

## **By-Law Number One**

Being a By-Law relating generally to the transaction of the business and affairs of

### **Bright Starts Co-operative Early Learning Centre Inc. (the "Corporation")**

The existing By-Law Number One of the Corporation enacted November 8, 2011 is hereby repealed.

It is hereby enacted as a By-Law of the Corporation as follows:

#### **ARTICLE 1 - HEAD OFFICE**

The head office of the Corporation shall be in the City of Waterloo, in the Regional Municipality of Waterloo, and in the Province of Ontario, located at:

200 University Avenue West  
Waterloo, Ontario  
N2L 3G1

or at such other place therein as the Directors may from time to time determine.

#### **ARTICLE 2 - DEFINITIONS**

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Co-operative Corporations Act*, R.S.O. 1990, c. C.35 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Affiliate**" means University of Waterloo employees (faculty, staff, post-doctoral researchers) and students;

"**Board**" means the board of directors of the Corporation;

"**By-law**" means this By-Law and all other By-Laws of the Corporation as amended and which are, from time to time, in force;

"**Chair**" means the chair of the Board;

"**Director**" means a member of the Board;

"**Group Affiliate**" means any group, organization or government department, public or private, who supports the objectives of the Corporation and a "**Group Affiliate Member**" means a Group Affiliate who has been granted membership in the Corporation;

"**Meeting of members**" includes an annual general meeting of members or a special meeting of members;

"**Member**" means an individual member or Group Affiliate Member;

**“Officer”** means an officer of the Corporation;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**“Term”** means the term of office for each Director, which is two years, with the exception of one-half of the directors elected in 2017, for whom a term shall be one year.

### **ARTICLE 3 - SEAL**

The seal, an impression whereof is stamped in the margin of this document, shall be the seal of the Corporation.

### **ARTICLE 4 - AIMS AND OBJECTIVES**

The aims and objectives of the Corporation shall be:

- a) To provide care and education for young children through a program promoting their healthy physical, social, emotional and intellectual growth in a safe and healthy environment.
- b) To provide opportunities for family life education through parent participation in the children’s programs and other activities of the Corporation.
- c) To hold, purchase, mortgage and convey real and personal property for these purposes.
- d) Subject to the Trustee Act, to solicit, receive and hold contributions of money and property for the objectives of the Corporation; to invest and re-invest any principal in investments authorized by law for the investment of trust funds; and to disburse and distribute such money and property in the furtherance of the objectives of the Corporation.
- e) To offer the services of an Early Learning Centre for the children of Affiliates and residents of the Regional Municipality of Waterloo without regard to sex, race, creed or national origin.

### **ARTICLE 5 - BOARD OF DIRECTORS**

5.1 The affairs of the Corporation shall be managed by the Board.

5.2 All Directors must be at least eighteen years of age, may not have the status of undischarged bankrupt, and must be capable of managing property within the meaning of the *Substitute Decisions Act*, 1992. Each Director must provide an initial Police Vulnerable Sector Check to the satisfaction of the Nominating Committee and the Board and must update as required.

5.3 The number of Directors shall be not less than three, and not more than fifteen. A majority of the Directors must be resident Canadians. The Executive Director of the Corporation shall be an ex-officio non-voting member of the Board.

5.4 The Board shall be comprised of:

- a) At least 2/3 Members whose children are in the care of the Corporation as of the date of the

- Annual General Meeting; and
- b) At least 2/3 Members who are Affiliates or spouses of Affiliates as of the date of the Annual General Meeting.

When a "parent" Director's child(ren) leave the care of the Corporation, they shall remain on the Board until the next Annual General Meeting.

5.5 No Director shall serve for a period of more than three consecutive Terms. However, the Board can grant an extension to one more Term if the Nominating Committee recommends a subsequent Term, provided that:

- a) in any year, not more than 1/2 of the Board will have served more than three consecutive Terms; and
- b) no Director may serve more than four consecutive Terms.

5.6 No Member may be elected to the Board if that person holds a salaried position with the Corporation. Spouses of staff of the Corporation may be elected to the Board if:

- a) they are the parent of a child in the care of the Corporation; and
- b) they disclose their relationship with the staff member prior to their election.

