

**NOTICE OF AN ANNUAL AND SPECIAL MEETING OF THE MEMBERS  
OF PRIDE TORONTO (THE “CORPORATION”)**

**TO: MEMBERS OF THE CORPORATION (THE “MEMBERS”)**

**NOTICE** is hereby given that an annual and special meeting (the “**Meeting**”) of the Members is called for and will be held on **January 30, 2025 at 6:00 p.m. (Toronto time), electronically**, for the following purposes.

1. to approve the minutes of the annual meeting of Members held on January 25, 2024, a copy of which is available at this link: [AM Minutes - January 25, 2024](#)
2. to receive the financial statements of the Corporation for the period ending July 31, 2024;
3. to re-appoint Crowe Soberman LLP as the auditor of the Corporation to hold office until the close of the next annual meeting of the Members and authorize the directors of the Corporation (the “**Directors**”) to fix the remuneration of the auditors;
4. to consider and approve by special resolution, the text of which is attached hereto as Schedule B, articles of amendment in the form attached hereto as Schedule B.1 (the “**Articles of Amendment**”), as more particularly described below and in the chart attached hereto as Schedule B.2;
5. to consider and confirm by special resolution, the text of which is attached hereto as Schedule C, amendments to By-law Number 1 of the Corporation (the “**By-law Amendments**”), as more particularly described below and reflected in the version of the By-law Number 1 of the Corporation attached hereto as Schedule C.1 and the comparison version attached hereto as Schedule C.2;
6. to fill vacancies on the board of Directors (the “**Board**”); and
7. to conduct such other matters as may properly come before the Meeting.

**Attending and Participating in the Meeting by Telephonic or Electronic Means**

The Meeting will be held virtually, hosted and facilitated by GetQuorum. Instructions for joining and participating in the Meeting are included as an attachment in the email notice.

**Proxy Voting**

If you are unable to attend the Meeting, please complete the proxy attached separately to the email notice as Schedule A appointing a proxyholder to vote at the Meeting on your behalf and return the proxy no later than the commencement of the Meeting to Nipuni Dhanawardana, Executive Administration Manager, Pride Toronto, 501-158 Sterling Rd., Toronto, ON M6R 2B7, or by email at: [membership@pridetoronto.com](mailto:membership@pridetoronto.com).

## Information about the Articles of Amendment and By-law Amendments

The Articles of Amendment and By-law Amendments have been prepared in order to ensure alignment with the requirements applicable to non-profit organizations, including under the *Not-for-Profit Corporations Act, 2010* (the “ONCA”), and the Corporation’s actual practices, and, in the case of the By-law Amendments, for consistency, clarity and effective governance.

### 1. Articles of Amendment

In 2009, supplementary letters patent (the “**2009 SLPs**”) (the prior terminology for articles of amendment) were filed for the Corporation. The 2009 SLPs include provisions that would be included for a registered charity and references to legislation that is no longer in effect. Given that the Corporation operates as a non-profit (a status with requirements that are distinct from those applicable to registered charities), and is not registered as a charity or subject to the requirements that apply only to charities, the Articles of Amendment have been prepared to clean up the articles by incorporating provisions that are appropriate for a non-profit. Attached as Schedule B.2 is a chart that shows the current purposes and special provisions and the proposed replacement purposes and special provisions.

### 2. By-Law Amendments

The By-law Amendments include changes that have been classified as being of a “clean up” nature, including, fixing certain defined terms, removing language applicable to charities (see above), enhancing alignment with the ONCA, clarifying certain provisions and removing transition language that is no longer applicable. Changes of this nature have been highlighted in green in the version of By-law Number 1 attached hereto as Schedule C.1 and Schedule C.2.

The By-law Amendments also include changes that have been classified as being of a substantive nature. Changes of this nature have been highlighted in blue in the version of By-law Number 1 attached hereto as Schedule C.1 and Schedule C.2, and include:

- Excluding time spent filling a vacancy (partial term) on the Board from the maximum six consecutive year limit for Directors. A Director who fills a vacancy (for example, if another Director leaves the Board part-way through their term) serves on the Board for the remainder of the term of the vacating Director. Not counting this time creates a more straightforward way of counting the six-year maximum (full Director terms are three years, so a Director is able to serve two full terms before hitting the maximum), and it will encourage volunteers to fill vacant positions.
- Adding a provision that provides that a Director who misses three consecutive meetings without a reason approved by the Board will be ineligible to continue on the Board, unless otherwise approved by the Board. This is to encourage attendance and manage absences.
- Clarifying that while the Executive Director may attend and speak at Board meetings, the Executive Director is not a member (whether voting or non-voting) of the Board. This change aligns with other existing provisions of By-law Number 1.
- Removing language that contemplates that Directors may be compensated for services they provide to the Corporation other than as Directors (e.g., as a service provider), provided that such compensation is reasonable, approved by the Board and in compliance with conflict of

interest requirements. This was removed because By-law Number 1 provides that paid contractors or paid consultants are not eligible to be Directors.

- Extending the protections (indemnity, insurance) provided to current Directors to cover officers, committee members, former Directors, former officers, former committee members and other individuals who acted as a director and/or officer of another entity at the Corporation's request. This is permitted by the ONCA and will support future engagement and recruitment of individuals to Director and officer roles. The rest of the language in the protection of Directors and officers provisions (section 6 of By-law Number 1) has been updated to better align with the ONCA, including the limitations that apply.
- Requiring proxyholders to be Members – this is an option made available by the ONCA.

Please see the By-law Amendments reflected in Schedule C.1 and Schedule C.2 for a full overview of the changes. Explanatory notes are included in yellow. Schedule C.1 reflects By-law Number 1 as amended by the By-law Amendments. Schedule C.2 is a comparison between the current By-law Number 1 and By-law Number 1 as amended by the By-law Amendments. The explanatory notes and highlighting are for reference only and will not form part of the official version.

**DATED** the 17th day of January, 2025.

*Grant Gonzales*

---

**Name: Grant Gonzales**

**Title: Co-Chair**

**SCHEDULE A  
PROXY**

*[See separate attachment]*

**SCHEDULE B  
SPECIAL RESOLUTION APPROVING  
ARTICLES OF AMENDMENT**

**ARTICLES OF AMENDMENT**

**RESOLVED AS A SPECIAL RESOLUTION THAT:**

- (a) the Corporation is hereby authorized to submit to the Director appointed under the *Not-for-Profit Corporations Act, 2010* (Ontario), articles of amendment in the form presented to the members (the “**Articles**”);
- (b) any two officers or directors of the Corporation (collectively, the “**Authorized Signatories**”) are authorized and directed to execute all such documents and perform all such acts as are necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery of the Articles (together with any other required documents) to the Ministry of Public and Business Service Delivery and Procurement; and
- (c) the Authorized Signatories are authorized and directed to make such technical changes in the Articles as may be required, including by the Ministry of Public and Business Service Delivery and Procurement, with no further recourse to the directors or members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are hereby ratified and approved.

**SCHEDULE B.1**  
**ARTICLES OF AMENDMENT**

*[See attached]*

**For questions or more information to complete this form, please refer to the instruction page.**

Fields marked with an asterisk (\*) are mandatory.

### 1. Corporation Information

Corporation Name \*  
Pride Toronto

Ontario Corporation Number (OCN) \*  
1157636

Company Key \*  
000000000

Official Email Address \*  
nipuni@pridetoronto.com

### 2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name \*  
Mahsa

Middle Name

Last Name \*  
Pezeshki

Telephone Country Code  
Telephone Number \*  
416-868-3357

Extension

Email Address \*  
mpezeshki@fasken.com

### 3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

### 4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

- Fixed Number
- Minimum/Maximum

### 5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity?

- Yes
- No

## Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

The purposes of the Corporation contained in the Supplementary Letters Patent dated October 30, 2009 are hereby deleted in their entirety and replaced with the following, such that after giving effect to the foregoing, the following are the purposes of the Corporation:

(a) to raise awareness and increase the public's understanding and appreciation of lesbian, gay, bisexual, transgender, intersex, queer, questioning and two spirited persons, including by holding an annual cultural festival in the City of Toronto or elsewhere in Canada that celebrates and raises awareness regarding their sexual and gender orientations and identities, histories, cultures, communities, organizations, achievements and lives; and

(b) to make grants to charities and other non-profit organizations with purposes similar to those of the Corporation.

## Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

The special provisions contained in the Supplementary Letters Patent dated October 30, 2009 are hereby deleted in their entirety and replaced with the following:

(a) Commercial purposes, if any, included in the articles are intended **only** to advance or support one or more of the non-profit purposes of the Corporation. No part of a Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the Corporation except in furtherance of its activities or as otherwise permitted by the *Not-for-Profit Corporations Act, 2010*.

(b) Subject to the *Not-for-Profit Corporations Act, 2010*, upon the dissolution of the Corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a non-profit organization or a registered charity under the *Income Tax Act (Canada)* with similar purposes to its own, as determined by a resolution of the directors.

## 6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on \*

Requested Date for Amendment \*

### Authorization

\* I, Mahsa Pezeshki

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.



**Caution:**

The Act sets out penalties, including fines, for submitting false or misleading information.

