

CENTRAL LAKE ONTARIO CONSERVATION FUND

A G E N D A

Tuesday, September 17, 2024

HYBRID MEETING LOCATION: VIRTUAL THROUGH TEAMS (ACCESS DETAILS TO BE PROVIDED)
OR 100 WHITING AVENUE, OSHAWA, AUTHORITY'S ADMINISTRATIVE OFFICE, BOARDROOM

CIRCULATION LIST

Authority Elizabeth Roy, Chair

Members: Bob Chapman, Vice Chair

Marilyn Crawford

Sami Elhajjeh

Bruce Garrod

Ron Hooper

Rick Kerr

Chris Leahy

Tito-Dante Marimpietri

Ian McDougall

Rhonda Mulcahy

John Neal

David Pickles

Maleeha Shahid

Corinna Traill

Authority C. Darling, Chief Administrative Officer

Staff: B. Boardman, Executive/Accounting Administrator

R. Catulli, Director, Corporate Services

J. Davidson, Director, Watershed Planning & Natural Heritage

L. Hastings, Communications Specialist

D. Hope, Conservation Lands & Education Manager

C. Jones, Director, Planning & Regulation

P. Sisson, Director, Engineering, Field Operations & Education

L. Vaja, Executive Assistant/Health & Safety Administrator/Recording Secretary

R. Wilmot, Information Management & Technology Manager

Others:

AGENDA ITEM:

SUPPORTING DOCUMENTS

1. **DECLARATIONS of interest by members on any matters herein contained**

2. **ADOPTION OF MINUTES** of May 14, 2024

pg. F1

3. **AUDITED FINANCIAL STATEMENTS**

(1) Staff Report #F003-24

pg. F3

Re: Central Lake Ontario Conservation Fund By-law Update

4. **NEW AND UNFINISHED BUSINESS**

5. **ADJOURNMENT**

CENTRAL LAKE ONTARIO CONSERVATION FUND

MINUTES NO. 2

Tuesday, May 14, 2024

HYBRID MEETING LOCATION: VIRTUAL THROUGH TEAMS (ACCESS DETAILS PROVIDED)
OR 100 WHITING AVENUE, OSHAWA, AUTHORITY'S ADMINISTRATIVE OFFICE, BOARDROOM

Authority	Elizabeth Roy, Chair	Authority	C. Darling, Chief Administrative Officer
Members:	Bob Chapman, Vice Chair	Staff:	B. Boardman, Executive/Accounting Administrator/Recording Secretary
	Marilyn Crawford		R. Catulli, Director, Corporate Services
	Sami Elhajjeh		J. Davidson, Director, Watershed Planning & Natural Heritage
	Bruce Garrod		L. Hastings, Communications Specialist
	Ron Hooper		D. Hope, Conservation Lands & Education Manager
	Rick Kerr		C. Jones, Director, Planning & Regulation
	Chris Leahy		P. Sisson, Director, Engineering, Field Operations & Education
	Rhonda Mulcahy		L. Vaja, Executive Assistant/Health & Safety Administrator
	John Neal		R. Wilmot, Information Management & Technology Manager
	David Pickles		
	Maleeha Shahid		
Absent:	Tito-Dante Marimpietri	Others:	K. Jull, Gardiner Roberts LLP
	Ian McDougall		S. Provenzano, Guest
	Corinna Trill		O. Peter, Guest (Delegation)
			E. Bartosek, BDO Canada LLP

The Chair called the meeting to order at 5:00 p.m.

LAND ACKNOWLEDGEMENT STATEMENT

Chair Roy recited the Land Acknowledgement Statement.