5.7 Members shall elect directors as follows:

- a) The Nominating Committee will search, screen and propose a slate of candidates for appointment as Directors and Officers. The Nominating Committee may receive nominations in writing from Members in good standing, which must be seconded by another Member in good standing.
- b) The Nominating Committee shall present the slate of candidates for approval by the Board prior to the Annual General Meeting.
- c) The Nominating Committee shall then present the slate of candidates for approval by the membership at the Annual General Meeting.
- d) The approval of the entire slate shall be by show of hands. If the slate is not approved, each proposed director shall be voted on, one at a time, by show of hands. If a director is not approved, the Nominating Committee may begin the process as set out in (a) and (b) to fill the remaining position(s) and, so long as there is quorum, the Board shall be permitted to fill the position from among the Member(s) proposed by the Nominating Committee. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members in good standing to fill the vacancy pursuant to the process set out in (c) and (d).

5.8 If an election of Directors is not held at the proper time or if an insufficient number of new directors are elected, the Directors shall continue in office until their successors are elected.

5.9 A person ceases to be a Director:

- a) if they resign 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;
- b) if they die;
- c) if they become bankrupt;

- d) if they are found to be incapable of managing property within the meaning of the *Substitute Decisions Act, 1992*;
- e) if their background check reveals any items that would prohibit them working with children.
- f) if, at a general meeting of the Members called for that purpose, a resolution is passed by at least a majority of votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- g) upon a resolution of the Board removing them because they have missed three consecutive meetings and/or a total of five meetings in a given year.

5.10 Any vacancy on the Board, however caused, may, so long as the quorum of Directors remain in office, be filled by the Board from among the qualified Members, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members in good standing to fill the vacancy.

## **ARTICLE 6 - BOARD QUORUM AND MEETINGS**

- 6.1 A quorum shall constitute a majority of the Directors in good standing, of which not fewer than three are Officers for the transaction of business.
- 6.2 Board meetings may be formally called by the President or Vice-President, by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of four Directors. Notice of such meetings shall be communicated by e-mail, telephone or in person to each Director not less than three days before the meeting is to take place, or shall be mailed by post to each Director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or President, that notice has been given pursuant to this By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- 6.3 No error or omission in providing notice for a meeting of the Directors shall invalidate the meeting or void any proceedings that took place. Any Director may waive notice of any meeting and may approve any or all proceedings taken at the meeting in question.
- 6.4 The Board may fix the place and time of regular Board meetings and no other notice shall be required for any such meeting.
- 6.5 A Board meeting may also be held, without notice, immediately following the Annual General Meeting.
- 6.6 The Directors may consider or transact any business either special or general at any meeting of the Board.
- 6.7 A meeting of the Board or of a Committee may be held by means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meetings by such means is deemed for the purposes of the Act to be present at that meeting.
- 6.8 The Board shall hold at least nine regular meetings each year.

- 6.9 The President shall serve as the Chair of each Board Meeting. In the absence of the President, these duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.
- 6.10 Any person other than a Directors may attend Board meetings by invitation only or upon approval from the Board. Guests may not cast a vote and must leave during any in-camera portion of the Board meeting.

#### **ARTICLE 7 - BOARD VOTING**

- 7.1 Questions arising at any Board meeting shall be decided by most votes. In case of an equality of votes, the Chair shall have a second and casting vote. All votes at any Board meeting shall be taken by a show of hands unless a secret ballot is demanded by any Director present. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the passing of the resolution without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.2 If a secret ballot has not been demanded, the Chair may accept votes on any matter that are transmitted electronically. If a secret ballot has been demanded, the matter shall be added to the agenda for the next Board meeting when a quorum of Directors is physically present, and shall then be resolved by a secret ballot.

#### **ARTICLE 8 - BOARD POWERS**

- 8.1 The Directors may administer the affairs of the Corporation, enter contracts which the Corporation may lawfully enter and generally exercise all such other powers as the Corporation is permitted by its Articles of Incorporation, Articles of Amendment or otherwise authorized to exercise.
- 8.2 Without in any way derogating from the foregoing, the Directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and condition as they may deem advisable.
- 8.3 The Board may make such rules and By-Laws as required for the conduct of its affairs.

#### **ARTICLE 9 - REMUNERATION OF DIRECTORS**

- 9.1 No Director shall be entitled to remuneration for services as a Director or in any other capacity unless the provisions of the laws applicable to charitable corporations are complied with.

#### **ARTICLE 10 - INTEREST OF DIRECTORS IN CONTRACTS**

- 10.1 As the Corporation has charitable status, no Director shall, directly, or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the law applicable to charitable corporations have been complied with.

- 10.2 It shall be the duty of every Director who is in any way, whether directly or indirectly interested in a contract or arrangement with the Corporation to declare the nature and extent of such interest to the extent, in the manner and at the time required by the applicable provisions of the Act for the time being in force and to refrain from voting in respect to the contract or arrangement when prohibited by the Act. Where a disinterested quorum cannot be obtained, a contract may be confirmed by a majority of votes cast at a special meeting of Members called for that purpose.