---

**Required Signatures**

Name	Position	Signature
Name	Position	Signature

**SCHEDULE B.2**  
**CURRENT AND PROPOSED PURPOSES AND SPECIAL PROVISIONS**

<b>Current Provisions</b>	<b>Amended Provisions</b>
<p><b>Purposes:</b></p> <p>(a) To educate and increase the public's understanding and appreciation of lesbian, gay, bisexual, transsexual, transgender, intersex, queer, questioning and two spirited persons, including by holding an annual cultural festival in the City of Toronto or elsewhere in Canada that celebrates and provides education regarding their sexual and gender orientations and identities, histories, cultures, communities, organizations, relationships, achievements and lives;</p> <p>(b) To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are qualified donees under the <i>Income Tax Act</i> (Canada) whose objects support the charitable purposes of the Corporation.</p>	<p><b>Purposes (changes highlighted):</b></p> <p>(a) to <b>raise awareness</b> and increase the public's understanding and appreciation of lesbian, gay, bisexual, transsexual, transgender, intersex, queer, questioning and two spirited persons, including by holding an annual cultural festival in the City of Toronto or elsewhere in Canada that celebrates and <b>raises awareness</b> regarding their sexual and gender orientations and identities, histories, cultures, communities, organizations, relationships, achievements and lives; <b>and</b></p> <p>(b) <b>to make grants to charities and other non-profit organizations with purposes similar to those of the Corporation.</b></p>
<p><b>Special Provisions:</b></p> <p>(a) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;</p> <p>(b) The Corporation shall be subject to the <i>Charities Accounting Act</i> and the <i>Charitable Gifts Act</i>;</p> <p>(c) The Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties;</p>	<p><b>Special Provisions (replaced in full):</b></p> <p>(a) Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the Corporation. No part of a Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the Corporation except in furtherance of its activities or as otherwise permitted by the <i>Not-for-Profit Corporations Act, 2010</i>.</p> <p>(b) Subject to the <i>Not-for-Profit Corporations Act, 2010</i>, upon the dissolution of the Corporation and after satisfying the interests of its creditors in all its debts, obligations and</p>

Current Provisions	Amended Provisions
<p>(d) The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with Section 59 of the <i>Corporations Act</i> shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property;</p> <p>(e) If it is made to appear to the satisfaction of the Minister, upon report of the Office of the Public Guardian and Trustee, that the Corporation has failed to comply with any of the provisions of the <i>Charities Accounting Act</i> or the <i>Charitable Gifts Act</i>, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an Order under sub-section 317(1) of the <i>Corporations Act</i> to cancel the Letters Patent of the Corporation and declare it to be dissolved;</p> <p>(f) Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the <i>Income Tax Act (Canada)</i> in Canada;</p> <p>(g) To invest the funds of the Corporation pursuant to the <i>Trustee Act</i>;</p> <p>(h) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the <i>Corporations Act</i>, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.</p> <p>(i) The Corporation shall be entitled to carry out the following incidental powers:</p> <p>(i) to solicit and receive donations, gifts, legacies and bequests for use in promoting the objects of and carrying on the work of the</p>	<p>liabilities, its remaining property shall be distributed to a Canadian body corporate that is a non-profit organization or a registered charity under the <i>Income Tax Act (Canada)</i> with similar purposes to its own, as determined by a resolution of the directors.</p>

<b>Current Provisions</b>	<b>Amended Provisions</b>
<p>Corporation, and to enter into agreements, contracts and undertakings incidental thereto;</p> <p>(ii) to acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;</p> <p>(iii) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its charitable undertaking, and, when no longer so necessary to sell, dispose of and convey the same or any part thereof; and</p> <p>(iv) to accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable.</p>	

**SCHEDULE C  
SPECIAL RESOLUTION APPROVING  
THE BY-LAW AMENDMENTS**

**BY-LAW AMENDMENTS**

**RESOLVED AS A SPECIAL RESOLUTION THAT:**

- (a) the amendments to By-law Number 1 of the Corporation, as reflected in the amended form of By-law Number 1 presented to the members, are hereby confirmed, subject to deletion of the notes highlighted in yellow and removal of all coloured highlighting; and
- (b) any two officers or directors of the Corporation are authorized and directed to execute all such documents and instruments necessary or desirable to give full force and effect to the foregoing.

**SCHEDULE C.1**  
**BY-LAW NUMBER 1, AS AMENDED BY THE BY-LAW AMENDMENTS**

*[See attached]*

**BY-LAW NO. 1**

**Green** – Clean up changes

**Blue** – Substantive changes

**Yellow** – Explanatory notes

Revised as of [●]

A by-law relating generally to the transaction of the business and affairs of Pride Toronto, a Corporation without share capital (Ontario Corporation Number: 1157636) incorporated under Ontario’s *Corporations Act* and operating under Ontario’s *Not-For-Profit Corporations Act, 2010*.

**CONTENTS OF ARTICLES**

**TABLE OF CONTENTS**

<b>Section 1 - General</b> .....	2
<b>Section 2 - Directors</b> .....	5
<b>Section 3 - Board Meetings</b> .....	9
<b>Section 4 - Financial</b> .....	13
<b>Section 5 - Officers</b> .....	13
<b>Section 6 - Protection of Directors and Others</b> .....	14
<b>Section 7 - Conflict of Interest</b> .....	16
<b>Section 8 – Members</b> .....	17
<b>Section 9 - Members’ Meetings</b> .....	19
<b>Section 10 - Notices</b> .....	22
<b>Section 11 - Adoption and Amendment of By-laws</b> .....	22
<b>Section 12 – Duty to the Corporation</b> .....	23
<b>Section 13 – Records</b> .....	23
<b>Schedule A</b> .....	24
<b>Schedule B</b> .....	25
<b>Schedule C</b> .....	27
<b>Schedule D</b> .....	28

## BY-LAW NO. 1

BE IT ENACTED as a by-law of the Corporation as follows:

### Section 1 - General

#### 1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time; [Note: Throughout the By-law, we have put "Act" in italics where it was not already.]
- b. "Annual Meeting" means an annual meeting of Members of the nature described in Section 9.01; [Note: There had been some inconsistency in references to the annual meeting, so we have made it a defined term.]
- c. "Articles" means the articles of incorporation, or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival and any letters patent or supplementary letters patent of the Corporation from time to time in force and effect; [Note: The terminology in the previous legislation (the *Corporations Act*) was letters patent. The terminology in the current *Act* is articles. The old letters patent still exist, but if they are amended, they are amended by articles of amendment. This defined term is intended to capture this.]
- d. "Board" means the board of directors of the Corporation;
- e. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f. "Chair" means a chair of the Board and includes "Co-Chair";
- g. "Corporation" means "Pride Toronto", a corporation without share capital governed by the *Act*; [Note: This more general definition allows the Corporation to amend its Articles without needing to continuously update this definition in the By-law.]
- h. "day" means a clear day and a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday; [Note: This is based on the definition and interpretation provisions of the *Act*. It is relevant to include because, for example, where the By-law says that 10 days notice of a Members meeting may be provided, it must be 10 clear days.]
- i. "Director" means an individual occupying the position of director of the Corporation by whatever name such individual is called;
- j. "holiday" has the meaning ascribed to it under the *Legislation Act* (Ontario); [Note: This is the definition relevant to the above definition of "day".]
- k. "Member" means a member of the Corporation;
- l. "Members" means the collective membership of the Corporation;
- m. "Membership Meeting" includes an Annual Meeting and a Special Meeting;
- n. "Officer" means an officer of the Corporation and includes the Chairs, the Secretary, the Treasurer, the Executive Director of the Corporation; [Note: The prior definition created the possibility of confusion with respect to who the Officers are.]



- o. “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- p. “Required Financial Statements” means the financial statements to be placed before the Members at each Annual Meeting as required by the *Act*;
- q. “Special Business” means all business transacted at a Special Meeting and all business transacted at an Annual Meeting except the consideration of financial statements and the report of the auditor or person who has been appointed to conduct a review engagement thereon, the election of Directors, the reappointment and remuneration of an incumbent auditor or person who has been appointed to conduct a review engagement and an extraordinary resolution (as such term is defined in the *Act*) to have a review engagement instead of an audit or to not have an audit or a review engagement; [Note: Under the *Act*, additional notice requirements apply where Special Business is being considered at a meeting. There is reference to this in the By-law, so we have added a defined term.]
- r. “Special Resolution” means a resolution of the Members in respect of which the *Act*, the Articles or the By-laws requires approval by at least-two thirds of the votes cast thereon; [Note: This is based on the *Act*, and included for clarity]
- s. “Special Meeting” means a meeting of the Members other than an Annual Meeting; [Note: This definition has been updated for clarity]
- t. “telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks. [Note: This is based on the *Act*, and included for clarity]

## 1.02 Interpretation

Other than as specified in Section 1.01, unless the context otherwise requires:

- a. All terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.
- b. Words importing the singular include the plural and vice versa, and words importing one gender include all forms of gender identity and gender expression.
- c. Words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- d. Whenever the words “include”, “includes” or “including” are used in this by-law, such words shall be deemed to be followed by the words “without limitation”. [Note: This is a common principle of interpretation.]

In the event a provision in these By-laws conflicts with any resolution of the Board or of the Members, the Board, acting in good faith, shall resolve the conflict in accordance with the *Act*. [Note: The reference to by-law was confusing, as this is the By-law.]

## 1.03 Severability and Precedence

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. 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.

#### 1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

#### 1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by a Co-Chair and the Treasurer, or, any two (2) Officers or persons so authorized by the Board.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by a Co-Chair and the Treasurer, or, any two (2) Officers or persons authorized by the Board.

In addition, the Board may from time to time direct the manner in which and the person(s) 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.

#### 1.06 Head Office and Registered Office

- a. The head office of the Corporation is the registered office of the Corporation.
- b. The Corporation may change the location of its registered office within a municipality or geographic township by resolution of the Directors.
- c. The Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by Special Resolution.
- d. The Corporation shall make best efforts while acting in a commercially reasonable manner to lease or otherwise obtain office space within reasonable proximity of the Corporation's annual cultural festival in the City of Toronto, in the Province of Ontario, for use as its head office, as the Directors may, from time to time, by resolution determine.
- e. The head office of the Corporation shall (i) be fully accessible, meeting the requirements of the *Accessibility for Ontarians with Disabilities Act, 2005* at a minimum, and shall have available gender-neutral washroom facilities and, (ii) be equipped with fire alarms with visual indicators. **[Note: This sentence has been deleted as it was transitional language and is no longer needed.]**

## 1.07 Contractual Provisions

All contracts made between **the Corporation** and any location-based venue or business, for the purpose of hosting a live event sponsored by or otherwise affiliated with **the Corporation**, must contain a binding provision that requires as follows:

- a. Where any gender-segregated facilities are to be provided at the event (including but not limited to restrooms and change rooms), all possible action must be taken (up to and including the posting of temporary signage) to provide equivalent equitable gender-neutral facilities, for the duration of the event.
- b. Any *bona fide* exceptions to this requirement shall be on a case-by-case basis, and must be recorded and justified and the reasoning made available to Members' inquiry. Any venues or events found by attendees or Members to be in violation of this requirement will be subject to the Conflict Resolution Policy. The Board shall hold accountable those Directors, Officers and employees responsible for the inclusion of the contractual provision as laid out above.

