

The Canadian Field-Naturalist

Minutes of the 145th Annual Business Meeting (ABM) of the Ottawa Field-Naturalists' Club, 10 January 2024 (draft)

Chairperson: Jakob Mueller, President

82 people attended part or all of the Zoom meeting

The minutes of the previous Annual Business Meeting (ABM), the financial statements, Treasurer's Report, and annual reports of the Ottawa Field-Naturalists' Club (OFNC) committees for 2022–2023 had previously been available on the Club's website. Documents pertaining to the Articles of Amendment and By-laws had also been available on the website. The meeting was called to order at 7:37 pm. During the meeting, relevant documents were projected on the screen for the audience's information.

Before the meeting, the Zoom host, Ken Young, explained how the Zoom meeting would work.

1. Adoption of the Agenda

It was moved by Elizabeth Moore, seconded by Catherine Hessian, that the Agenda be adopted as distributed.

Carried

2. Welcoming Remarks – Jakob Mueller, President, welcomed the attendees.

3. Minutes of the Previous ABM

It was moved by Elizabeth Moore, seconded by Diane Lepage, that the minutes of the 144th ABM be accepted as distributed and published in *The Canadian Field-Naturalist* (CFN).

Carried

4. Business Arising from the Minutes

None.

5. Treasurer's Report by Ann Mackenzie

It was moved by Ann MacKenzie, seconded by Ken Young, that the Financial Statements be accepted as a fair representation of the financial position of the Club as of 30 September 2023.

Ann MacKenzie, Treasurer, presented the Financial Statements for 30 September 2023 as prepared and reviewed by the accounting firm, Welch LLP. Copies of the complete statement as well as the written Treasurer's Report had been available on the Club's website.

Ann reported that the Club had a surplus in the Fletcher Wildlife Garden (FWG) Fund of \$11 631 and a deficit in the General Fund of \$8256. These results were better than had been forecast at the previous year's ABM.

The plant sale continued to be a successful fundraiser for the Fletcher while donations to the FWG

were at normal levels. Donations were also down for the General Fund and there were no bequests. Membership revenue was reported higher this year but that was primarily a bookkeeping correction.

The trip to Point Pelee, which the Club undertakes every couple of years, was a great success and raised about \$10 000.

The CFN only published three issues compared to the usual four during the year. As a result, both revenues and expenses related to the CFN were lower than had been anticipated. Fewer research grants were awarded, also lowering the total annual expenses.

In 2023–2024 it is expected that deficits will increase as the CFN catches up issues and research grants are awarded. Legal fees related to the updating of the By-laws will also be a significant expense. However, the Club remains in a solid financial position.

John Prescott, a past Treasurer of Nature Guelph, commented on the Club's assets, and suggested that the Club should be looking to use more of its investments to support environmental needs in our community.

Ann explained that the sizable investments are the result of a very large bequest in 2015. Following this bequest several initiatives were started such as the Research Grant program and enhanced support for outdoor education through the school board. Ken Young noted that the Club has donated money to other organizations such as Ontario Nature and the Nature Conservancy, to purchase and manage environmentally sensitive land. The Board is always receptive to any ideas for projects needing support.

Carried

Approved financial statements available online at <https://www.canadianfieldnaturalist.ca/index.php/cfn/article/view/3473/3259>

6. Review for the FY 2023–2024 Financial Statements

It was moved by Ann MacKenzie, seconded by Ken Young, that a review, rather than an audit, of the OFNC's accounts be conducted for the fiscal year ending 30 September 2024.

Ann explained that the new Ontario legislation now requires us to get approval from 80% of the members voting at each annual meeting in order to have a review of our financial statements rather than an audit. The cost of a review is about \$6000. An audit would be about twice that amount as well as requiring about twice as much volunteer time.

A member asked why the review costs so much. The price we pay is consistent with industry standards. Another member asked when we were last audited. Ken replied that a Club member, Janet Gehr, had audited the statements up until 2009. She only did a review of the statements in 2010 because of changes to the standards. Welch LLP began reviewing the statements in 2011. (Note: names and dates were added after the meeting.)