#### **ARTICLE 11 - OFFICERS OF CORPORATION**

- 11.1 The Board shall appoint from among the Directors a President, Vice-President, Secretary and Treasurer and any other office as determined by the Board from time to time.
- a) The election shall occur at the first Board meeting after the Annual General Meeting, provided that in the absence of such election the Officers shall hold office until their successors are elected.
  - b) Any other Officer of the Corporation need not be a Director.
- 11.2 One person may hold more than one office except the offices of President and Vice-President.
- 11.3 Any Officer shall cease to hold office upon resolution of the Board.

#### **ARTICLE 12 - DUTIES OF PRESIDENT AND VICE-PRESIDENT**

- 12.1 The President shall preside as Chair at all meetings of the Board and all meetings of Members. If the President is unable to fulfil their duties, their duties and powers may be exercised by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.
- 12.2 In addition to all other functions served by the Vice-President, they shall also be Chair of the Nominating Committee.

#### **ARTICLE 13 - DUTIES OF SECRETARY**

- 13.1 The Secretary shall:
- a) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices that are required to be given to the Members and Directors;
  - b) have access to the seal of the Corporation and to all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board to do so and to such persons as may be named in the resolution; and
  - c) perform such other duties as may from time to time be determined by the Board.

#### **ARTICLE 14 - DUTIES OF TREASURER**

- 14.1 The Treasurer, or person performing the usual duties of the Treasurer, shall:
- a) ensure the Corporation keeps full and accurate accounts of all receipts and disbursements of the Corporation in proper books of the Corporation and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board;
  - b) disburse the funds of the Corporation under the direction of the Board and shall provide at each Board meeting, or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation;
  - c) perform such other duties as may from time to time be determined by the Board; and
  - d) be Chair of the Finance Committee.

#### **ARTICLE 15 - DUTIES OF OTHER OFFICERS AND EX-OFFICIO MEMBERS**

- 15.1 The duties of all other Officers shall be as determined by the Board from time to time.
- 15.2 The duties of the Executive Director shall be described in their job description as may be modified from time to time by the Board.

#### **ARTICLE 16 - STANDING COMMITTEES**

- 16.1 There shall be the following Standing Committees each made up of not less than three Members:
- a) Executive Committee;
  - b) Nominating Committee;
  - c) Personnel and Policy;
  - d) Finance;
  - e) Health and Safety.
- 16.2 The Board may determine any other committees from time to time.
- 16.3 Each Committee shall be chaired by a Director who shall report regularly to the Board. The Chair of each Committee shall be appointed by the Board not later than the second meeting of the Board following the Annual General Meeting.
- 16.4 One Officer shall serve as a member ex-officio of all committees of the Corporation.
- 16.5 *Executive Committee.* This Committee shall be composed of all the Officers of the Corporation, including the Past-President, if applicable, and shall have all the power of the Board to transact business between meetings of the Board on time sensitive matters. The President shall act as chair of this Committee. All action by the Executive Committee shall be reported at the next regular meeting of the Board. The quorum for the Executive Committee shall be a majority.
- 16.6 *Nominating Committee.* The Vice-President shall act as chair of the Nominating Committee. The Nominating Committee shall prepare a recommended slate of nominations from the Members in good standing. This slate shall be presented to and approved by the Board and subsequently presented at the Annual General Meeting.

- 16.7 Despite any other provision of the By-laws, no Committee other than the Executive Committee has authority to:
- a) Submit to the Members any question or matter requiring the approval of the Members;
  - b) Fill a vacancy among the Directors or in the office of auditor or appoint or remove any of the Officers;
  - c) Approve any financial statements referred to in the Act;
  - d) Approve an amalgamation between the Corporation and any one or more other corporation; and
  - e) Adopt, amend, or repeal the By-law(s) of the Corporation.

#### **ARTICLE 17 - LIABILITY OF DIRECTORS AND OFFICERS**

- 17.1 Every Director and Officer, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 17.2 Every Director and Officer shall comply with the Act and the Regulations as well as the Articles and By-laws of the Corporation.
- 17.3 No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the Regulations thereunder or from liability for any breach thereof.

#### **ARTICLE 18 - INDEMNITY OF DIRECTORS AND OFFICERS**

- 18.1 The Corporation shall indemnify the Directors, Officers, former Directors and former Officers or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a creditor and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy any judgment, reasonably incurred by them in respect to any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer and with the approval of a court in respect to an action by or on behalf of the Corporation to procure a judgment in its favour to which they are made a party by reason of being or having been a Director or Officer against all cost, charges and expenses reasonably incurred by them in connection with such action, if they acted honestly and in good faith with a view to the best interest of the Corporation, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable ground for believing that their conduct was lawful.