## Section 2 - Directors

The Board may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the *Act*, the **Articles**, or otherwise, unless the Directors are restricted by law or by resolutions of the **Members** from exercising those powers. These powers include, but are not limited to, the power to:

- i. contract on behalf of the Corporation;
- ii. make banking and other financial arrangements;
- iii. make certifications or execute instruments in writing;
- iv. direct the manner in which any other person or persons may enter into contracts on behalf of the Corporation;
- v. purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of the Corporation's real or personal property;
- vi. borrow on the credit of the Corporation for the legitimate business purposes;
- vii. encumber the assets of the Corporation;
- viii. purchase insurance with respect to the property, rights and interests of the Corporation and to
- ix. indemnify **Members**, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation; **[Note: This has been revised because the reference to Corporation was confusing – the Corporation would not indemnify itself]**
- x. hire, evaluate, compensate, and terminate all full-time, part-time or contract employees of the Corporation;
- xi. make any changes to the Corporation's organizational structure; and
- xii. determine the Corporation's strategic priorities and direction.

## 2.01 Qualification, Election and Term

### 2.01.1 Qualification

The following persons are disqualified from being a director of the Corporation:

- a. A person who is not an individual.
- b. A person who is under 18 years old.
- c. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property. **[Note: We have removed language that is not included in the Act.]**
- d. A person who has been found to be incapable by any court in Canada or elsewhere.
- e. A person who has the status of bankrupt.
- f. A person who was not a **Member** at the time of their election or appointment.
- g. A person who is an employee, independent contractor, or consultant of the Corporation.
- h. A person who has been employed by the Corporation within the six (6) months prior to election or appointment to the Board.
- i. A person who has rendered services to the Corporation as a paid contractor or a paid consultant within the twelve (12) months prior to election or appointment to the Board.
- j. A person who fails to consent in writing to holding office as a Director before or within ten (10) days after election or appointment.
- k. Any person who previously served as a Director for a period **of six (6) consecutive Annual Meetings**, **excluding any time serving as a Director to fill a vacancy**, except where at least two (2) years have elapsed since such person ceased to be a Director. **[Note: The green edits are to clarify the language / requirement. The language in blue is more of a substantive change / clarification – a Director appointed to fill a vacancy serves for the remainder of the term left by the vacating Director. Not counting this time will create a more straightforward process of counting director terms (which are three years in length) for this maximum, and encouraging individuals to volunteer to fill vacancies.]**
- l. Any person who, once a Director, fails to attend three (3) consecutive meetings of the Board without a reason approved by the Board, unless otherwise resolved by the Board. **The Board shall consider any submitted reason at their next meeting following receipt of the request and not later than 30 days following such request. [Note: This has been added to create a process for encouraging Director attendance and managing Director absences.]**

### 2.01.2 Nomination for Election

- A. The Board shall:
  1. Establish a process, including the manner and method, for selecting from all candidates the person(s) to be nominated by the Board to stand for election as a Director;
  2. Ensure that its process for selecting such nominee(s) is transparent;
  3. Apply such process consistently to each nomination by the Board;
  4. Approve candidate(s) as nominee(s) for election as a Director according to its process; and
  5. Disclose in the notice provided to Members prior to a Membership Meeting at which Directors are to be elected the process by which the Board selected the nominee(s).

- B. Notwithstanding the Board's power to nominate candidates for election to the position of Director, any individual who seeks the nomination of the Board and who is not subsequently nominated by the Board upon completion of the process described in this Section 2.01.2 may have their name added to the list of approved candidates if they provide, in writing, the support of at least ten (10) other Members to the Secretary at least 48 hours in advance of the election.
- C. A Director who was appointed to fill a vacancy may, upon the expiry of that Director's term, stand for election to the Board at an annual meeting of the Members held after such Director's appointment as an approved nominee.

### 2.01.3 Composition of the Board

- A. The Executive Director of the Corporation shall not be a member of the Board of Directors. The Executive Director shall have a right to attend and speak at all or any portion of meetings of the Members and all or any portion of meetings of the Directors, except where the Board determines that the topic of the meeting or any such portion of a meeting would present a conflict of interest for the Executive Director to attend. [Note: This change is for consistency with other parts of the By-law, which are clear that employees (like the Executive Director) cannot be directors.]

### 2.01.4 Term

The term of office of a Director elected by the Members shall commence upon election and terminate at the conclusion of the Annual Meeting that takes place in the third (3rd) year from the date of such Director's election.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

### 2.01.5 Election

The Directors shall be elected by the Members at each Annual Meeting.

## 2.02 Vacancies

The office of a Director shall be vacated immediately:

1. 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;
2. if the Director ceases to meet the qualifications described in Section 2.01.1; or [Note: Instead of referring to specific circumstances in which a Director can no longer serve, we now generally refer to the Director ceasing to meet the qualifications.]
3. if, at a meeting of the Members, the Members by Ordinary Resolution removes the Director before the expiration of the Director's term of office.

### 2.02.1 Removal of a Director

Upon a resolution approved by at least two-thirds of the votes cast by Directors at a meeting of the Board (a “Removal Resolution”) the Board may make a recommendation to the Members that a Director be removed from office at a Membership Meeting, notice for which shall specify the intention to pass such resolution of Members. The Removal Resolution shall include in its particulars whether the Board intends to call a Special Meeting or if the removal is to occur at the next annual meeting of the Members. [Note: The terminology “special resolution” is a member resolution, so we have clarified that what was meant by this is that it would be a resolution that requires 2/3rds, rather than majority, approval]

For greater certainty, this Section 2.02.1 shall not limit the ability of the Members to remove a Director, including on their own initiative, in accordance with the Act. [Note: This is to clarify that a Removal Resolution of the Board is not necessary in order for Members to exercise their right to remove a Director] The Members may, by Ordinary Resolution at a Membership Meeting, remove from office any Director or Directors.

### 2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director’s predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy at the Membership Meeting at which the Director is removed; [Note: The language has been amended for consistency with the Act]
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Meeting to fill the vacancy, and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and [Note: The reference to 50 days is not provided for in the Act, and so has been removed]
3. a quorum of Directors may fill a vacancy among the Directors.

### 2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board’s responsibilities. The Board shall determine the composition and terms of reference for any such committee, subject to the requirements of the Act. The Board may dissolve any committee by resolution at any time. [Note: “Subject to the requirements of the Act” has been added because the Act has requirements for the composition of an audit committee, if one is formed. It must be composed of Directors, and the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates.]
3. Each committee shall:

- a. have the power to establish their own procedures in conformance with the Articles, By-laws and the Act; [Note: The definition of Articles includes letters patent and supplementary letters patent]
- b. sit at the pleasure of the Board;
- c. have such powers and authority as delegated to them by the Board; and
- d. report to the Board.

## 2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

[Note: This has been deleted because one of the disqualifications for Directors is "A person who has rendered services to the Corporation as a paid contractor or a paid consultant within the twelve (12) months prior to election or appointment to the Board". Therefore, there would be no circumstances in which a director is being paid for services.] [Note: The deleted text references laws applicable to charities. As the Corporation is not a charity, it is a non-profit, these laws do not apply.]

## 2.06 Authority of Individual Director

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in the By-laws or by resolution of the Board.

No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided for in in the By-laws or by resolution of the Board.

## 2.07 Power to Appoint and Retain Agents, Employees, Advisors

The Board may appoint and retain any agents, employees and advisors that it reasonably considers necessary at the expense of the Corporation. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board.

No Director shall be employed by the Corporation.

A former Director may only be employed by the Corporation after at least six (6) months beyond the end of their term.

## Section 3 - Board Meetings

### 3.01 Calling of Meetings

Meetings of the Directors may be called by a Co-Chair or any two Directors at any time and any place on notice as required by this By-law for the purpose of considering such business as may be set out in the notice.

**Subject to the Act,** a meeting of the Board may also be held, without notice, immediately following a Membership Meeting.

All meetings shall be recorded by the taking of minutes.

Meetings of the Directors are not open to the **Membership** or members of the public. The Corporation is not obliged to individually notify **Members** of Board **meetings**, but minutes, or summaries or excerpts thereof, of Board meetings may, at the discretion of the Board, be made available to the **Members** upon request within a reasonable time.



### 3.02 Regular Meetings

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, **subject to the Act**, no other notice shall be required for any such meetings.

The Board shall meet not less than four (4) times between **Annual Meetings**.

### 3.03 Notice

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 of this By-law to every Director not less than three (3) days before the date that the meeting is to be held. Notice of a meeting is not 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the **Annual Meeting**.

### 3.04 Chair

A Chair shall preside at Board meetings. In the absence of a Chair, the Directors present shall choose one of their number to act as the **chair of the meeting**.

### 3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes, **unless otherwise specified in the Act or By-laws**. In case of an equality of votes the item shall be deemed defeated, and no Chair shall have a second or casting vote. A Director may not participate in a Board meeting by proxy.

Any votes at such meeting can be taken by **poll** if so demanded by any Director present. **[Note: This is to clarify that at Board meetings, Directors cannot vote by secret ballot.]**

A declaration by the Secretary, or in the Secretary's absence the Director acting as secretary of a Board meeting, that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be evidence of the fact that a vote was recorded in favour or against any resolution properly brought before the Board.

### 3.06 Participation by Telephonic or Electronic Means

If all of the Directors **consent**, a meeting of the Board may be held entirely by one or more **telephonic or electronic means** or by any combination of in-person attendance and by one or more **telephonic or electronic means** as permit all persons attending the meeting to communicate with each other simultaneously and instantaneously. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the **Board held while a Director holds office**. A Director participating by such means is deemed to be

present at that meeting. [Note: This update has been made to reflect the provisions of the *Act*, and to clarify that the Board can meet fully remotely.]