The motion was **Carried** by a majority of >80%

7. Nomination of the Accounting Firm

It was moved by Ann MacKenzie, seconded by Ken Young, that the accounting firm of Welch LLP be contracted to conduct a review of the OFNC's accounts for the fiscal year ending 30 September 2024.

A member inquired whether the review work had been put out for bids. Ann stated that it had not and questioned the cost versus the benefit of such a task. Anyone interested in pursuing this project should get in touch with her.

Carried

8. Consideration of the Articles of Amendment and By-laws

Ken Young, Chair of the Finance Committee, presented a motion that would change our Constitution and By-laws. There are two reasons to do this.

First, we last updated our Constitution and By-laws back in 2000. They do not correspond well with our current practices.

Second, the OFNC is incorporated in Ontario, and recently legislation has come into effect that affects us. It is the *Ontario Not-for-Profit Corporations Act* (ONCA). We are now governed by ONCA instead of the more general *Ontario Corporations Act*.

The Finance Committee, with the considerable help of our lawyer, Karen Cooper of the firm KPMG, has developed two documents which have been made available to you via the Notice of Meeting for tonight's meeting. The first of these, Articles of Amendment,

deletes our existing articles and replaces them with new ones. The second, General Operating By-law No. 1, replaces our existing By-laws.

Ken said that there were three important changes:

1. Most generally, you can think of the OFNC's rules of operation as comprising the articles, the By-laws, and policies. In the past, the Club's articles and By-laws contained a great amount of operational detail that will now be in policies. The Club currently has a number of policies, covering everything from conduct at our events to investment strategy. The Board of Directors will be tasked with reviewing those policies to ensure that they are comprehensive and effective.
2. There is a change to our name, from "THE OTTAWA FIELD-NATURALISTS' CLUB" to "OTTAWA FIELD NATURALISTS' CLUB". The hyphen is replaced by a space, which will make our name conform to the style used by other Ontario field naturalist clubs. We've also been advised by our lawyer to drop the article "The" from the official title to make online searches easier.
3. Another change concerns the annual examination of our financial records. This is the process that results in the creation of our financial statements. It can be done in two ways, a review or an audit. Audits are more expensive than reviews, but are more likely to uncover problems with financial procedures. The OFNC has several checks and balances built into its financial procedures, so we've felt that a review is sufficient. However, ONCA requires that members approve the use of a review rather than an audit, every year. Further, the motion is an extraordinary resolution, meaning that at least 80% of members who vote must vote in favour of the resolution.

Ken then presented a motion to adopt the new articles and By-laws. It is a special resolution, requiring a $\frac{2}{3}$ majority to pass.

SPECIAL RESOLUTION — THE OTTAWA FIELD NATURALISTS' CLUB

(hereinafter referred to as the "Corporation")

WHEREAS the Corporation was incorporated under the *Ontario Corporations Act* by Letters Patent in 1965 and amalgamated pursuant to Letters Patent of Amalgamation issued in 1884;

AND WHEREAS it is deemed in the best interest of the Corporation to update its constating documents as a result of the coming into force of the *Ontario Not-for-Profit Corporations Act*;

THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of Amendment presented to this meeting and appended to these minutes are hereby approved.
2. The new General Operating By-Law No.1 presented to this meeting and appended to these minutes are hereby approved.
3. Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, which are necessary or desirable for the implementation of this resolution.

Carried

9. Committee Annual Reports

It was moved by Elizabeth Moore, seconded by Janette Niwa, that the committee annual reports be accepted as circulated.

Janette Niwa presented an illustrated slide show of some of the highlights of the work carried out by the various committees over the past year.

Carried

10. Nominations for Board of Directors positions

It was moved by Diane Lepage, seconded Ann MacKenzie, that the slate of nominees presented be accepted as members of the Board of Directors of the OFNC for 2024.

Diane noted that there has been little change to the

Board for 2024 but that we are pleased to welcome two new Directors: Katriina Ilves and Jessica Sims.

