or replacement. The individual elected to fill the vacancy must possess the same qualifications as the Director who is removed.

6.6 **Remuneration of Directors**

The Directors of the Corporation shall serve without remuneration and shall not receive directly or indirectly any income or profit from the Corporation. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

6.7 **Responsibility for Acts**

The Directors, while in office, 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 Regional Board. A person who serves as a Director may receive remuneration for services provided to the Corporation in a professional or skilled capacity provided it is fair and reasonable to do so, it is in the best interests of the Corporation, there is otherwise no conflict of interest, and approval for same has been given by Ordinary Resolution of the Regional Board.

6.8 **Term of Office**

The term of office of a Director shall be in accordance with the Act as determined by a policy of the Regional Board from time to time, and subsequently approved by Ordinary Resolution of the Members at the next Annual Meeting.

6.9 **Elections**

At each Annual Meeting, a number of Directors required to ensure that the total number of Directors complies with the requirements of section 6.2 shall be elected by the Members entitled to vote.

6.10 **Ceasing to Hold Office**

A Director ceases to hold office when:

- (a) the Director dies, resigns, is removed from office by the Members in accordance with section 6.5;
- (b) no longer fulfils all of the qualifications to be a Director set out in section 6.3.

Upon a person ceasing to be a Director, that person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be a Director to hold that particular Officer position) and a committee member, provided that the Regional Board may in its discretion subsequently re-appoint such individual as a committee member if the Regional Board deems it appropriate in the circumstances and the vacancy may be filled in the manner set out section 6.4.

6.11 **Resignation**

A resignation of a Director is effective at the time his or her written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

6.12 **Nominations**

The candidates in any election of Directors shall include:

- (a) the slate of candidates proposed by the Executive Committee or their designates;
- (b) those persons nominated for the election of Directors contained in a Proposal signed by not less than the percentage set out in the Regulations of the Members entitled to vote at the Meeting at which the Proposal is to be presented, which percentage at the time of the passage of this By-law was five (5%) per cent;

6.13 **Nomination on Requirements and Forms**

The Regional Board may prescribe the form for nominating a Director and the requirements for a valid nomination.

ARTICLE 7 MEETINGS OF DIRECTORS

7.1 **Place of Meetings**

Meetings of the Regional Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Regional Board may determine.

7.2 **Calling of Meetings**

Meetings of the Regional Board may be called by the chair of the Regional Board, a Vice-Chair of the Regional Board or any two (2) Directors at any time.

7.3 **Notice of Meeting**

Notice of the time and place for the holding of a Meeting of the Regional Board shall be given in the manner provided in Article 14 to every Director of the Corporation not less than forty-eight (48) hours before the time the Meeting is to be held if provided by telephonic or electronic means or not less than fourteen (14) days before the date of the Meeting, if provided by mail or delivered personally. Notice of an adjourned Meeting is not required if the time and place of the adjourned Meeting is announced at the original Meeting. No notice of Meeting need specify the purpose or the business to be transacted at the Meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the Meeting.

7.4 **Waiving Notice**

A Director may waive notice of a Regional Board Meeting, and attendance of a Director

at a Regional Board Meeting is a waiver of notice of the Meeting, except if the Director attends a Regional Board Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.

7.5 **First Meeting of New Regional Board**

Provided that a quorum of Directors is present, the Regional Board may hold its first Meeting immediately following a Meeting of Members at which at least one third of the Regional Board is elected and no additional notice of that Meeting is required.

7.6 **Regular Meetings**

The Regional Board may appoint a day or days in any month or months for regular Meetings of the Regional Board at a place and hour to be named. A copy of any resolution of the Regional Board fixing the place and time of such regular Meetings of the Regional Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular Meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the Meeting.

7.7 **Quorum**

A majority of the number of Directors specified in the Articles constitutes a quorum at any Meeting of the Regional Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 6.2. For the purpose of determining quorum, a Director may be present in person, or, as may be authorized under this By-law, by teleconference and/or by other electronic means.