If the Directors may attend a Board meeting by telephonic or electronic means, the notice of meeting shall include instructions for participating in the meeting in that manner, including, if applicable, instructions for voting by such means at the meeting. [Note: This reflects a requirement that was added to the *Act* in October 2023.]

### **3.07 Effect of Error or Omission in Giving Notice**

If a Director was not present at a meeting of the Board due to an error or omission of giving notice and wishes to revisit any issue or vote from that meeting, they may compel the Board to do so.

### **3.08 Quorum**

A quorum of **Directors**, being greater than half of the number of **Directors**, may exercise all the powers of the **Directors**.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

#### **4.01.1 Books, Accounts, Receipts and Balances**

Any Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and may sign all the bank's forms or settlement of balances and release or verification slips.

### **4.02 Financial Year**

The financial year of the Corporation ends on July 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors two Co-Chairs, a Treasurer, a Secretary, at its first meeting following **the Annual Meeting**, provided that where the Board fails to make such appointments the then incumbents, provided they remain Directors, shall hold office until their successors are **appointed** **[Note: Officers are appointed by the Board]**. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

## **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

## **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **5.04 Duties of a Co-Chair**

The Co-Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.05 Duties of the Executive Director**

The Executive Director shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## **5.06 Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

## **5.07 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

# **Section 6 - Protection of Directors and Others**

## **6.01 Protection of Directors and Officers**

**Subject to any limitations in the *Act* or otherwise imposed by law:**

- A. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the

bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

B. The Corporation shall indemnify and save harmless each Director, Officer, committee member, former Director, former Officer, former committee member and/or another individual who acts or acted at the Corporation's request as a director and/or an officer or in a similar capacity of another entity, their heirs, successors, executors and administrators, and estates and effects, respectively from time to time and at all times from and against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation, provided that the individual to be indemnified:

1. 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, officer, committee member or in a similar capacity at the Corporation's request; and
2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

C. The Corporation may advance money to a Director, an Officer and/or other individual referred to in Section 6.01(B) for the costs, charges and expenses of a proceeding referred to in Section 6.01(B). The individual shall repay the money if the individual does not fulfil the conditions of Section 6.01(B)(1) and (2).

D. The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.01(B) against any liability incurred by the individual in the individual's capacity as Director, Officer and/or committee member, or in the individual's capacity as director, officer and/or committee member or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

E. The provisions of this Section 6.01 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

**[Note: We have updated with language that is more consistent with the *Act*. Under the *Act*, the indemnity can also extend to each Officer, committee member, former Director, former Officer, former committee member and/or another individual who acts or acted at the Corporation's request as a director and/or an officer or in a similar capacity of another entity. Pursuant to the *Act*, the by-law can also provide for insurance and payments in advance of a judgement etc. Adding this language will**

support future engagement and recruitment of individuals to director and officer roles.]

## Section 7 - Conflict of Interest

### 7.01 Conflict of Interest

- A. A Director or Officer who (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall: [Note: We have expanded this because the requirements in the Act regarding disclosure of conflicts of interest also apply to Officers]
1. make the disclosure required by the Act, at the earlier of the time required by the Act and, in the case of a Director, the first meeting of the Directors after which they became interested or aware of any such material interest;
  2. request that their declaration be recorded in the minutes of the meeting, if applicable; and
  3. in the case of a Director, except as provided by the Act, not attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- B. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made. A general notice to the Directors by a Director or Officer disclosing that they are a director or officer of or have a material interest in a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction. [Note: The Act allows for a general disclosure of this nature.]
- C. The Executive Director shall not participate in discussion topics about the Executive Director or other topics that would be deemed a conflict of interest.

## 7.02 Financial Benefit

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of this By-law and the *Act* are complied with. [Note: The Corporation is not a charity, so the text referencing charities law has been deleted.]

## Section 8 – Members

### 8.01 Members

The membership of the Corporation shall consist of such individuals whose application for admission to the membership has received the approval of the Board by resolution, in its sole discretion, in each fiscal year.

### 8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

Unless otherwise determined by the Board, the term of membership is two (2) years or seven hundred thirty (730) days, and shall commence on the day of fulfillment of the requirements, pursuant to Section 8.05.

A Director shall not have their membership revoked unless they have been removed as a Director by the Members.

Upon ceasing to be a Director, a Director ceases to be a Member unless otherwise qualified to be a Member and admitted pursuant to the By-laws.

### 8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### 8.04 Administrative Termination of Membership

Membership shall cease:

- (a) upon the death of that Member; [Note: Capacity is not generally a requirement for members. Additionally, the by-law does not define what capacity means here.]

- (b) when the Member resigns by written notice given to the Secretary of the Corporation;
- (c) when the Member is expelled or the person's membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) when the Member's term of membership expires; or
- (e) when the Corporation is liquidated or dissolved.

### 8.05 Eligibility

Individuals shall be eligible for membership in the Corporation if they meet all of the following criteria:

- (a) acknowledge in writing support for the Corporation's objects and activities, including the "Mission, Vision and Values of the Corporation", as amended from time to time;
- (b) meet at least one of the following criteria:
  - i. contribute at least 8 hours of volunteer work to the Corporation;
  - ii. pay a membership fee, to be determined by the Board; or
  - iii. be nominated for membership by the Board; and
- (c) be approved for membership by resolution of the Board.

### 8.06 Application Deadline

Memberships shall not be approved for applications received within thirty (30) days prior to a Membership Meeting, for which notice was given pursuant to Section 9.03.

- (a) For clarity, in the event that less than thirty (30) days' notice is provided for a Membership Meeting, membership applications received prior to notice being given may be approved.

### 8.07 Members' Rights

Every Member in good standing each year is entitled to:

- (a) hold an office of the Corporation in accordance with the By-laws;
- (b) receive notice, attend and vote in person or by proxy at Membership Meetings, in accordance with the By-laws;
- (c) all of the other rights and privileges afforded by the *Act*.

### 8.08 Member Registry

The name and contact information of each Member shall be kept in a register at the Corporation's head office or such other place in Ontario as may be designated by the Board from time to time.

Upon receipt of a notice in writing of any change of such address, the Secretary shall cause such change to be noted in the register.



## Section 9 - Members' Meetings

### 9.01 Annual Meeting

The Board shall call an annual meeting of the **Members** not later than **the earlier of** fifteen (15) months after holding the preceding **Annual Meeting**, **six (6) months after completion of the Corporation's most recent financial year**, and two (2) months following the Corporation's receipt of its Required Financial Statements. **[Note: 15 months of the preceding Annual Meeting, and a requirement that the financial statements not be older than six months, are from the Act.]**

The **Annual Meeting** shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days before the **Annual Meeting**, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the **Act**, By-laws or **Articles**.

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. presentation and consideration of the Required Financial Statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a 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, and
- h. any other business properly brought before the annual meeting of the **Members** in accordance with s. 56 of the **Act**.

**For greater certainty, it is acknowledged that the foregoing may include Special Business. [Note: Because this is a description of the Annual Meeting, we have added this sentence to clarify that the above list includes items that may constitute Special Business – including for example appointment of a new auditor (rather than reappointment of the incumbent).]** No other item of business shall be included on the agenda for **Annual Meeting** unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the **Act**, so that such item of new business can be included in the notice of **Annual Meeting**.

### 9.02 Special Meetings

The Directors may call a **Special Meeting** of the Members. The Board shall call a **Special Meeting** on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the **Act** provides otherwise.

### 9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any **Annual or Special Meeting** shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting shall state the date, time, location, and business to be transacted, and where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any **Special Resolution** to be submitted to the meeting.

#### **9.04 Content**

If a person may attend a Membership Meeting by telephonic or electronic means, the notice of meeting shall include instructions for participating in the meeting in that manner, including, if applicable, instructions for voting by such means at the meeting. **[Note: The requirement to include additional information if the meeting may be attended by telephonic or electronic means was added to the *Act* in October 2023.]**

#### **9.05 Quorum**

Quorum for a Membership Meeting shall be 2.5% of the **Members** entitled to vote at that meeting, such **Members** being present in person or by proxy. If a 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 a quorum is not present throughout the meeting. **A Member who votes at or attends a Membership Meeting by means set out in Sections 9.07.1 or 9.08 is deemed to be present at the meeting. [Note: This added language is to clarify that Members who appoint a proxy or attend electronically are counted towards quorum.]**

#### **9.06 Chair of the Meeting**

The Board shall designate one of its own to act as chair of a Membership Meeting, failing which the Members present at any Members' meeting shall choose another Director as chair, and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

#### **9.07 Voting of Members**

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, whether upon a show of hands or by written ballot, the motion is lost; and

- 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.

### 9.07.1 Proxy

Every Member entitled to vote at a Membership Meeting may appoint by an instrument in writing (a “Proxy”), in form and substance that meets the requirements of the Act, a person (a “Proxyholder”) or one or more alternate Proxyholders, who must be Members, to attend and vote at a Membership Meeting in the manner, to the extent and with the authority conferred by the Proxy. [Note: The Act allows a corporation to require that proxyholders need to be Members.]

An individual may only hold one Member’s proxy.

### 9.08 Meetings by Telephonic or Electronic Means

If the Board or the Members calling the meeting make such means available, a meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means that enable all persons entitled to attend the meeting to reasonably participate. [Note: This has been added to be clear about electronic meetings. The provisions in the Act regarding electronic meetings have evolved over the past few years.]

### 9.08 Adjournments

The Chair may, with the majority consent of any Members’ meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more, other than an announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the 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.

[Note: The language included did not include additional language required for amendments, regarding information that must be provided at the time of the adjournment]

If a 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.

### 9.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, the Executive Director and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting. [Note: It has been clarified above that the Executive Director is not a Director.]

## Section 10 - Notices

### 10.01 Service

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### 10.02 Error or Omission in Giving Notice

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

## Section 11 - Adoption and Amendment of By-laws

### 11.01 Amendments to By-laws

This By-law revokes, repeals and replaces the existing By-law number 1 of the Corporation.

The By-laws and any part thereof may be amended from time to time by resolution of the Directors and confirmed by two-thirds of the votes cast at a Membership Meeting duly called for that purpose.