Diane presented the slate of candidates nominated to the Board of Directors for 2024:

Slate of Nominees for Officers and Other Members of the Board of Directors

Officers Position

Jakob Mueller	President
Owen Clarkin	Vice-President
Elizabeth Moore	Secretary
Ann MacKenzie	Treasurer

Other Members of the Board of Directors (in alphabetical order)

Annie Bélair	Morgan McAteer
Derek Dunnett	Janette Niwa
Edward Farnworth	Gordon Robertson
Catherine Hessian	Jessica Sims
Katriina Ilves	Ken Young
Kerri Keith	Eleanor Zurbrigg
Diane Lepage	

Carried

11. Adjournment

It was moved by Elizabeth Moore, seconded by Eleanor Zurbrigg, that the meeting be adjourned.

Carried

After the meeting was adjourned, a natural history quiz was presented by Diane Lepage.

ELIZABETH MOORE,
Secretary

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

OTTAWA FIELD NATURALISTS' CLUB (the "Corporation")

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "**Articles**" means articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act of the Corporation;
- (b) "**Act**" means the *Not-for-Profit Corporations Act*, S.O. 2010, c. 15 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (c) "**Board**" means the board of Directors of the Corporation;
- (d) "**By-law**" or "**By-laws**" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "**Chair**" means the chair of the Board;
- (f) "**Corporation**" means the corporation that has passed this By-law under the Act or that is deemed to have passed this By-law under the Act;
- (g) "**Director**" means an individual occupying the position of director of the Corporation, by whatever name he or she is called;
- (h) "**Member**" means a Member of the Corporation and "**Members**" or "**Membership**" means the collective membership of the Corporation;
- (i) "**Officer**" means an officer of the Corporation;
- (j) "**Operating Policies**" or "**Operating Policy**" means the operating policy or policies approved by the Board in accordance with this By-law;
- (k) "**Ordinary Resolution**" means a resolution that is (i) submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member entitled to vote at a meeting of the Members.
- (l) "**Special Resolution**" means a resolution that is (i) submitted to a special meeting of the Members that is duly called for the purpose of considering the resolution and is passed at the special meeting, with or without amendment, by at least two thirds (2/3) of the votes cast, or (ii) consented to by each Member entitled to vote at a meeting of the Members.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) other than as specified in this By-law, all terms contained herein and that are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular will include the plural and vice versa;
- (c) the word "person" shall 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;
- (d) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

- (e) 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; and
- (f) the invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

SECTION II

GENERAL

2.01 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one of the President, Treasurer or Chair of the Finance Committee, if the latter is a Director. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.02 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of Committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III

FINANCIAL AND OTHER MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 30 of September in each year.

3.02 Banking Arrangements

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

3.03 Auditor and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or a person to conduct a review engagement and level of financial review required by the Act.

SECTION IV

MEMBERS

4.01 Classes and Conditions of Membership

There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purpose and who have applied for and been accepted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Membership may be divided into categories of Membership for the purpose of assessing applicable Membership fees, as more particularly described in this By-law and in the Corporation's Operating Policies.

4.02 Rights of Members

A Member of the Corporation in good standing shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members. Membership in the Corporation is not transferable.

4.03 Membership Fees and Good Standing

The Directors may determine the amount and the manner in which membership dues are to be paid. A Member shall be considered to be in good standing if the Member:

- (a) became a Member of the Corporation at least thirty (30) days before the meeting of Members;
- (b) has paid their annual membership fees to the Corporation by the date of the annual meeting; and
- (c) is not in the course of disciplinary action pursuant to section 4.05.

4.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for Membership set out in section 4.01;
- (c) the Member is in default in accordance with section 4.03; or
- (d) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a Committee Member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or Committee Member if the Board deems it appropriate in the circumstances.

4.05 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) contravening any provision of the Articles, By-laws, or other Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be suspended or removed from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide at least fifteen (15) days' written notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member shall be given an opportunity to be heard orally by or to make written submissions to the Board not less than five (5) days before the suspension or removal becomes effective. In the event that the Member declines the opportunity to be heard or to make written submissions, the Board may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where oral or written submissions are made by the Member in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member in writing concerning such final decision.