7.8 **Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Regional Board Meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the Meeting. A Director participating in the Meeting by such means shall be deemed for the purposes of the Act to have been present at that Meeting. A consent pursuant to this section may be given before or after the Meeting to which it relates and may be given with respect to all Meetings of the Regional Board and committees of the Regional Board.

7.9 **No Alternate Directors**

No person shall act for an absent Director at a Regional Board Meeting.

7.10 **Chair of the Meeting**

The Chair of Board Meetings shall be the Chair of the Board, or a Vice-Chair of the Board if the Chair of the Regional Board is absent or unable to act. In the event that the

Chair of the Regional Board and Vice-Chairs of the Regional Board are absent, the Directors who are present shall choose one of their number to chair the Meeting.

7.11 **Votes to Govern**

At any Regional Board Meeting, every question may be determined by consensus on the part of those entitled to vote on that question. If consensus, which shall mean no person entitled to vote objects to the decision, cannot be achieved, then the question shall on the request of a minimum of ten (10%) per cent of those entitled to vote on the question, be determined by a majority of the votes cast on the question. Each Director may exercise one (1) vote.

7.12 **Dissent at Meeting**

Subject to the Act, a Director who is present at a Regional Board Meeting or of a Meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the Meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the Meeting; or
- (b) the Director sends a written dissent to the Secretary of the Meeting before the Meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the Meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

7.13 **Dissent of Absent Director**

A Director who was not present at a Meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the Meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

7.14 **Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Regional Board Meeting, shall be as valid as if it had been passed at a Regional Board Meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Regional Board or committee of Directors.

7.15 **Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Directors shall be those entitled to

vote at the Meeting, the Directors of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the Meeting. Any other person may be admitted only on the invitation of the Chair of the Meeting or by Ordinary Resolution of the Directors.

ARTICLE 8 COMMITTEE AND ADVISORY BOARDS

8.1 Committees and Commissions

In addition to the committees and commissions described in this Article, the Regional Board may from time to time create any other committee, commissions or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and terms as the Regional Board shall see fit. The members of a commission shall be elected by the Members at a meeting of Members, must be members of a Member church and at least one Director must be elected to each Commission. Except as specifically set out in this By-law, the Regional Board shall appoint all members of a committee and any committee member may be removed by the Regional Board. The chair of a Standing Committee must be chosen by the Regional Board or if it is placed by the Regional Board under supervision of a commission, by that commission. Unless otherwise determined by the Regional Board, any other committee or commission of the Corporation shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its own procedure, subject to the requirement that the chair of a Commission must be a Director. The Regional Board may at any time remove any member of a commission or committee.

8.2 Executive Committee

The Regional Board, whenever it consists of more than six (6) Directors, may elect from among its number an Executive Committee consisting of not less than four (4) Directors, as the Regional Board may by resolution determine. The Executive Committee shall include the Chair, and two (2) Vice-Chairs. The Chair of the Regional Board shall be the chair of the Executive Committee. Each member of the Executive Committee shall serve only for as long as he or she remains a Director and may be removed by an Ordinary Resolution of the Regional Board. The Regional Board may fill vacancies in the Executive Committee by election from among its members. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

8.3 Powers of Executive Committee

The Executive Committee shall have such powers, including delegated powers, of the Directors as the Directors fix by Ordinary Resolution, except for those prohibited powers set out in section 138(2) of the Act.

8.4 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by

such Committee provided that written notice of any such Meeting shall be given in the same manner and within the same time frame for Meetings of the Regional Board, as set out in section 7.3 No error or omission in giving notice of any Meeting of the Executive Committee or any adjourned Meeting of the Executive Committee of the Corporation shall invalidate such Meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.5 **Other Directors Present**

All Directors shall be entitled to attend and speak but not to vote at any Meeting of the Executive Committee unless all of the Directors are present. A Director who is not a member of the Executive Committee is not entitled to notice of any Meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

8.6 **Standing Committees**

There shall be an Audit Committee and there may be such other standing committees or commissions with such purposes, powers and responsibilities as the Regional Board may determine from time to time by resolution.