M. Crawford arrived at 5:01 p.m.

DECLARATIONS of interest by members on any matters herein contained - *None*

ADOPTION OF MINUTES of January 16, 2024 (Agenda pg. F1)

Res. #F6 Moved by R. Kerr
 Seconded by M. Shahid

THAT the Central Lake Ontario Conservation Fund minutes of January 16, 2024, be adopted as circulated.
CARRIED

AUDITED FINANCIAL STATEMENTS

(1) Staff Report #F002-24 (Agenda pg. F3)
Re: DRAFT 2023 Financial Statements, Central Lake Ontario Conservation Fund

Res. #F7 Moved by C. Leahy
 Seconded by S. Elhajjeh

THAT the auditor's letter to the Board be received; and,
THAT the Audited Financial Statements for the year ended December 31, 2023, be approved as presented.
THAT BDO Canada be appointed as CLOCA Auditors for the year ending December 31, 2024.
CARRIED

NEW AND UNFINISHED BUSINESS - *None*

ADJOURNMENT

Res. #F8 Moved by J. Neal
 Seconded by C. Leahy

THAT the meeting adjourn.
CARRIED

The meeting adjourned at 5:02 p.m.

ELIZABETH ROY, CHAIR

CHRIS DARLING, CHIEF ADMINISTRATIVE OFFICER

DATE: September 17, 2024

FILE: ACFF3

S.R.: F003-24

APPROVED BY C.A.O.



MEMO TO: Chair and Members, CLOC Fund Board of Directors

FROM: Chris Darling, Chief Administrative Officer

SUBJECT: **Central Lake Ontario Conservation Fund By-Law Update**

Since 1997, Central Lake Ontario Conservation Fund (CLOCF) has been registered with Revenue Canada as a charitable organization under the Income Tax Act. This makes CLOCF subject to Ontario's Not-for-Profit Corporations Act (ONCA) proclaimed on October 19, 2021. The transition period for by-law conformity ends on October 18, 2024.

The proclamation of ONCA has implications on the Fund By-Law related to governance and membership categories. The updated By-law found in attachment 2 conforms to ONCA. Highlights of the changes include:

- references to Members and Directors as per ONCA.
- governance provisions for Members such as discipline and termination,
- meeting requirements and procedures such as participation by electronic means and use of proxies
- qualification of Directors as per ONCA requirements.
- updated conflict of interest provisions in accordance with the ONCA

The original Fund By-law is included in **Attachment No.1** and the updated By-law in **Attachment No.2**.

RECOMMENDATION:

THAT the Central Lake Ontario Conservation Fund By-law be updated as contained in Attachment No.2 to this report.

Attachment 1 – Original CLOCF By-law No. 1 dated July 15, 1997

Attachment 2 – Updated CLOCF By-law No. 1 dated September 17, 2024

CENTRAL LAKE ONTARIO CONSERVATION FUND

By-Law Number One

A by-law relating generally to the affairs of the Central Lake Ontario Conservation Fund (hereinafter, the Fund) as follows:

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Central Lake Ontario Conservation Fund.

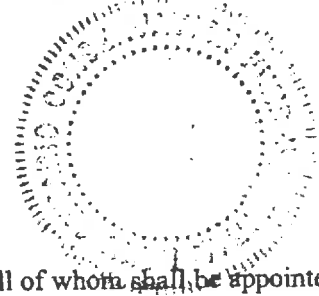
Head Office

1. The Head office of the Fund shall be in the City of Oshawa, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

Seal

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Fund.

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Board of Directors

3. The affairs of the Fund shall be managed by a board of eight (8) directors, all of whom shall be appointed by the Central Lake Ontario Conservation Authority.

Vacancies, Board of Directors

4. Vacancies in the board of directors shall be replaced upon appointment by the Central Lake Ontario Conservation Authority. The office of a director of the Fund shall be vacated:
 - (a) if an order is made declaring a director to be a mentally incompetent person or incapable of managing his own affairs;
 - (b) if a director is convicted of any criminal offence;
 - (c) if by notice in writing to the Secretary of the Fund a director resigns his office; termination to be effective upon acceptance of such resignation by the Board;
 - (d) death;

Quorum and Meetings, Board of Directors

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places at it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Meetings may be formally called by the Chair or Vice-Chair or by the Secretary on direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of two directors.

Notice of such meeting shall be delivered or telephoned to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than five working days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and consultative evidence of the giving of such notice. The directors may consider or transact any business either special or general at any meeting of the board.