SECTION V **MEETINGS OF MEMBERS**

5.01 Place of Meetings

Meetings of Members shall be held at the registered office of the Corporation or at any place within Ontario as the Board may determine. If a meeting is to be held entirely by electronic means, the notice

of that meeting does not need state the place of the meeting and the place of the meeting is deemed to be the registered office of the Corporation.

5.02 Annual Meetings

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, provided that it must be held not later than fifteen (15) months after the preceding annual meeting.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) consideration of the audit or review engagement report, if any;
- (e) reappointment or new appointment of the auditor or person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act at least 60 days before the date of the meeting, so that such item of new business can be included in the notice of annual meeting.

5.03 Presentation of Annual Financial Statements to Members

Not less than five (5) business days before each annual meeting of the members, the Corporation shall send copies of the financial statements and any other documents required by the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents. The Directors shall place before the Members at every annual meeting the financial statements of the most recently completed financial year and any other documents required by the Act.

5.04 Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of the Members of the Corporation who hold at least ten percent (10%) of votes that may be cast at a meeting for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the receipt of the requisition.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members is special business except for the following:

- (a) consideration of the financial statements, and the audit or review engagement report, if any;
- (b) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (c) the election of Directors; and
- (d) the re-appointment of the incumbent auditor or person appointed to conduct a review engagement.

5.06 Notice of Meeting

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Director, and the auditor or person appointed to conduct a review engagement of the Corporation, not less than ten (10) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section 10.01 of this By-law.

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and

state the text of any Special Resolution to be submitted to the meeting.

If a meeting of the Members may be attended by electronic means, the notice must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available, including, if applicable, instructions for voting by such means at the meeting. Notice of a meeting that is adjourned for less than 30 days is not required if the time and place of the adjourned meeting and, if applicable, the instructions for attending, participating, and voting by telephonic or electronic means are announced at the original meeting.

5.07 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.

5.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Officers, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act, the Articles, or the Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the Members present at the meeting. Proxies are not permitted.

5.09 Participation in Meetings by Electronic Means

Any person entitled to attend a meeting of the Members may participate in the meeting by electronic means that permit all participants to communicate adequately with each other during the meeting. A person so participating at a meeting is deemed to be present in person at the meeting.

5.10 Meetings Held by Entirely Electronic Means

If the Directors or Members call a meeting of the Members, the Directors or Members (as the case may be) may determine that the meeting be held entirely by electronic means, or by a combination of electronic means and of in-person attendance. The electronic means must permit all participants to communicate adequately with each other during the meeting and to reasonably participate in the meeting.

5.11 Voting by Electronic Means

Any person participating in a meeting of Members and entitled to vote at such meeting may vote using electronic means, provided that the votes cast by such means may be verified as having been made by Members entitled to vote.

A vote at a meeting of the Members may be conducted entirely by electronic means or by a combination of electronic means and of voting in person.

5.12 Chair of the Meeting

The President shall be the chair of the Members' meeting. If the President is absent or unable to act, then a Vice-President shall chair the Members' meeting. If the President and the Vice-President are absent or unable to act then the Members present shall appoint by Ordinary Resolution another Director as chair.

5.13 Quorum

The quorum for a meeting of the Members is twenty (20) of the Members entitled to vote at the meeting, whether present in person or by electronic means. If quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting. If quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

5.14 Votes to Govern

Unless otherwise required by the provisions of the Act or this By-law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution of the votes cast in person. In the case of equality of votes, the chair of the Members' meeting, in addition to his original vote, shall have a second or casting vote.

5.15 Voting Procedure

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and
- (g) all voting during an electronic meeting shall be done by electronic ballot.

5.16 Resolution in Lieu of Meeting

Any resolution signed by all the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted, and held for the purpose.