## **ARTICLE 19 - INSURANCE FOR DIRECTORS AND OFFICERS**

- 19.1 The Corporation may purchase and maintain insurance for the benefit of the Directors or Officers or persons who act or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a creditor and their heirs and legal representatives against any liability incurred by them in their capacity as a Director or Officer, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation, or in their capacity as a Director or Officer of another body corporate where they act or acted in that capacity at the Corporation's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

## **ARTICLE 20 - EXECUTION OF DOCUMENTS**

- 20.1 The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all By-Laws and membership certificates.
- 20.2 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the Executive Director, President, Vice-President, Treasurer or Secretary. The Secretary shall affix the seal of the Corporation to such instruments as required the same.
- 20.3 The President, Vice-President, the Directors, Secretary or Treasurer or any one of them, from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 20.4 Notwithstanding any provisions to the contrary contained in the By-laws, the Board may at any time, by resolution, direct the way (and the person or persons by whom) any instrument, contract or obligations of the Corporation may or shall be executed.
- 20.5 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board. At any time, any one of such Officers or agents alone, may endorse notes and drafts for collection on account of the Corporation through its bankers for the credit of the Corporation. Such Officer or agent may endorse 'for collection' or 'for deposit' with the bankers of the Corporation by using the Corporation's rubber stamp for depositing credit payments. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporations bankers. Such Officers and agents may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **ARTICLE 21 - BOOKS AND RECORDS**

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

## **ARTICLE 22 - MEMBERSHIP**

22.1 The membership shall be divided into two classes, namely individual membership and Group Affiliate membership.

22.2 Members must be:

- a) an Affiliate;
- b) the spouse of an Affiliate;
- c) a parent of a child(ren) in the care of the Corporation; or
- d) a Group Affiliate,

support the objectives of the Corporation and must be at least 16 years of age, as per the Act.

22.3 Membership will not be granted to an applicant until:

- a) full payment of the member's dues has been received; and
- b) the Board, or a delegate(s) of the Board, approves the membership applications.

22.4 Each Group Affiliate Member in good standing may appoint two persons as representatives for receiving information, but will receive only one vote.

22.5 Each Member shall abide by the Corporation's Parent Handbook and any applicable policies in their dealings with or through the Corporation. Failure to do so is cause for termination of the Membership.

22.6 A membership in the Corporation is non-transferable and automatically terminates:

- a) if the Member dies;
- b) if the Member resigns;
- c) upon resolution of a majority of the Board in accordance with the Act, provided the Member is given 10 days' written notice of the meeting to consider same. Said notice shall provide the grounds for expulsion and the Member, or a delegate, can make submissions at the meeting called for the purpose of passing the resolution for expulsion;
- d) if the Member fails to pay the applicable dues in a given year; or
- e) if the Corporation is liquidated or dissolved.

## **ARTICLE 23 - DUES**

23.1 The dues payable by the Members of each class shall be fixed by the Board from time to time. The Board may, from time to time and in its sole discretion, waive all or any part of the dues for a particular applicant or membership class.

23.2 The Board may from time to time pass a By-Law providing for a special assessment to raise funds for a special purpose, but such By-Law shall not be effective nor shall such assessment become due and payable until such By-Law is approved at the next Annual General Meeting.

#### **ARTICLE 24 - ANNUAL GENERAL MEETING OF MEMBERS**

24.1 At every Annual General Meeting, the following shall occur:

- a) the report of the Board shall be presented;
- b) the financial statements shall be presented;
- c) the report of the auditor shall be presented;
- d) the Directors shall be elected;
- e) the auditors shall be appointed for the following year; and
- f) such other or special business as may be set out in the notice of the meeting.

24.2 No other item of business shall be included on the agenda for the Annual General Meeting unless a proposal has been filed with the Secretary prior to the giving of notice of the Annual General Meeting.

24.3 Subject to the Act, not less than 10 days and not more than 30 days' written notice of any annual of special Member's meeting must be provided by sending the notice to the Member's latest address or email-address as shown on the records of the Corporation.

24.4 Members shall be eligible to vote at the Annual General Meeting or any special meeting of the Members provided their membership has been approved at least thirty days prior to said meeting.

24.5 Any person other than a Member, Director or Officer may attend the Annual General Meeting by invitation only or upon approval from the Board. Guests may not cast a vote and may be asked to leave by the Chair during any portion of the meeting.