Adjournments

6. Any meetings of the Fund or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Voting, Board of Directors

7. Each director shall be entitled to one vote on each question arising at any meeting. All questions will be decided by a majority of votes. In case of an equality of votes, the Chair has only one vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. In the event of a tie vote, the resolution shall be deemed to have been lost. A declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the minutes shall be proof of the votes recorded in favour or against such resolution.

In the absence of the Chair, his duties may be performed by the Vice-Chair or in his absence by such other director as the board may from time to time appoint for the purpose.

Powers

8. The directors of the Fund may administer the Fund in all things as the Fund by its charter is authorized to do.

Indemnification of Directors and Officers

9. Every Director or Officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
- a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office;
 - b) all other costs, charges and expenses which a director or officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses which are occasioned by his own wilful neglect or default.

Protection of Directors and Officers

10. No director or officer of the Fund shall be liable for the acts of any other director and officer of the Fund unless the act happened through his own wrongful or willful neglect.

Remuneration

11. Every Director or Officer shall be entitled to receive from the Corporation, any remuneration or compensation, save and except repayment of actual and reasonable out-of-pocket expenses incurred by him in the performance of duties undertaken at the request of the Corporation.

Conflict of Interest

12. Subject to the provisions of the Act, every director of the Fund who is in any way directly or indirectly interested in a matter in which the Fund is concerned shall declare a conflict of interest by disclosing their interest and shall not take part in any discussion for vote on any question to the conflict of interest.

Officers of the Fund

13. There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer. One person may hold more than one office except for the offices of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected by the board of directors from among their number at the Annual Meeting each year. The other officers of the Fund need not be directors of the Fund.

Duties of Chair and Vice-Chair

14. The Chair shall, when present, preside at all meetings of the Fund's board of directors meetings and the Chair shall be charged with the general management and supervision of the affairs and operations of the Fund. The Chair with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws (and membership certificates). During the absence or inability of the Chair, his duties and powers may be exercised by the Vice-Chair, and if the Vice-Chair, or such other director of the board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

Duties of Secretary

15. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for the purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Fund and all books, papers, records, correspondence, contracts and other documents belonging to the Fund which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as many from time to time be determined by the board of directors.

Duties of Treasurer

16. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Fund in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Fund in such bank or banks as many from time to time be designated by the board of directors. He shall disburse the funds of the Fund under the direction. He shall disburse the funds of the Fund under the direction of the board of directors, taking proper vouchers therefor, and shall render to the board of directors at the regular meetings thereof or whenever required of him an account of all his transactions as Treasurer and of the financial position of the Fund. He shall also perform such other duties as many from time to time be determined by the board of directors.

Execution of Documents

17. Deeds, transfers, licences, contracts and engagements on behalf of the Fund shall be signed by any two of the following: the Chair, Vice-Chair, Secretary or Treasurer and by the instruments as require same.

Subject to the restrictions set forth in the Letters Patent issued to the Corporation, the Chair or Vice-Chair or a Director acting together with the Secretary or Treasurer or another Director are authorized and empowered to sell, assign, and transfer shares, bonds, stocks, debentures, debenture stocks and other securities on behalf of the Corporation with full power to appoint an attorney or attorneys (with full power of substitution) for the purpose of completing any such sale, transfer, assignment or acceptance on the records.

Books and Records

18. The directors shall see that all necessary books and records of the Fund required by the by-laws of the Fund or by any applicable statute or law are regularly and properly kept.

Annual and Other Meetings of Members

19. The annual meeting shall be held at the head office of the Fund or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the financial statement and the report of the auditors shall be presented, a Chair and Vice-Chair elected, and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The directors may consider and transact any business either special or general.

Error or Omission in Notice

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Fund shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Fund.

Financial Year

21. Unless otherwise ordered by the board of directors, the fiscal year of the Fund shall terminate on the 31st day of December in each year.

Banking Business

22. The banking business of the Corporation, or any part thereof, shall be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by one or more officers or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, and transferring of any cheques, promissory notes, drafts, acceptance, bills or exchange and order relating to any property of the Corporation, the execution of any agreements relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on the Corporation's behalf to facilitate such banking business.