SECTION VI **DIRECTORS**

6.01 Number of Directors

The Board shall consist of the fixed number of directors in the Articles, or a number within the minimum and maximum numbers in the Articles that is determined from time to time by Special Resolution, or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors. Notwithstanding anything else in this By-law, the Corporation must have at least three (3) Directors.

6.02 Qualifications

A person is disqualified from being a Director if they:

- (a) are not a Member at the time of their election or fail to become one within ten (10) days of their election;
- (b) are not an individual;
- (c) are under 18 years old;
- (d) have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (e) have been found to be incapable by any court in Canada or elsewhere; or
- (f) have the status of bankrupt.

6.03 Election of Directors and Term

- (a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The Board shall establish a nominating Committee, the details of which shall be set forth in the

Operating Policies. The nominating Committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

- (c) Directors shall be elected every year or as determined by Ordinary Resolution of the Members.
- (d) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

6.04 Written Consent to Act as a Director

- (a) An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment. This requirement does not apply to a director who is re-elected or reappointed where there is no break in his or her term of office.
- (b) Despite paragraph (a), if an individual elected or appointed consents in writing after the period mentioned in that subsection, the election or appointment is valid.

6.05 Ceasing to Hold Office

The office of a Director shall automatically be vacated:

- (a) if the Director dies;
- (b) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (c) if the Director no longer fulfils all of the qualifications to be a Director set out in section 6.02, as determined in the sole discretion of the Board; or
- (d) if the Director is removed by the Members in accordance with section 6.07 and the Act.

6.06 Removal of Directors

Directors may be removed by an Ordinary Resolution of the Members passed at a special meeting.

6.07 Filling Vacancies

- (a) If there is a vacancy created by the removal of a Director, it may be filled at the meeting of Members at which the Director was removed.
- (b) If there is a vacancy created by a failure to elect the number or minimum number of directors provided for in the Articles, or if there is not a quorum of Directors, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy. If they fail to call a meeting, or there are no Directors in office, the meeting may be called by any Member.
- (c) If (a) and (b) do not apply, a vacancy among the Directors may be filled by a quorum of Directors.

6.08 Committees

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any Committee Member may be removed by the Board. Unless otherwise determined by the Board, a Committee 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 procedure. Notwithstanding anything else in this By-law, if the Corporation creates an Audit Committee it must comprise one or more directors, and the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates.

6.09 Conflict of Interest

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act are complied with and, if required by law, the approval of the court is obtained. A disclosure by a director or officer of a conflict of interest must be in writing.

6.10 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director may receive compensation for services provided to the Corporation in another capacity.

6.11 Remuneration of Agents and Employees

The Directors of the Corporation may fix the reasonable remuneration of employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. Any Officer, Committee Member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, Committee Member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

6.12 Confidentiality

Every Director, Officer, Committee Member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

SECTION VII MEETINGS OF DIRECTORS

7.01 Calling of Meetings

Meetings of the Directors may be called by the President, Vice-President or any two Directors at any time on notice as required by this By-law.

7.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine. If a meeting of the Directors is to be held entirely by electronic means, the notice of that meeting does not need state the place of the meeting.

7.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.01 of this By-law to every Director of the Corporation 48 hours before the time when the meeting is to be held. If a meeting of the Board may be attended by electronic means, the notice must include instructions for attending and participating in the meeting by electronic means that will be made available, including, if applicable, instructions for voting by such means at the meeting. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting and, if applicable, the instructions for attending, participating, and voting by electronic means are announced at the original meeting. A Board of Directors meeting may be held without notice immediately before or following the annual meeting of Members.

A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with one of the matters specified in subsection 36(2) of the Act.

7.04 Regular Meetings

Provided that meetings take place no less than once per year, the Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

7.05 Chair

The chair of all Board meetings shall be the President. If the President is absent or unable to act, then the Vice-President shall be the chair. If the President and the Vice-President are absent or unable to act, then a Director appointed by the Board by Ordinary Resolution shall be the chair.