## Section 12 – Duty to the Corporation

### 12.01 Duties of Officers, Directors, Members and Employees

All Officers, Directors and employees of the Corporation must discharge their powers and carry out their duties to the Corporation, as applicable, honestly, in good faith and in the best interests of the Corporation rather than in their own interest. **[Note: Members do not have fiduciary duties.]**

## Section 13 – Records

### 13.01 Maintenance of Corporate Records

The Directors shall see that all necessary books and accounts of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

### 13.02 Signed Resolutions

A resolution signed by all the **Members** or Directors is as valid and effective as if passed at a Membership Meeting or meeting of the Board.

**MADE** by the Board on the [●] day of [●], 20[●].

\_\_\_\_\_  
**Chair**

\_\_\_\_\_  
**Secretary**

**CONFIRMED** by the Members on the [●] day of [●], 20[●].

\_\_\_\_\_  
**Chair**

\_\_\_\_\_  
**Secretary**

## Schedule A

[Note: It is not necessary for officer roles to be set out in the By-law, and generally it is easier to adapt and evolve roles with the needs of the Corporation by instead setting out officer roles in terms of reference, approved by the Board. These schedules have been left in the By-law for this review, but in the future the Corporation may consider removing them.]

### Position Description of the Co-Chair

A Chair shall perform the duties described in Sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time, including without limiting the generality of the forgoing:

- a. sign all By-laws and execute any documents, along with the Secretary;
- b. serve as the official spokespersons for the Corporation; and
- c. act as a liaison between the Board, staff, Members, and community.

## Schedule B

### Position Description of the Executive Director

#### Qualifiers

The Executive Director shall act as an Officer of the Corporation, and not be, within the past twelve (12) months, a member of the Board. **[Note: As described above, changes have been made to the By-law to provide that the Executive Director is not an ex officio non-voting Board member, but rather is an observer at Board meetings.]**

#### Role Statement

The Board may, from time to time, employ an Executive Director. If appointed, 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 conform to all lawful orders and policies including matters and duties imposed by law, and any lawful orders and policies that are the subject of a special resolution of the Corporation, as given to them by the Board.

The Executive Director shall, subject to the authority of the Board **and the requirements of the Act**, have general supervision of the affairs of the Corporation. The Executive Director shall be entitled to receive notice of and to **attend and speak at all or any portion of meetings of the Members and all or any portion of meetings of the Directors, except where the Board determines that the topic of the meeting or any such portion of a meeting would present a conflict of interest for the Executive Director to attend.** The Executive Director shall give to the Directors at all reasonable times all information they may require regarding the affairs of the Corporation, and the Executive Director shall also be subject to discharge by the Board. **[Note: This has been updated for consistency with Section 2.01.3, regarding the role of the Executive Director has an observer but not an ex officio non-voting Board member]**

### Responsibilities

#### Duties

The Executive Director shall perform the duties described in this schedule and such other duties as may be required by law or as the Board may determine from time to time, which may include: powers to manage and direct the business and affairs of the Corporation except such business and affairs of the Corporation as must be transacted or performed by other Officers, the Board **and/or the Members**; power to employ and discharge agents and employees of the Corporation; or any lesser authority.

The Executive Director shall also:

#### Agendas

Establish agendas aligned with annual Board goals. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

#### **Direction**

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

#### **Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

#### **Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

#### **Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

#### **Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

#### **Mentorship**

Serve as a mentor to Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

#### **Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.



## **Schedule C**

### **Position Description of the Treasurer**

#### **Role Statement**

If appointed, the treasurer works collaboratively with the Executive Director and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

##### **Custody of Funds**

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Mentorship**

Serve as a mentor to other Directors.

##### **Financial Statement**

Present to the Members at the **Annual Meeting** as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Schedule D**

### **Position Description of the Secretary**

#### **Role Statement**

If appointed, the secretary works collaboratively with the Executive Director to support the Board in fulfilling its fiduciary responsibilities.

#### **Responsibilities**

##### **Board Conduct**

Support the Executive Director in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Document Management**

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the **Members**, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, By-laws, resolutions, registers, including the registry of Officers and Directors; the registry of **Members**, and the seal of the Corporation, if any, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

##### **Meetings**

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

**SCHEDULE C.2**  
**COMPARISON OF CURRENT AND AMENDED BY-LAW NUMBER 1, AS AMENDED**  
**BY THE BY-LAW AMENDMENTS**

*[See attached]*

## BY-LAW NO. 1

**Green** – Clean up changes

**Blue** – Substantive changes

**Yellow** – Explanatory notes

Revised as of ~~26 January 2022~~ [●]

A by-law relating generally to the transaction of the business and affairs of Pride Toronto, a Corporation without share capital (Ontario Corporation Number: 1157636) incorporated under Ontario's *Corporations Act* (the "~~Corporations Act~~") and operating under Ontario's *Not-For-Profit Corporations Act, 2010*.

### CONTENTS OF ARTICLES

#### TABLE OF CONTENTS

Section 1 - General	2
Section 2 - Directors	<del>45</del>
Section 3 - Board Meetings	<del>89</del>
Section 4 - Financial	<del>1013</del>
Section 5 - Officers	<del>1013</del>
Section 6 - Protection of Directors and Others	<del>1114</del>
Section 7 - Conflict of Interest	<del>1216</del>
Section 8 – Members	<del>1317</del>
Section 9 - Members' Meetings	<del>1519</del>
Section 10 - Notices	<del>1722</del>
Section 11 - Adoption and Amendment of By-laws	<del>1722</del>
Section 12 – Duty to the Corporation	<del>1823</del>
Section 13 – Records	<del>1823</del>
Schedule A	<del>1924</del>
Schedule B	<del>2025</del>
Schedule C	<del>2227</del>
Schedule D	<del>2328</del>

## BY-LAW NO. 1

BE IT ENACTED as a by-law of the Corporation as follows:

### Section 1 - General

#### 1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "*Act*" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time; [Note: Throughout the By-law, we have put "Act" in italics where it was not already.]
- b. "Annual Meeting" means an annual meeting of Members of the nature described in Section 9.01; [Note: There had been some inconsistency in references to the annual meeting, so we have made it a defined term.]
- c. "Articles" means the articles of incorporation, or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival and any letters patent or supplementary letters patent of the Corporation from time to time in force and effect. [Note: The terminology in the previous legislation (the *Corporations Act*) was letters patent. The terminology in the current *Act* is articles. The old letters patent still exist, but if they are amended, they are amended by articles of amendment. This defined term is intended to capture this.]
- d. ~~b.~~ "Board" means the board of directors of the Corporation;
- e. ~~c.~~ "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f. ~~d.~~ "Chair" means a chair of the Board and includes "Co-Chair";
- e. ~~"Corporation" means the corporation that has passed these by-laws under the *Act*, being that corporation without share capital incorporated under the *Corporations Act* by Letters Patent dated November 30th, 1995, and amended by Supplementary Letters Patent on September 17, 2009, as may be further amended and/or restated and/or supplemented, and named Pride Toronto;~~
- g. "Corporation" means "Pride Toronto", a corporation without share capital governed by the *Act*. [Note: This more general definition allows the Corporation to amend its Articles without needing to continuously update this definition in the By-law.]
- h. "day" means a clear day and a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday. [Note: This is based on the definition and interpretation provisions of the *Act*. It is relevant to include because, for example, where the By-law says that 10 days notice of a Members meeting may be provided, it must be 10 clear days.]

- i. ~~f~~- "Director" means an individual occupying the position of director of the Corporation by whatever name such individual is called;
- j. "holiday" has the meaning ascribed to it under the *Legislation Act (Ontario)*; [Note: This is the definition relevant to the above definition of "day".]
- k. ~~g~~- "Member" means a member of the Corporation;
- l. ~~h~~- "Members" means the collective membership of the Corporation; ~~and~~
- m. ~~i~~- "Membership Meeting" includes an ~~annual meeting of the members~~ Annual Meeting and a Special Meeting;
- n. ~~j~~- "Officer" means an officer of the Corporation and includes the Chairs, the Secretary, the Treasurer, the Executive Director of the Corporation, ~~and any other individual who performs functions for the Corporation similar to those normally performed by an individual listed above;~~ [Note: The prior definition created the possibility of confusion with respect to who the Officers are.]
- o. "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- p. ~~k~~- "Required Financial Statements" means the financial statements to be placed before the ~~members~~ Members at each annual meeting of the members Annual Meeting as required by the *Act*;
- q. "Special Business" means all business transacted at a Special Meeting and all business transacted at an Annual Meeting except the consideration of financial statements and the report of the auditor or person who has been appointed to conduct a review engagement thereon, the election of Directors, the reappointment and remuneration of an incumbent auditor or person who has been appointed to conduct a review engagement and an extraordinary resolution (as such term is defined in the *Act*) to have a review engagement instead of an audit or to not have an audit or a review engagement. [Note: Under the *Act*, additional notice requirements apply where Special Business is being considered at a meeting. There is reference to this in the By-law, so we have added a defined term.]
- r. "Special Resolution" means a resolution of the Members in respect of which the *Act*, the Articles or the By-laws requires approval by at least two thirds of the votes cast thereon; [Note: This is based on the *Act*, and included for clarity]
- s. ~~l~~- "Special Meeting" means a ~~special meeting of the members~~ of the Corporation. Members other than an Annual Meeting; [Note: This definition has been updated for clarity]
- t. "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks. [Note: This is based on the *Act*, and included for clarity]

## 1.02 Interpretation

Other than as specified in Section 1.01, unless the context otherwise requires:

- a. All terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.

- b. Words importing the singular include the plural and vice versa, and words importing one gender include all forms of gender identity and gender expression.
- c. Words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

d. Whenever the words “include”, “includes” or “including” are used in this by-law, such words shall be deemed to be followed by the words “without limitation” [Note: This is a common principle of interpretation.]

In the event a provision in these By-laws conflicts with any ~~other provision in a by-law or~~ resolution of the Board or of the ~~members~~ Members, the Board, acting in good faith, shall resolve the conflict in accordance with the *Act*. [Note: The reference to by-law was confusing, as this is the By-law.]