8.7 **Ad Hoc Committees**

There may be such Ad Hoc Committees, Commissions and Ministry Teams for such purposes as the Regional Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- (a) the delivery of its final report if any;
- (b) the completion of its assigned task;
- (c) a resolution to that effect of the Regional Board or Executive Committee;

whichever first occurs.

8.8 **Audit Committee**

The Audit Committee shall:

- (a) Annually review and present the audited statements.
- (b) Make recommendations to the Regional Board regarding the financial statements of the Corporation, the reports and activities of the auditor and any concerns arising from its activities.

8.9 Rules Governing Committees

- (a) Except as otherwise provided in this By-Law, all committees except the Executive Committee are subject to the following rules:
 - (i) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference or as requested the Regional Board; and
 - (ii) each Committee shall be responsible to and report after each Meeting to the Regional Board;

ARTICLE 9 OFFICERS

9.1 Appointment

Except as otherwise set out in this By-Law, the Regional Board may designate the offices of the Corporation, elect persons as Officers for such terms as the Regional Board may specify, specify their duties and, subject to the Act and the Regulations, delegate to such Officers the power to manage the affairs of the Corporation. 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.

9.2 Description of Offices

The Board may designate the following offices of the Corporation, and persons elected or appointed to these offices shall have the following restrictions, duties and powers associated therewith, as well as such other duties and powers as the Regional Board may specify from time to time:

- (a) **Chair** - The Chair shall be elected by the Regional Board at a meeting of the Regional Board, , shall be a Director and shall hold office for a term **not to exceed** three (3) years. The Chair shall, when present, preside at all meetings of the Regional Board, committees of Directors, if any, and the Members. The Chair shall act as President of the Corporation under the Act.
- (b) **Vice-Chairs of the Regional Board** – The two (2) Vice-Chairs shall be elected by the Directors at a Director’s meeting, shall **both** be Directors and shall hold office for a term not to exceed three (3) years. If the Chair of the Regional Board is absent or is unable or refuses to act, **one of the Vice-Chairs** of the Regional Board shall, when present, preside at all meetings of the Regional Board, committees of Directors, and the Members. In the event that the **Vice-Chairs** cannot preside, the persons at the meeting entitled to vote shall select one of them by Ordinary Resolution to act as chair of the meeting.
- (c) **Executive Director** - If **elected** by the Regional Board, 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 Regional Board, have general supervision of the affairs of the Corporation.

- (d) **Secretary** – If **elected** by the Regional Board, the Secretary shall attend and be the secretary of all meetings of the Regional Board, Members and Executive Committee and Commissions. The Secretary shall keep an up-to-date register of all Directors, Members and Officers, with their addresses, together with the names of all the pastors of the Members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) **Treasurer** - The Treasurer shall be **elected** by the Regional Board and is responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Regional Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

The Regional Board shall **elect** all other Officers. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Regional Board or the executive director requires of them. The Regional Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

9.3 **Term of Office**

Officers shall hold their position for a period of one (1) year except for the Chair and the Vice-Chairs or until the successors are appointed, or, in those cases where an Officer is appointed by the Regional Board to fill a vacancy during the year, until the first meeting of the Regional Board immediately following the annual general meeting. There is no maximum number of terms for Officers, save and except the Executive Director who shall hold office at the discretion of the Regional Board.

9.4 **Removing Officers**

In the absence of a written agreement to the contrary, the Regional Board may remove by Ordinary Resolution, 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 expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;

(d) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or

(e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Corporation shall be or become vacant, the Regional Board may appoint a person to fill such vacancy.

9.5 **Remuneration of Officers**

The remuneration of any Officers appointed by the Regional Board shall be determined by the Regional Board by Ordinary Resolution, except for those Officers who are Directors, who shall receive no remuneration, unless otherwise permitted in accordance with this By-Law and the Act.

9.6 **Agents and Attorneys**

Subject to the By-laws, the Regional Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management, administration or otherwise as the Regional Board considers fit.