24.6 The persons who are authorized to call a meeting of the Members may determine that voting is permitted by mail, telephonic or electronic means. Any Member who, through those means, votes at the meeting or establishes a communication link to the meeting shall be deemed for the purposes of the Act to be present at the meeting.

#### **ARTICLE 25 - SPECIAL MEETINGS OF MEMBERS**

25.1 The Board, the Chair, the President or the Vice- President shall have the power to call a special meeting of the Membership upon the appropriate notice to the Members.

25.2 Upon the requisition of five per cent of the Members, the Directors shall call a general meeting of the Members within thirty days of the deposit of the requisition. Notice of such meeting shall be in accordance with Section 24.3.

#### **ARTICLE 26 - ADJOURNMENT**

- 26.1 With the majority consent of those in attendance, the Chair may adjourn any meeting of the Members or the Board. Any such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **ARTICLE 27 - QUORUM OF MEMBERS**

- 27.1 A quorum for the transaction of business at a meeting of the Members is 30 Members in good standing and entitled to vote at the meeting.

### **ARTICLE 28 - PLACE OF MEETINGS**

- 28.1 Meetings of Members shall be held at the registered office of the Corporation or such place in Ontario as the Board shall determine.

### **ARTICLE 29 - VOTING OF MEMBERS**

- 29.1 Each Member shall have one vote at any meeting of the Members. For greater clarity,
- a) Each family is considered as one Member and is entitled to one vote at meetings of the Members, regardless of how many children are in the care of the Corporation; and
  - b) Each Group Affiliate Member is entitled to one vote.
- 29.2 If it's made available, members may attend meetings of members by means of a telephonic, electronic or other communications facility that permits all participants to communicate instantaneously and simultaneously with each other during the meeting. Any Member participating in such a meeting is deemed to be present at the meeting.
- 29.3 Members may vote by mail, telephonic or electronic means if the Corporation has made same available.
- 29.4 At all meetings of Members, every question shall be decided by a majority of the votes cast, whether in person, received by mail, telephonic or electronic means, (if made available), unless a greater number is required by the By-laws, or by law. Every question shall be decided in the first instance by a show of hands. Upon a show of hands, every Member shall have one vote and a declaration by the Chair that a resolution has been carried or not carried and any entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour drawn. However, if a poll be demanded by a Member, it shall be taken in such manner as the Chair shall direct and the question shall be decided by a majority of votes cast by the Members present, as well as any votes received by mail, telephonic or electronic means, (if made available), and the result of such poll shall be deemed the decision of the Members upon the matter in question.
- 29.5 In case of an equality of votes at a meeting of Members, the Chair shall have a second and casting vote.

## **ARTICLE 30 - FINANCIAL YEAR**

- 30.1 Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be December 31<sup>st</sup>.

## **ARTICLE 31 - DISSOLUTION**

- 31.1 As the Corporation has charitable status, 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 *Income Tax Act* (Canada), in Canada.

## **ARTICLE 32 - BORROWING POWER**

- 32.1 Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time on behalf of the Corporation and without authorization of the Members:
- a) borrow money on the credit of the Corporation;
  - b) issue, reissue, sell or pledge bonds, debentures, notes or other similar obligations, secured or unsecured, of the Corporation;
  - c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
  - d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.
- 32.2 Notwithstanding the powers set out above, as the Corporation has charitable status, the borrowing power of the Corporation 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.

## **ARTICLE 33 - NOTICES**

- 33.1 Any notice (which term includes any communication or document) to be provided pursuant to the Act, the Regulations thereunder, the Articles, the By-laws or otherwise to a Member, Director, Officer, auditor or committee member shall be provided by telephone, delivered personally or sent by prepaid mail, facsimile, email or other electronic means to any such person at the last address as shown in the records of the Corporation and to the auditor at its business address, or if no address has been given, then to the last address of such Member or Director known to the Secretary, provided always that notice may be waived or the time for notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- 33.2 The day of service or posting of the notice shall not be counted in such number of days.
- 33.3 If any notice given to a Member pursuant to this section is returned on three consecutive occasions

because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until the Member informs the Corporation in writing of the Member's new address.

33.4 No error or accidental omission in giving notice of any meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**ARTICLE 34 - EFFECTIVE DATE**

This By-law was passed by resolution of the Board in accordance with the Act this 21st day of March, 2017.

  
\_\_\_\_\_  
Kelly Tunney, President

  
\_\_\_\_\_  
Heather O'Leary, Secretary

CONFIRMED by 2/3 of the votes cast at a meeting of Members in accordance with the Act this 16th day of May, 2017.

\_\_\_\_\_  
Heather O'Leary, Secretary