7.06 Participation at Meeting by Electronic Means

Subject to the Articles and By-laws, a meeting of the Directors may be held entirely by electronic means or by any combination of electronic means and of in-person attendance. Any such meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director who attends a meeting of the Directors through electronic means is deemed to be present in person at the meeting.

7.07 Quorum

Subject to the Articles, a majority of the number of Directors constitutes a quorum at any meeting of the Board, provided that a quorum shall be a majority of the number of Directors determined in accordance with section 6.01. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.08 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of equality of votes, the chair of the meeting of Directors shall not be entitled to a second or casting vote and the motion shall be defeated.

7.09 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or 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's dissent is entered in the minutes of the meeting; or
- (b) the Director requests that his or her dissent be entered in the minutes of the meeting; or
- (c) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits his or her dissent immediately after the meeting is terminated to the Corporation;

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

7.10 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 his or her dissent to be placed with the minutes of the meeting; or
- (b) submits his or her dissent to the Corporation.

7.11 Voting Procedures

At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the chair of Board Meetings or requested by any Director. When a recorded vote on the question is required by the chair of Board Meetings or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the chair of Board Meetings that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution.

7.12 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting

or committee of Directors, shall be as valid as if it had been passed at a Board meeting or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

SECTION VIII **OFFICERS**

8.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. All Officers must be a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, except the offices of President and Vice-President.

8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - If appointed, the Secretary shall be a Director and attend and be the Secretary of all meetings of the Board. 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.
- (d) **Treasurer** - If appointed, the Treasurer shall be a Director and 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 Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

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

8.03 Term of Office

Any Officer shall cease to hold office upon resolution of the Board. Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

8.04 Vacancy in Office

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

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) the Board of Directors adopts an Ordinary Resolution to remove an Officer for any reason at a Board meeting duly called for that purpose, provided that such Officer is first offered an opportunity to be heard;

- (d) if an Officer becomes prohibited from being an Officer by reason of any order made under the Act;
- (e) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (f) such Officer's death.

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

SECTION IX

PROTECTION AND INDEMNITY

9.01 Protection of Directors, Officers and Others

Except as otherwise provided in the Act, no Director, Officer, Member, Committee Member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member, employee or volunteer of the Corporation or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's, Member's, Committee Member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.

9.02 Indemnity to Directors, Officers and Others

Every Director, Officer, Member, Committee Member, employee and volunteer of the Corporation, and his/her/its heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against the following:

- (a) all costs, charges and expenses whatsoever that such Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer, Member, Committee Member, employee and volunteer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- (b) all other costs, charges and expenses that the Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

9.03 Indemnity to Others

The Corporation may also indemnify such other persons in such other circumstances as the Act or the 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 provision of this By-law to the extent permitted by the Act or the law.

9.04 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section, 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.

SECTION X **NOTICES**

10.01 Method of Giving Notices

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Undelivered Notices

Notwithstanding Section 10.01, if any notice given to a Member is returned on three (3) 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.

10.03 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.04 Omissions and Errors

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

10.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or auditor 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 Board or of a committee of the Board, which may be given in any manner.

SECTION XI **AMENDMENT OF ARTICLES AND BY-LAWS**

11.01 Amendment of Articles

Notwithstanding the Act, the Articles of the Corporation may only be amended by a resolution of the Board and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the amendment, provided that notice of such Members meeting shall state the proposed amendment and the purpose thereof.

11.02 Amendment of By-laws

The By-laws of the Corporation not embodied in the Articles may be amended or repealed by a resolution of the Board and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said amendment or repeal. Except as otherwise provided, an amendment or repeal of a By-law approved by the Board has full force and effect from the time the resolution is passed or from such future time as may be specified in the resolution. A repeal or an amendment

to a By-law passed by the Board shall be presented for confirmation at the next annual or special meeting of Members. The Members at the annual or special meeting may confirm the By-law by Special Resolution as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approve.

ENACTED by the Directors of the Corporation this _____ day of _____, _____, under the seal of the Corporation

President

Secretary

CONFIRMED by a Special Resolution of Members this _____ day of _____, _____.

Secretary