Deposit of Securities for Safekeeping

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

Notice

24. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a director, officer or auditor shall be sufficiently given if delivered personally to the person to who it is to be given or if delivered to this recorded address or if mailed to him at his recorded address by prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box/ and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed for the recorded address of any director, officer or auditor in accordance with any information believed by him to be reliable.

Borrowing

25. The directors may from time to time:
- (a) borrow money on the credit of the Fund;
 - (b) issue, sell or pledge securities of the Fund; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Fund, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, other debt or any other obligation or liability of the Fund.

From time to time the directors may authorize any director, officer or employee of the Fund or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Fund as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Interpretation

26. In these by-laws and in all other by-laws of the Fund hereafter passed unless the context otherwise requires:
- (a) "Act" means the Corporations Act, R.S.O. 1980, c.98 as amended from time to time and every statute that may be substituted therefor;
 - (b) "by-law" means any by-law of the fund in force and effect from time to time;
 - (c) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act; and,
 - (d) words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Dissolution

27. Upon dissolution of the Central Lake Ontario Conservation Fund, all assets on dissolving be distributed to charitable organizations in the Province of Ontario or in Canada.

ENACTED this 15th day of July 1997.

WITNESS the seal of the Corporation.

CENTRAL LAKE ONTARIO
CONSERVATION FUND


Chair


Secretary

Attachment 2

By-Law No. 1 – Central Lake Ontario Conservation Fund

BY-LAW NO. 1

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

Central Lake Ontario Conservation Fund
(the “Corporation”)

Last Updated: September 17, 2024

TABLE OF CONTENTS

SECTION 1 INTERPRETATION	5
1.1 Definitions.....	5
1.2 Standard Interpretations	6
1.3 Severability and Precedence	6
SECTION 2 MEMBERS.....	7
2.1 Classes and Conditions of Membership.....	7
2.2 Rights of Members.....	7
2.3 Membership Dues	7
2.4 Discipline of Members.....	7
2.5 Termination of Membership	7
2.6 Effect of Termination of Membership	8
SECTION 3 MEETINGS OF MEMBERS.....	8
3.1 Annual Meetings of Members	8
3.2 Additions to Agenda	8
3.3 Special Meetings.....	8
3.4 Place of Meetings.....	9
3.5 Notice of Meetings.....	9
3.6 Meetings without Notice.....	9
3.7 Chair, Secretary and Scrutineers.....	9
3.8 Quorum	10
3.9 Participation by Electronic Means	10
3.10 Proxies.....	10
3.11 Voting	10
3.12 Polls.....	11
3.13 Adjournment	11
3.14 Resolution in Lieu of Meeting	11
SECTION 4 AFFAIRS OF THE CORPORATION.....	11
4.1 Registered Office	11
4.2 Corporate Seal.....	11
4.3 Financial Year	11
4.4 Execution of Instruments	11

4.5	Banking Arrangements	12
SECTION 5 DIRECTORS.....		12
5.1	Qualification of Directors	12
5.2	Election	12
5.3	Term	12
5.4	Vacancies	13
5.5	Filling Vacancies	13
5.6	Committees	13
5.7	Remuneration of Directors.....	14
SECTION 6 POWERS OF DIRECTORS.....		14
6.1	Administer Affairs	14
6.2	Expenditures	14
6.3	Borrowing Power	15
6.4	Fundraising	15
6.5	Agents and Employees.....	15
6.6	Remuneration of Agents and Employees.....	15
SECTION 7 DIRECTORS' MEETINGS.....		15
7.1	Place of Directors' Meetings	15
7.2	Calling of Meetings.....	16
7.3	Notice of Meeting	16
7.4	Quorum	16
7.5	First Meeting of New Board	16
7.6	Adjourned Meeting	16
7.7	Regular Meetings	16
7.8	Chair of Board Meetings.....	17
7.9	Votes to Govern	17
7.10	Participation by Telephonic or Electronic Means.....	17
7.11	Resolution in Lieu of Meeting	17
7.12	Conflict of Interest	17
7.13	Submission of Contracts or Transactions to Members for Approval	17
SECTION 8 COMMITTEES		18
8.1	Executive Committee.....	18
8.2	Other Committees	18