### 1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the ~~articles~~ Articles or the *Act*, the provisions contained in the ~~articles~~ Articles or the *Act*, as the case may be, shall prevail.

### 1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

### 1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by a Co-Chair and the Treasurer, or, any two (2) Officers or persons so authorized by the Board.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by a Co-Chair and the Treasurer, or, any two (2) Officers or persons authorized by the Board.

In addition, the Board may from time to time direct the manner in which and the person(s) 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.

### 1.06 Head Office and Registered Office

- a. The head office of the Corporation is the registered office of the ~~corporation~~ Corporation.
- b. The Corporation may change the location of its registered office within a municipality or geographic township by resolution of the Directors.
- c. The Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by ~~special resolution~~ Special Resolution.
- d. The Corporation shall make best efforts while acting in a commercially reasonable manner to lease or otherwise obtain office space within reasonable proximity of the Corporation's

annual cultural festival in the City of Toronto, in the Province of Ontario, for use as its head office, as the Directors may, from time to time, by resolution determine.

- e. The head office of ~~Pride Toronto~~ **the Corporation** shall (i) be fully accessible, meeting the requirements of the *Accessibility for Ontarians with Disabilities Act, 2005* at a minimum, and shall have available gender-neutral washroom facilities and, (ii) be equipped with fire alarms with visual indicators. ~~Notwithstanding, this clause shall not be enforceable prior to the expiry of the existing term of Corporation's lease for those lands municipally known as 158 Sterling Road, Toronto, Ontario, or earlier, in the event of amendment to or cancellation of the said lease agreement.~~ **[Note: This sentence has been deleted as it was transitional language and is no longer needed.]**



## 1.07 Contractual Provisions

All contracts made between ~~Pride-Toronto~~ the Corporation and any location-based venue or business, for the purpose of hosting a live event sponsored by or otherwise affiliated with ~~Pride-Toronto~~ the Corporation, must contain a binding provision that requires as follows:

- a. Where any gender-segregated facilities are to be provided at the event (including but not limited to restrooms and change rooms), all possible action must be taken (up to and including the posting of temporary signage) to provide equivalent equitable gender-neutral facilities, for the duration of the event.
- b. Any *bona fide* exceptions to this requirement shall be on a case-by-case basis, and must be recorded and justified and the reasoning made available to Members' inquiry. Any venues or events found by attendees or Members to be in violation of this requirement will be subject to the Conflict Resolution Policy. The Board shall hold accountable those Directors, Officers and employees responsible for the inclusion of the contractual provision as laid out above.

## Section 2 - Directors

The Board ~~of Directors~~ may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the *Act*, the ~~articles~~ Articles, or otherwise, unless the Directors are restricted by law or by resolutions of the ~~members~~ Members from exercising those powers. These powers include, but are not limited to, the power to:

- i. contract on behalf of the Corporation;
- ii. make banking and other financial arrangements;
- iii. make certifications or execute instruments in writing;
- iv. direct the manner in which any other person or persons may enter into contracts on behalf of the Corporation;
- v. purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of the Corporation's real or personal property;
- vi. borrow on the credit of the Corporation for the legitimate business purposes;
- vii. encumber the assets of the Corporation;
- viii. purchase insurance with respect to the property, rights and interests of the Corporation and to
- ix. indemnify ~~the Corporation, its members~~ Members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation; [Note: This has been revised because the reference to Corporation was confusing – the Corporation would not indemnify itself]
- x. hire, evaluate, compensate, and terminate all full-time, part-time or contract employees of the Corporation;
- xi. make any changes to the Corporation's organizational structure; and

- xii. determine the Corporation's strategic priorities and direction.

## 2.01 Qualification, Election and Term

### 2.01.1 Qualification

The following persons are disqualified from being a director of the Corporation:

- a. A person who is not an individual.
- b. A person who is under 18 years old.
- c. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, ~~or, who is otherwise not legally competent to conduct business or to contract under the laws of Ontario and the laws of Canada applicable therein.~~ **[Note: We have removed language that is not included in the Act.]**
- d. A person who has been found to be incapable by any court in Canada or elsewhere.
- e. A person who has the status of bankrupt.
- f. A person who was not a ~~member of the Corporation~~ **Member** at the time of their election or appointment.
- g. A person who is an employee, independent contractor, or consultant of the Corporation.
- h. A person who has been employed by the Corporation within the six (6) months prior to election or appointment to the Board.
- i. A person who has rendered services to the Corporation as a paid contractor or a paid consultant within the twelve (12) months prior to election or appointment to the Board.
- j. A person who fails to consent in writing to holding office as a Director before or within ten (10) days after election or appointment.
- k. Any person who previously served as a Director for a period ~~including any of~~ six (6) consecutive ~~annual meetings of the members~~ **Annual Meetings**, ~~excluding any time serving as a Director to fill a vacancy~~, except where at least two (2) years have elapsed since such person ceased to be a Director. **[Note: The green edits are to clarify the language / requirement. The language in blue is more of a substantive change / clarification – a Director appointed to fill a vacancy serves for the remainder of the term left by the vacating Director. Not counting this time will create a more straightforward process of counting director terms (which are three years in length) for this maximum, and encouraging individuals to volunteer to fill vacancies.]**
- l. **[Any person who, once a Director, fails to attend three (3) consecutive meetings of the Board without a reason approved by the Board, unless otherwise resolved by the Board. The Board shall consider any submitted reason at their next meeting following receipt of the request and not later than 30 days following such request. [Note: This has been added to create a process for encouraging Director attendance and managing Director absences.]**

### 2.01.2 Nomination for Election

- A. The Board shall:
  1. Establish a process, including the manner and method, for selecting from all candidates the person(s) to be nominated by the Board to stand for election as a Director;
  2. Ensure that its process for selecting such nominee(s) is transparent;
  3. Apply such process consistently to each nomination by the Board;
  4. Approve candidate(s) as nominee(s) for election as a Director according to its process; and

5. Disclose in the notice provided to Members prior to a Membership Meeting at which Directors are to be elected the process by which the Board selected the nominee(s).
- B. Notwithstanding the Board's power to nominate candidates for election to the position of Director, any individual who seeks the nomination of the Board and who is not subsequently nominated by the Board upon completion of the process described in this ~~section~~ **Section** 2.01.2 may have their name added to the list of approved candidates if they provide, in writing, the support of at least ten (10) other Members to the Secretary at least 48 hours in advance of the election.
- C. A Director who was appointed to fill a vacancy may, upon the expiry of that Director's term, stand for election to the Board at an annual meeting of the ~~members~~ **Members** held after such Director's appointment as an approved nominee.

### 2.01.3 Composition of the Board

- A. The Executive Director of the Corporation shall not be a ~~non-voting ex-officio~~ member of the Board of Directors. The Executive Director shall have a right to attend and speak at all or any portion of meetings of the Members and all or any portion of meetings of the Directors, except where the Board determines that the topic of the meeting or any such portion of a meeting would present a conflict of interest for the Executive Director to attend. [Note: This change is for consistency with other parts of the By-law, which are clear that employees (like the Executive Director) cannot be directors.]

### 2.01.4 Term

The term of office of a Director elected by the Members shall commence upon election and terminate at the conclusion of the ~~annual meeting of the members~~ **Annual Meeting** that takes place in the third (3rd) year from the date of such Director's election.

A ~~director~~ **Director** appointed or elected to fill a vacancy holds office for the unexpired term of the ~~director's~~ **Director's** predecessor.

### 2.01.5 Election

The Directors shall be elected by the Members at each ~~annual meeting of the members~~ **Annual Meeting**.

### 2.02 Vacancies

The office of a Director shall be vacated immediately:

1. 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;
2. if the Director ~~dies or becomes bankrupt;~~ **ceases to meet the qualifications described in Section 2.01.1 or [Note: Instead of referring to specific circumstances in which a Director can no longer serve, we now generally refer to the Director ceasing to meet the qualifications.]**

~~3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or~~

3. ~~4.~~ if, at a meeting of the Members, the Members by ~~ordinary resolution~~ **Ordinary Resolution** removes the Director before the expiration of the Director's term of office.

### 2.02.1 Removal of a Director

Upon a ~~special~~ resolution **approved by at least two-thirds of the votes cast by Directors at a meeting** of the Board (a "Removal Resolution") the Board may make a recommendation to the ~~members~~ **Member** that a Director be removed from office at a Membership Meeting, notice for which shall specify the intention to pass such resolution **of Members**. The Removal Resolution shall include in its particulars whether the Board intends to call a Special Meeting or if the removal is to occur at the next annual meeting of the ~~members~~ **Members**. **[Note: The terminology "special resolution" is a member resolution, so we have clarified that what was meant by this is that it would be a resolution that requires 2/3rds, rather than majority, approval]**

**For greater certainty, this Section 2.02.1 shall not limit the ability of the Members to remove a Director, including on their own initiative, in accordance with the ~~Act~~ [Note: This is to clarify that a Removal Resolution of the Board is not necessary in order for Members to exercise their right to remove a Director].** The Members may, by Ordinary Resolution at a Membership Meeting, remove from office any Director or Directors.

~~The members of a corporation may, by ordinary resolution at a Membership Meeting, remove from office any director or directors, except persons who are directors by virtue of their office.~~

## 2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy ~~by an ordinary resolution;~~ at the Membership Meeting at which the Director is removed. [Note: The language has been amended for consistency with the Act]
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the ~~articles~~ Articles, the Directors in office shall, without delay, call a ~~special meeting of Members~~ Special Meeting to fill the ~~vacancy within fifty (50) days of the creation of the~~ vacancy, and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and [Note: The reference to 50 days is not provided for in the Act, and so has been removed]
3. a quorum of Directors may fill a vacancy among the Directors.

## 2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee subject to the requirements of the Act. The Board may dissolve any committee by resolution at any time. [Note: "Subject to the requirements of the Act" has been added because the Act has requirements for the composition of an audit committee, if one is formed. It must be composed of Directors, and the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates.]
3. Each committee shall:
  - a. have the power to establish their own procedures in conformance with the ~~Corporation's letters patent, supplementary letters patent, articles~~ Articles, By-laws and the *Act*; [Note: The definition of Articles includes letters patent and supplementary letters patent]
  - b. sit at the pleasure of the Board;
  - c. have such powers and authority as delegated to them by the Board; and
  - d. report to the Board.