ARTICLE 10 CONFLICTS OF INTEREST

10.1 **No Conflict of Interest Permitted**

Unless specifically permitted by law and approved by the Regional Board, no Director or a family member of a Director shall enter into a contract, business transaction, grant, financial arrangement or other matter with the Corporation in which the Director the church he or she is a member of, or any of his or her family members has any direct or indirect material personal interest, gain or benefit.

10.2 **Disclosure of Interest**

Pursuant to the Act and the Regulations, a Director or Officer of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of a Regional Board Meeting, the nature and extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Corporation if the Director or Officer:

(a) is a party to the contract or transaction;

(b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(c) has a material interest in a party to the contract or transaction.

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

10.3 **Director's Disclosure**

The disclosure required shall be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting at which the proposed contract or transaction is first considered, interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director

10.4 **Officer's Disclosure**

The disclosure required shall be made, in the case of an Officer,

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or,
- (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an Officer.

10.5 **Procedure Where Disclosure**

The Chair of Regional Board Meetings shall request any Director or Officer who has made a disclosure referred to in sections 10.2, 10.3 and 10.4 to leave for the discussion of the matter, with such action being recorded in the minutes. The Director or Officer shall not attempt to influence the Regional Board's decision or vote on any resolution to approve such contract except as provided by the Act. A Director required to make a disclosure shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is for indemnity or insurance under section 151 of the Act.

ARTICLE 11
LIABILITY OF DIRECTORS AND OFFICERS

11.1 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

11.2 Directors and Officers Liability Exclusion

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

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.3 Indemnity of Directors and Officers

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation 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, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if:

- (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 their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. 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.

11.4 **Pre-Indemnity Considerations**

Before giving approval to the indemnities provided in section 11.3 herein, or purchasing insurance provided in section 11.5 herein, the Regional Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property of the Corporation to give the indemnity or purchase the insurance.

11.5 **Insurance**

- (a) Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 11.3 as the Regional Board may determine from time to time against any liability incurred by the individual:
 - (i) in the individual's capacity as a Director or an Officer of the Corporation;
 - or,

- (ii) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

- (b) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

11.6 **Co-operation**

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

11.7 **Advances**

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

ARTICLE 12 OPERATIONAL AND FINANCIAL MATTERS

12.1 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Regional Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

12.2 **Financial Year Determined**

The financial year of the Corporation shall terminate on a date in each year as determined by Ordinary Resolution of the Regional Board from time to time.

12.3 **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

Regional Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) persons as the Regional Board may from time to time designate, direct or authorize.

12.4 **Deposit of Securities**

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

12.5 **Borrowing**

- (a) Subject to the limitations set out in the Act, the Articles and this By-law, the Regional Board may:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
 - (iii) 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.
 - (iv) From time to time, the Regional Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Regional Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 13 PUBLIC ACCOUNTANT

13.1 **Public Accountant**

The Members shall, by Ordinary Resolution at each Annual Meeting, appoint a public accountant to hold office until the next Annual Meeting in accordance with the Act unless

the Corporation meets the requirements for a “designated corporation” under the Act¹ and the Members unanimously resolve not to appoint a Public Accountant at that Annual Meeting. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following Annual Meeting. The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Regional Board.

13.2 **Review of Financial Statements**

If the Corporation meets the requirements for a “designated corporation” under the Act and if a public accountant is appointed by the Members, the Public Accountant must either conduct a review engagement of the Corporation’s financial statements in the manner set out in the Regulations or if the Members by an Ordinary Resolution, require it, an audit.

If the Corporation does not meet the requirements for a “designated corporation” under the Act, the Public Accountant must conduct an audit of the Corporation’s financial statements unless the Corporation’s gross annual revenues for its last completed financial year are equal to or less than the amount prescribed by the Regulations², in which case the Members may by a Special Resolution, require only a review engagement to be conducted.