8.3	Committee Proceedings	18
SECTION 9 OFFICERS		18
9.1	Election and Appointment	18
9.2	Description of Offices	19
9.3	Powers and Duties.....	20
9.4	Removal of Officers.....	20
9.5	Terms of Employment and Remuneration	20
SECTION 10 PROTECTION OF DIRECTORS AND OFFICERS		20
10.1	Limitation of Liability.....	20
10.2	Indemnity	21
SECTION 11 AUDITORS		21
11.1	Auditors.....	21
SECTION 12 NOTICES		21
12.1	Method of Giving Notices	21
12.2	Computation of Time	22
12.3	Omissions and Errors	22
SECTION 13 REPEAL OF BY-LAWS		22
13.1	Repeal of By-laws.....	22
SECTION 14 EFFECTIVE DATE		23
14.1	Effective Date	23

BE IT ENACTED as a general operating By-law of the Corporation as follows:

SECTION 1 **INTERPRETATION**

1.1 Definitions

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

- (1) “**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.
- (2) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act.
- (3) “**auditor**” means the auditor or the person who has been appointed to conduct a review engagement of the Corporation, as the case may be.
- (4) “**Appoint**” includes “elect” and vice versa.
- (5) “**Board**” means the board of directors of the Corporation.
- (6) “**by-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect.
- (7) “**Chair**” means the chair of the Board.
- (8) “**Director**” means a member of the Board.
- (9) “**Member**” means a member of the Corporation.
- (10) “**Members**” or “**Membership**” means the collective membership of the Corporation.
- (11) “**Members Meeting**” means an annual or special meeting of Members.
- (12) “**Officer**” means an officer of the Corporation.
- (13) “**ordinary resolution**” means a resolution passed by a majority of more than 50% of the votes cast on that resolution.
- (14) “**Section**” means a reference to a section of this by-law, and “**Subsection**” means a reference to a subsection of this by-law;

- (15) “**Signing officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by or pursuant to this by-law.
- (16) “**special resolution**” means a resolution passed by at least two-thirds of the votes cast on that resolution.
- (17) “**Vice-Chair**” means the vice-chair of the Board.

1.2 Standard Interpretations

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

- (1) unless otherwise defined, words and expressions defined in the Act shall have the same meaning given to such terms in the Act;
- (2) the singular shall mean and include the plural and vice versa;
- (3) any gender shall mean and include all the genders;
- (4) references to a “person” shall include an individual, sole proprietorship, unincorporated syndicate, partnership, unincorporated organization, corporation, body corporate, association and trust, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative except where a contrary intention appears;
- (5) the by-laws shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this by-law are incorporated by reference;
- (6) 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.

1.3 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.

SECTION 2 **MEMBERS**

2.1 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. The first Directors of the Corporation shall constitute the first Members. Membership in the Corporation shall thereafter be available only to persons who:

- (1) agree to further the purposes of the Corporation as contained in the Articles; and
- (2) agree with the provisions in the Articles, by-laws, and policies of the Corporation;

as determined in the sole and unfettered discretion of the Board, and which is not subject to review or appeal, and have been accepted into Membership by the Board.

2.2 Rights of Members

A Member is entitled to receive notice of, attend, speak, and participate in all Members Meetings and the right to one (1) vote at all Members Meetings.

2.3 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board.

2.4 Discipline of Members

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. 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.

2.5 Termination of Membership

An interest of a Member in the Corporation is not transferable and is terminated when:

- (1) the Member dies or resigns;
- (2) a Member fails to maintain any qualification for membership described in this Section;
- (3) when the Member is expelled or is otherwise terminated in accordance with the Articles or by-laws;
- (4) the Member fails to pay membership dues, if applicable and in accordance with this Section;

- (5) when the Member's term of membership expires (if any); and
- (6) the Corporation is liquidated or dissolved in accordance with the Act.

2.6 Effect of Termination of Membership

Subject to the Articles and the Act, the rights of the Member, including any rights in the property of the Corporation, cease to exist upon termination of membership.