## 2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

[Note: This has been deleted because one of the disqualifications for Directors is "A person who has rendered services to the Corporation as a paid contractor or a paid consultant within the twelve (12) months prior to election or appointment to the Board". Therefore, there would be no circumstances in which a director is being paid for services.] [Note: The deleted text references laws applicable to charities. As the Corporation is not a charity, it is a non-profit, these laws do not apply.]

- ~~2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:~~

- ~~i. considered reasonable by the Board;~~
- ~~ii. approved by the Board for payment by resolution passed before such payment is made; and~~
- ~~iii. in compliance with the conflict of interest provisions of the Act; and~~

- ~~3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.~~

## 2.06 Authority of Individual Director

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in the By-laws or by resolution of the Board.

No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided for in in the By-laws or by resolution of the Board.

## 2.07 Power to Appoint and Retain Agents, Employees, Advisors

The Board ~~of Directors~~ may appoint and retain any agents, employees and advisors that it reasonably considers necessary at the expense of the Corporation. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board ~~of Directors~~.

No Director shall be employed by the Corporation.

A former Director may only be employed by the Corporation after at least six (6) months beyond the end of their term.

## Section 3 - Board Meetings

### 3.01 Calling of Meetings

Meetings of the Directors may be called by a Co-Chair or any two Directors at any time and any place on notice as required by this By-law for the purpose of considering such business as may be set out in the notice.

~~A~~ ~~subject to the Act,~~ a meeting of the Board may also be held, without notice, immediately following a Membership Meeting.

All meetings shall be recorded by the taking of minutes.

Meetings of the Directors are not open to the ~~general membership~~ Membership or members of the public. The Corporation is not obliged to individually notify ~~members~~ Members of Board ~~Meetings~~ meetings, but minutes, or summaries or excerpts thereof, of Board meetings may, at the discretion of the Board, be made available to the ~~members~~ Members upon request within a reasonable time.



### 3.02 Regular Meetings

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 subject to the Act, no other notice shall be required for any such meetings.

The Board ~~of Directors~~ shall meet not less than four (4) times between ~~annual meetings of the members~~ Annual Meetings.

### 3.03 Notice

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 of this By-law to every Director ~~of the Corporation~~ not less than three (3) days before the date that the meeting is to be held. Notice of a meeting is not 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the ~~annual meeting of the Corporation~~ Annual Meeting.

### 3.04 Chair

A Chair shall preside at Board meetings. In the absence of a Chair, the Directors present shall choose one of their number to act as the ~~Chair~~ chair of the meeting.

### 3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes, unless otherwise specified in the Act or By-laws. In case of an equality of votes the item shall be deemed defeated, and no Chair shall have a second or casting vote. A Director may not participate in a Board meeting by proxy.

Any votes at such meeting can be taken by ballot poll if so demanded by any Director present. [Note: This is to clarify that at Board meetings, Directors cannot vote by secret ballot.]

A declaration by the Secretary, or in the Secretary's absence the Director acting as secretary of a Board meeting, that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be evidence of the fact that a vote was recorded in favour or against any resolution properly brought before the Board.

### 3.06 Participation by Telephonic or Electronic Means

If all of the Directors ~~of the Corporation~~ consent, a Director may participate in a meeting of the Board or of a committee of Directors by may be held entirely by one or more telephonic or electronic means that permits all participants or by any combination of in-person attendance and by one or more telephonic or electronic means as permit all persons attending the meeting to communicate adequately with each other during simultaneously and instantaneously. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office. A Director

participating by such means is deemed to be present at that meeting. [Note: This update has been made to reflect the provisions of the *Act*, and to clarify that the Board can meet fully remotely.]

If the Directors may attend a Board meeting by telephonic or electronic means, the notice of meeting shall include instructions for participating in the meeting in that manner, including, if applicable, instructions for voting by such means at the meeting. [Note: This reflects a requirement that was added to the *Act* in October 2023.]

### 3.07 Effect of Error or Omission in Giving Notice

If a Director was not present at a meeting of the Board ~~of Directors~~ due to an error or omission of giving notice and wishes to revisit any issue or vote from that meeting, they may compel the Board to do so.

### 3.08 Quorum

A quorum of ~~directors~~ **Directors**, being greater than half of the number of ~~directors~~ **Directors**, may exercise all the powers of the ~~directors~~ **Directors**.

## Section 4 - Financial

### 4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

#### 4.01.1 Books, Accounts, Receipts and Balances

Any Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and may sign all the bank's forms or settlement of balances and release or verification slips.

### 4.02 Financial Year

The financial year of the Corporation ends on July 31 in each year or on such other date as the Board may from time to time by resolution determine.

## Section 5 - Officers

### 5.01 Officers

The Board shall appoint from among the Directors two Co-Chairs, a Treasurer, a Secretary, at its first meeting following ~~the annual meeting of the Corporation~~ **Annual Meeting**, provided that where the Board fails to make such appointments the then incumbents, provided they remain Directors, shall hold office until their successors are ~~elected~~ **appointed** **[Note: Officers are appointed by the Board]**. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

## **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

## **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **5.04 Duties of a Co-Chair**

The Co-Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.05 Duties of the Executive Director**

The Executive Director shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## **5.06 Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

## **5.07 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

**Subject to any limitations in the *Act* or otherwise imposed by law:**

- A. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss,

damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the ~~Corporation's articles~~ Articles and By-laws; and
  2. exercised their powers and discharged their duties in accordance with the *Act*
- B. The Corporation shall indemnify and save harmless ~~the Directors~~ each Director, Officer, committee member, former Director, former Officer, former committee member and/or another individual who acts or acted at the Corporation's request as a director and/or an officer or in a similar capacity of another entity, their heirs, successors, executors and administrators, and estates and effects, respectively from time to time and at all times from and against: all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation, provided that the individual to be indemnified:
- ~~1. all costs, charges, and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by them in the execution of the duties of their office; and~~
  - ~~2. all other costs, charges, and expenses that they sustain or incur in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by their own gross negligence, wilful misconduct, or bad faith.~~
1. 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, officer, committee member or in a similar capacity at the Corporation's request; and
  2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.
- C. The Corporation may advance money to a Director, an Officer and/or other individual referred to in Section 6.01(B) for the costs, charges and expenses of a proceeding referred to in Section 6.01(B). The individual shall repay the money if the individual does not fulfil the conditions of Section 6.01(B)(1) and (2).
- D. The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.01(B) against any liability incurred by the individual in the individual's capacity as Director, Officer and/or committee member, or in the individual's capacity as director, officer and/or committee member or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
- E. The provisions of this Section 6.01 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

[Note: We have updated with language that is more consistent with the Act. Under the Act, the indemnity can also extend to each Officer, committee member, former Director, former Officer, former committee member and/or another individual who acts or acted at the Corporation's request as a director and/or an officer or in a similar capacity of another entity. Pursuant to the Act, the by-law can also provide for insurance and payments in advance of a judgement etc. Adding this language will support future engagement and recruitment of individuals to director and officer roles.]

## Section 7 - Conflict of Interest

### 7.01 Conflict of Interest

- A. A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall: [Note: We have expanded this because the requirements in the Act regarding disclosure of conflicts of interest also apply to Officers]
1. make the disclosure required by the Act, at the earlier of the time required by the Act and in the case of a Director the first meeting of the Directors after which they became interested or aware of any such material interest;
  2. request that their declaration be recorded in the minutes of the meeting if applicable; and
  3. in the case of a Director except as provided by the Act, not attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- B. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made. A general notice to the Directors by a Director or Officer disclosing that they are a director or officer of or have a material interest in a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction. [Note: The Act allows for a general disclosure of this nature.]
- C. The Executive Director shall not participate in discussion topics about the Executive Director or other topics that would be deemed a conflict of interest.

## 7.02 ~~Charitable Corporations~~ Financial Benefit

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of this By-law and the ~~Act and the law applicable to charitable corporations~~ are complied with. [Note: The Corporation is not a charity, so the text referencing charities law has been deleted.]

## Section 8 – Members

### 8.01 Members

The membership of the Corporation shall consist of such individuals whose application for admission to the membership has received the approval of the Board ~~of Directors~~ by resolution, in its sole discretion, in each fiscal year.

### 8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

Unless otherwise determined by the Board, the term of membership is two (2) years or seven hundred thirty (730) days, and shall commence on the day of fulfillment of the requirements, pursuant to ~~section~~ Section 8.05.

A Director shall not have their membership revoked unless they have been removed as a Director by the ~~membership~~ Members.

Upon ceasing to be a Director ~~of the Corporation~~, a Director ceases to be a ~~member of the Corporation~~ Member unless otherwise qualified to be a ~~member~~ Member and admitted pursuant to the By-laws.

### 8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the ~~articles~~ Articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### 8.04 Administrative Termination of Membership

Membership shall cease:

- (a) upon the death ~~or incapacity of that member~~; of that Member; [Note: Capacity is not generally a requirement for members. Additionally, the by-law does not define what capacity means here.]

- (b) when the ~~member~~ Member resigns by written notice given to the Secretary of the Corporation; ~~or~~
- (c) when the ~~member~~ Member is expelled or the person's membership is otherwise terminated in accordance with the ~~articles~~ Articles or ~~by-laws~~ By-law;
- (d) when the ~~member's~~ Member's term of membership expires; or
- (e) when the Corporation is liquidated or dissolved.

### 8.05 Eligibility

Individuals shall be eligible for membership in the Corporation if they meet all of the following criteria:

- (a) acknowledge in writing support for the Corporation's objects and activities, including the "Mission, Vision and Values of the Corporation", as amended from time to time;
- (b) meet at least one of the following criteria:
  - i. contribute at least 8 hours of volunteer work to the Corporation;
  - ii. pay a membership fee, to be determined by the Board; or
  - iii. be nominated for membership by the Board; and
- (c) be approved for membership by resolution of the Board.