13.3 **Vacancy in the Office of Public Accountant**

The Regional Board may fill any casual vacancy in the office of Public Accountant, but while the vacancy continues the last appointed Public Accountant, if any, may act.

13.4 **Removal of Public Accountant**

The Members, by Special Resolution of which notice specifying the intention to pass such resolution was given, may remove any Public Accountant before the expiration of the term of office of the Public Accountant, and shall by Ordinary Resolution appoint another Public Accountant for the remainder of the term.

ARTICLE 14 NOTICES

14.1 **Method of Giving Notices**

Any notice (including any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Regional Board, or the public accountant shall be sufficiently given:

¹ If a soliciting Corporation, by having \$50,000 or less in gross annual revenues for its last completed financial year).

² The prescribed amount is \$250,000 as of the Regulations in force on May 1, 2012.

- (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 filed by the Corporation in accordance with the Act and received by Corporations Ontario; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (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 and section 14.6 of this By-law.
- (e) A notice which is delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice which is mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice which is transmitted by telephonic, electronic or other communication facility shall be deemed to have been given when transmitted to the communication company. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Regional 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.

14.2 **Computation of Time**

In computing the date when notice must be given under any provision of the By-Law, the date of giving the notice is, unless otherwise provided, not included but the date of the meeting or event is included.

14.3 **Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

14.4 **Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee of the Regional Board or Public Accountant, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not

invalidate any action taken at that Meeting.

14.5 **Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a Committee or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the Meeting 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 Regional Board, or of a Commission or of a committee of the Regional Board, which may be given in any manner.

14.6 **Provision of Documents in Electronic Form**

Any requirement under the Act or the By-laws to provide a Member, Director, Officer, member of a Committee or Public Accountant with information may be satisfied by the provision of an electronic document, provided that:

- (a) the addressee has consented in the manner prescribed by the Regulations, if any, and has designated an information system for the receipt of electronic documents; and
- (b) either the electronic document is provided to the designated information system or any other action prescribed by the Regulations is taken.

An addressee may revoke the consent in any manner prescribed by the Regulations. Nothing in this section shall require a person to create or otherwise provide an electronic document.

14.7 **Where Documents to be Created in Writing**

Where the Act or the By-laws expressly require that a notice, document or other information be either provided or created in writing, such requirement shall be satisfied by the provision or creation of an electronic document provided that, in addition to the conditions set out in section 14.6, the information in the electronic document is accessible by the addressee and capable of being retained by the addressee so as to be usable for subsequent reference, and complies with any other requirement of the Regulations. However, any requirement under the Act or the Regulations for the provision of a document only by registered mail cannot be satisfied by an electronic document.

ARTICLE 15

BY-LAW AND ARTICLES OF INCORPORATION AMENDMENTS

15.1 **By-Laws and Effective Date**

Subject to the Articles, the Regional 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 Meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the Meeting.

15.2 **Amendment of Members' Rights**

Subject to the Act, no amendment to any provision of this By-Law which affects the membership rights and/or conditions set out in Part 13 (Fundamental Changes) of the Act shall be permitted unless there is compliance with Part 13 of the Act.

15.3 **Amendment of Articles**

The Articles of the Corporation may only be amended by a Special Resolution of the Regional Board at a Board Meeting called for that purpose and later sanctioned by a Special Resolution of the Members.

15.4 **Consent of CRA Required**

Notwithstanding section 15.3 above, amendment of the purposes contained in and the dissolution clause contained in the articles shall require the prior written consent of the Canada Revenue Agency.

**ARTICLE 16
CONTINUATION OF CANADA CORPORATION ACT CORPORATIONS**

16.1 **Repeal**

Subject to the provisions of section 15.2 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made are repealed.

16.2 **Exception**

The provisions of section 16.1 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Regional Board the power or authority to borrow.

16.3 **Proviso**

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or other enactment.

ENACTED by the Directors as a By-Law of the Corporation this 8th day of April, 2014

Chair of the Regional Board

Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act, 2009*, on the 8th day of April, 2014

Chair of the Regional Board

Secretary