SECTION 3 **MEETINGS OF MEMBERS**

3.1 Annual Meetings of Members

The annual Members Meeting will be held at such time in each year as the Board may from time to time determine, provided that the annual Members Meeting must be held not later than eighteen (18) months after the Corporation comes into existence and afterward not later than fifteen (15) months after holding the preceding annual meeting. The business transacted at the annual meeting shall include:

- (1) receipt of the agenda;
- (2) receipt of the minutes of the previous annual and subsequent special meetings;
- (3) consideration of the financial statements;
- (4) report of the auditor, if required by the Act or the by-laws;
- (5) reappointment or new appointment of the auditor, if required by the Act or the by-laws;
- (6) election of Directors;
- (7) such other or special business as may be set out in the notice of meeting.

3.2 Additions to Agenda

No other item of business shall be included on the agenda for the 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 proposal can be included in the notice of annual meeting. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

3.3 Special Meetings

- (1) The Board may at any time call a special Members Meeting for the transaction of any business which may properly be brought before the Members.

- (2) The Board shall call a special Members Meeting on written requisition of at least one-tenth (1/10th) of the votes that may be cast at a Members Meeting.

The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the meeting, and shall be sent to each Director and to the registered office of the Corporation.

3.4 Place of Meetings

Subject to the Act, Members Meetings may be held, by determination of the Board:

- (1) at the head office of the Corporation;
- (2) elsewhere in the municipality in which the head office is situate;
- (3) at some other place in Ontario, or some place outside Ontario if all of the Members entitled to vote at such meeting so agree; or
- (4) entirely by phone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting means.

3.5 Notice of Meetings

Notice of the time and place of each Members Meeting must be provided in the manner described in Section 12.1 below and given, not less than five (5) days before the date of the meeting, to each Member of record at the close of business on the day on which the notice is given and to the auditor, if any. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

3.6 Meetings without Notice

A Members Meeting may be held without notice at any time and place permitted by the Act provided that:

- (1) if all the Members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and
- (2) if the auditor, if any, is present or waives notice of or otherwise consents to such meeting being held. At such a meeting any business may be transacted which the Corporation at a Members Meeting may transact.

3.7 Chair, Secretary and Scrutineers

The Chair, or in his or her absence, the Vice-Chair will be the chair of any Members Meeting. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose another Director as chair. If no Director is

present, then the Members present and entitled to vote may choose one of their number to be chair. If the Secretary is absent, the chair of the meeting will appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution of the Members present and entitled to vote or by the chair of the meeting.

3.8 Quorum

A quorum for the transaction of business at a Members Meeting a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Members Meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Participation by Electronic Means

Any person entitled to attend a Members Meeting may participate by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Members Meeting in the manner provided by the Act, as the Corporation has made available for that purpose. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a Members Meeting pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.10 Proxies

At any Members Meeting a proxy duly and sufficiently appointed by a Member is entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the Member appointing him would be entitled to exercise if present at the meeting. A person appointed by proxy must be a Member. An instrument appointing a proxy must be in writing and, if the appointer is a corporation, must be under its corporate seal, subject to the Act. An instrument appointing a proxy is acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

3.11 Voting

Every question submitted to any Members Meeting is decided by a majority of votes cast on the question. If a poll is required or demanded, then if the meeting is taking place in person, such vote shall be determined by show of a hands, and if the meeting is taking place by phone or electronic means, such vote shall be determined by the form of voting that is set out in the notice of meeting, or if there is none, then by electronic means or by voice vote. A declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting will be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken is the decision of the Members upon the said question. In case of an equality of votes, the chair of the meeting is entitled to a second or casting vote.

3.12 Polls

If at any meeting a poll is taken on the election of a chair or on the question of adjournment it should be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, it will be taken in such manner and either at once or after the adjournment as the chair directs. A requirement or demand for a poll may be made either before or after any vote by show of hands and may be withdrawn at any time prior to the taking of the poll. If a poll is taken each Member present in person or represented by proxy and entitled to vote will have one vote and the result of the poll so taken will be the decision of the Members upon the said question.

3.13 Adjournment

The chair of any Members Meeting may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original Members Meeting.

3.14 Resolution in Lieu of Meeting

A resolution in writing signed by all of the Members entitled to vote on that resolution at a Members Meeting, is as valid and effective as if passed at a Members Meeting duly called, constituted and held for that purpose.