### 8.06 Application Deadline

Memberships shall not be approved for applications received within thirty (30) days prior to a Membership Meeting, for which notice was given pursuant to ~~section~~ Section 9.03.

- (a) For clarity, in the event that less than thirty (30) days' notice is provided for a Membership Meeting, membership applications received prior to notice being given may be approved.

### 8.07 Members' Rights

Every ~~member~~ Member in good standing each year is entitled to:

- (a) hold an office of the Corporation in accordance with the By-laws;
- (b) receive notice, attend and vote in person or by proxy at Membership Meetings, in accordance with the By-laws;
- (c) all of the other rights and privileges afforded by the *Act*.

### 8.08 Member Registry

The name and contact information of each ~~member~~ Member shall be kept in a register at the Corporation's head office or such other place in Ontario as may be designated by the Board from time to time.

Upon receipt of a notice in writing of any change of such address, the Secretary shall cause such change to be noted in the register.



## Section 9 - Members' Meetings

### 9.01 Annual Meeting

The Board shall call an annual meeting of the ~~members~~ **Members** not later than ~~the earlier of~~ fifteen (15) months after holding the preceding ~~annual meeting of the members and no later than~~ **Annual Meeting, six (6) months after completion of the Corporation's most recent financial year** and two (2) months following the Corporation's receipt of its Required Financial Statements. **[Note: 15 months of the preceding Annual Meeting, and a requirement that the financial statements not be older than six months, are from the Act.]**

The ~~annual meeting~~ **Annual Meeting** shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days before the ~~annual meeting~~ **Annual Meeting**, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the ~~Act~~ **By-laws or articles** **Articles**.

~~a-~~ The business transacted at the ~~annual meeting~~ **Annual Meeting** shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous ~~annual~~ **Annual** and subsequent ~~special meetings~~ **Special Meetings**;
- c. presentation and consideration of the Required Financial Statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or ~~special business~~ **Special Business** as may be set out in the notice of meeting, and
- h. any other business properly brought before the annual meeting of the ~~members~~ **Members** in accordance with s. 56 of the *Act*.

**For greater certainty, it is acknowledged that the foregoing may include Special Business. [Note: Because this is a description of the Annual Meeting, we have added this sentence to clarify that the above list includes items that may constitute Special Business – including for example appointment of a new auditor (rather than reappointment of the incumbent).]** No other item of business shall be included on the agenda for ~~annual meeting~~ **Annual Meeting** unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of ~~annual meeting~~ **Annual Meeting**.

### 9.02 Special Meetings

The Directors may call a ~~special meeting~~ **Special Meeting** of the Members. The Board shall call a ~~special meeting~~ **Special Meeting** on written requisition of the Members who hold at least 10 per cent

of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

### 9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any ~~annual or special Members' meeting~~ **Annual or Special Meeting** shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting shall state the date, time, location, and business to be transacted, and where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any ~~special resolution~~ **Special Resolution** to be submitted to the meeting.

#### 9.04 Content

If a person may attend a Membership Meeting by telephonic or electronic means, the notice of meeting shall include instructions for participating in the meeting in that manner, including, if applicable, instructions for voting by such means at the meeting. [Note: The requirement to include additional information if the meeting may be attended by telephonic or electronic means was added to the Act in October 2023.]

#### 9.05 Quorum

Quorum for a Membership Meeting shall be 2.5% of the ~~members~~ **Members** entitled to vote at that meeting, such ~~members~~ **Members** being present in person or by proxy. If a 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 a quorum is not present throughout the meeting. A Member who votes at or attends a Membership Meeting by means set out in Sections 9.07.1 or 9.08 is deemed to be present at the meeting. [Note: This added language is to clarify that Members who appoint a proxy or attend electronically are counted towards quorum.]

#### ~~9.05~~ **9.06** Chair of the Meeting

The Board shall designate one of its own to act as chair of a Membership Meeting, failing which the Members present at any Members' meeting shall choose another Director as chair, and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

#### ~~9.06~~ **9.07** Voting of Members

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, whether upon a show of hands or by written ballot, the motion is lost; and
- 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.

### ~~9.06-10.07~~ 9.07 Proxy

Every ~~member~~ Member entitled to vote at a Membership Meeting may appoint by an instrument in writing (a “Proxy”), in form and substance ~~acceptable to the Corporation~~ that meets the requirements of the Act, a person (a “Proxyholder”) or one or more alternate Proxyholders, who ~~need not~~ must be ~~members~~ Members, to attend and vote at a Membership Meeting in the manner, to the extent and with the authority conferred by the Proxy. [Note: The Act allows a corporation to require that proxyholders need to be Members.]

An individual may only hold one ~~member's~~ Member's proxy.

### 9.08 Meetings by Telephonic or Electronic Means

If the Board or the Members calling the meeting make such means available, a meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means that enable all persons entitled to attend the meeting to reasonably participate. [Note: This has been added to be clear about electronic meetings. The provisions in the Act regarding electronic meetings have evolved over the past few years.]

### ~~9.07~~ 9.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days of more- other than an announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the 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. [Note: The language included did not include additional language required for amendments, regarding information that must be provided at the time of the adjournment]

If a quorum is not present at the opening of a meeting of the ~~members~~ Members, the ~~members~~ Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

### ~~9.08~~ 9.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, the Executive Director and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members

present at the meeting. [Note: It has been clarified above that the Executive Director is not a Director.]

## **Section 10 - Notices**

### **10.01 Service**

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at ~~his or her~~ their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Error or Omission in Giving Notice**

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

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

This By-law revokes, repeals and replaces the existing By-law number 1 of the Corporation.

The By-laws and any part thereof may be amended from time to time by resolution of the Directors and confirmed by two-thirds of the votes cast at a Membership Meeting duly called for that purpose.

## Section 12 – Duty to the Corporation

### 12.01 Duties of Officers, Directors, Members and Employees

All Officers, Directors, ~~members~~ and employees of the Corporation must discharge their powers and carry out their duties to the Corporation, as applicable, honestly, in good faith and in the best interests of the Corporation rather than in their own interest. Note: Members do not have fiduciary duties.

## Section 13 – Records

### 13.01 Maintenance of Corporate Records

The Directors shall see that all necessary books and accounts of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

### 13.02 Signed Resolutions

A resolution signed by all the ~~members~~ **Members** or Directors is as valid and effective as if passed at a Membership Meeting or meeting of the Board.

~~Enacted [insert date].~~

**MADE** by the Board on the [●] day of [●], 20[●].

~~[If appointed, insert Executive Director Name] [If appointed, insert Secretary Name]~~

[Signature Line]  
**Chair**

[Signature Line]  
**Secretary**

**CONFIRMED** by the Members on the [●] day of [●], 20[●].

[Signature Line]  
**Chair**

[Signature Line]  
**Secretary**

## Schedule A

[Note: It is not necessary for officer roles to be set out in the By-law, and generally it is easier to adapt and evolve roles with the needs of the Corporation by instead setting out officer roles in terms of reference, approved by the Board. These schedules have been left in the By-law for this review, but in the future the Corporation may consider removing them.]

### Position Description of the Co-Chair

A Chair shall perform the duties described in ~~sections~~ Sections 3.04 and ~~9.05~~ 9.06 and such other duties as may be required by law or as the Board may determine from time to time, including without limiting the generality of the forgoing:

- a. sign all By-laws and execute any documents, along with the Secretary;
- b. serve as the official spokespersons for the Corporation; and
- c. act as a liaison between the Board, staff, ~~membership~~ Members, and community.

## Schedule B

### Position Description of the Executive Director

#### Qualifiers

The Executive Director shall act as an Officer of the Corporation, and not be, within the past twelve (12) months, a member of the Board ~~of Directors~~. [Note: As described above, changes have been made to the By-law to provide that the Executive Director is not an ex officio non-voting Board member, but rather is an observer at Board meetings.]

#### Role Statement

The Board ~~of Directors~~ may, from time to time, employ an Executive Director. If appointed, 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 conform to all lawful orders and policies including matters and duties imposed by law, and any lawful orders and policies that are the subject of a special resolution of the Corporation, as given to them by the Board ~~of Directors~~.

The Executive Director shall, subject to the authority of the Board and the requirements of the Act, have general supervision of the affairs of the Corporation. The Executive Director shall be entitled to receive notice of and to attend and speak at all meetings of the Board and/or any portion of meetings of the Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of and all or any portion of meetings of the Directors, except where the Board determines that the topic of the meeting or any such portion of a meeting would present a conflict of interest for the Executive Director to attend. The Executive Director shall give to the Directors at all reasonable times all information they may require regarding the affairs of the Corporation, and the Executive Director shall also be subject to discharge by the Board ~~of Directors~~. [Note: This has been updated for consistency with Section 2.01.3, regarding the role of the Executive Director has an observer but not an ex officio non-voting Board member]

#### Responsibilities

##### Duties

The Executive Director shall perform the duties described in this schedule and such other duties as may be required by law or as the Board may determine from time to time, which may include: powers to manage and direct the business and affairs of the Corporation except such business and affairs of the Corporation as must be transacted or performed by other Officers, the Board ~~of Directors~~ and/or the members Members; power to employ and discharge agents and employees of the Corporation; or any lesser authority.

The Executive Director shall also:

##### Agendas



Establish agendas aligned with annual Board goals. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction**

Serve as the Board’s central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board’s expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

**Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

**Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors’ conduct.

**Mentorship**

Serve as a mentor to ~~other~~ Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

## Schedule C

### Position Description of the Treasurer

#### Role Statement

If appointed, the treasurer works collaboratively with the Executive Director and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### Responsibilities

##### Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### Mentorship

Serve as a mentor to other Directors.

##### Financial Statement

Present to the Members at the ~~annual meeting~~ **Annual Meeting** as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## Schedule D

### Position Description of the Secretary

#### Role Statement

If appointed, the secretary works collaboratively with the Executive Director to support the Board in fulfilling its fiduciary responsibilities.

#### Responsibilities

##### Board Conduct

Support the Executive Director in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the ~~members~~ Members, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, By-laws, resolutions, registers, including the registry of Officers and Directors; the registry of ~~members~~ Members, and the seal of the Corporation, if any, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

##### Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.