SECTION 4 **AFFAIRS OF THE CORPORATION**

4.1 Registered Office

The registered office of the Corporation shall be situated in Ontario at such address as the Board may determine from time to time.

4.2 Corporate Seal

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

4.3 Financial Year

Until changed by the Board, the financial year of the Corporation ends on the 31st day of December in each year.

4.4 Execution of Instruments

Contracts, documents, and instruments may be signed on behalf of the Corporation, either manually or by electronic means, by any two (2) of its Officers or Directors. In addition, the Board

the Chair, together with the Secretary or Treasurer or any other Director, may, from time to time, authorize any person or persons:

- (1) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and
- (2) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation.

Any person authorized to sign any contract, document or instrument on behalf of the Corporation may affix the corporate seal, if any, to any contract, document or instrument when required.

4.5 Banking Arrangements

The banking of the Corporation, or any part of it, may be transacted with such banks, trust companies or other firms or corporations as the Board may determine from time to time. All such banking and borrowing business, or any part of it, may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more Officers and other persons, that the Board may authorize from time to time. This paragraph does not limit in any way the authority granted under Section 4.4.

SECTION 5 **DIRECTORS**

5.1 Qualification of Directors

Each Director shall:

- (1) be an individual of eighteen (18) or more years of age;
- (2) be a Member;
- (3) not have the status of bankrupt; and,
- (4) not have been found by a court in Canada or elsewhere to be incapable of managing property.

5.2 Election

The Directors shall be elected by the Members at the first Members Meeting and at each succeeding annual meeting.

5.3 Term

The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the close of the next annual Members Meeting, provided that if no Directors are elected at a Members Meeting the Directors shall continue in office until their successors are elected.

5.4 Vacancies

The office of a Director shall be vacated immediately:

- (1) if the Director resigns office by written notice to the Corporation, and the 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 be qualified under Section 5.1;
- (3) if the Director dies;
- (4) if the Director ceases to be a Member;
- (5) if, at a Members Meeting, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

5.5 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;
- (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 Members 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
- (3) a quorum of Directors may fill a vacancy among the Directors.

5.6 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. The Board may dissolve any committee by resolution at any time.

5.7 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 any reasonable expenses they incur in the performance of their duties as Director;
- (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 a Director, provided that the amount of any such remuneration or reimbursement is:
 - (a) considered reasonable by the Board;
 - (b) approved by the Board for payment by resolution passed before such payment is made; and
 - (c) in compliance with the conflict-of-interest provisions of the Act.

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*.

SECTION 6 POWERS OF DIRECTORS

6.1 Administer Affairs

The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

6.2 Expenditures

The Board has power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers the right to employ and pay salaries to employees. The Board has the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

6.3 Borrowing Power

The Board is hereby authorized, from time to time to:

- (1) borrow money upon the credit of the Corporation;
- (2) issue, sell or pledge securities of the Corporation;
- (3) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any obligation or liability of the Corporation; and
- (4) delegate to a committee of the Board, a Director or an Officer or Officers all or any of the powers conferred on the Board under this paragraph to such extent and in such manner as the Board may determine at the time of such delegation.

The powers hereby conferred are deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of this bylaw.

6.4 Fundraising

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

6.5 Agents and Employees

The Board may appoint such agents and engage such employees as it deems necessary from time to time and such persons have such authority and perform such duties as are prescribed by the Board at the time of such appointment.

6.6 Remuneration of Agents and Employees

Remuneration for all Officers, agents and employees, subject to the other provisions of this by-law, may be determined by the Board.

SECTION 7 **DIRECTORS' MEETINGS**

7.1 Place of Directors' Meetings

Meetings of the Board will be held:

- (1) at the head office of the Corporation,
- (2) elsewhere in Ontario,

- (3) entirely by phone or electronic means, or,
- (4) if the Board so determines, at some place outside Ontario.

7.2 Calling of Meetings

Meetings of the Board will be held from time to time at such time and at such place as the Chair, the Secretary, or any two Directors may determine. If the Corporation has only one Director, that Director may call and constitute a meeting.

7.3 Notice of Meeting

Notice of the time and place of each meeting of the Board must be given in the manner provided in Section 12.1 to each Director not less than five (5) days before the time of the meeting. A Director may in any manner and at any time waive a notice of or otherwise consent to a meeting of the Board and attendance of a Director at a meeting of the Board is a waiver of notice of the meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

7.4 Quorum

The quorum for the transaction of business at any meeting of the Board is a majority of Directors, unless a special resolution of the Corporation provides otherwise provided that the quorum, at all times, may be at least two-fifths of the Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all powers of the Directors.

7.5 First Meeting of New Board

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

7.6 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.7 Regular Meetings

The Directors may establish regular meetings of Directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each Director. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting.

7.8 Chair of Board Meetings

The chair of any meeting of Directors will be the Chair. If the Chair is absent, the Vice-Chair shall be the chair of the meeting, and in the event of the absence of both the Chair and the Vice-Chair, the Directors present shall choose a Director present at the meeting to chair the meeting who shall, for the purposes of the meeting, have all the powers and perform all the duties of the Chair.

7.9 Voting

At all meetings of the Board, every question is decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

7.10 Participation by Telephonic or Electronic Means

If a majority of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

7.11 Resolution in Lieu of Meeting

A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors, or committees of Directors, is as valid and effective as if passed at a meeting of Directors or committee of Directors duly called, constituted and held for that purpose.

7.12 Conflict of Interest

Every Director, who is in any way, whether directly or indirectly, interested in a contract or transaction or proposed contract or proposed transaction with the Corporation, shall declare and disclose such interest to the extent, in the manner and at the time required by the Act. Except as provided by the Act, no such Director may 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, or proposed contract or proposed transaction, with the Corporation. Subject to compliance with the Act, no contract or transaction entered into by or on behalf of the Corporation in which any Director is in any way directly or indirectly interested is voided or voidable and no Director is liable to account to the Corporation or any of its Members or creditors for any profit realized by or from any such contract or transaction by reason of any fiduciary relationship.

7.13 Submission of Contracts or Transactions to Members for Approval

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual Members Meeting or at any general Members Meeting called for that purpose and any contract, act or transaction that is approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) is as valid and as binding upon the Corporation and upon all the Members as if it had been approved or ratified by every Member.

SECTION 8 **COMMITTEES**

8.1 Executive Committee

In the event that the number of Directors on the Board is more than six (6), the Board may elect from its number an executive committee consisting of not less than three (3), which committee has power to fix its quorum at not less than a majority of its Members and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board. Any executive committee member may be removed by resolution of the Board.

8.2 Other Committees

The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

8.3 Committee Proceedings

Meetings of committees of Directors may be held at any place in or outside Ontario, or by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. At all meetings of committees, every question will be decided by a majority of the votes cast on the question. Unless otherwise determined by the Directors, each committee of Directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of Directors establishing rules and procedures to regulate its meetings, Section 7.1 to Section 7.11 inclusive apply to committees of Directors, with such changes as are necessary.

SECTION 9 **OFFICERS**

9.1 Election and Appointment

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

9.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

(1) Chair of the Board

The Chair shall be a Director. The Chair will perform the duties described in the by-laws and such other duties as may be required by law or as the Board may determine from time to time, including calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

(2) Vice-Chair of the Board

The Vice-Chair of the Board, if one is to be appointed, shall be a Director. In the event there is no Chair, or where there is a Chair and such person is absent or refuses to act, the Vice-Chair may exercise all of the powers and perform all of the duties of the Chair in accordance with the by-laws or as may be required by law, or as the Board may determine from time to time.

(3) Secretary

If appointed, the Secretary shall be the chief executive officer of the Corporation, unless otherwise determined by resolution of the Board, and has general powers and duties of supervision of the business and affairs of the Corporation. The Secretary may have such other powers and duties as the Board may specify. The secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(4) Treasurer

If appointed, and subject to any resolution of the Board, the Treasurer has the care and custody of all the funds and securities of the Corporation and deposits the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer keeps or causes to be kept the books of account and accounting records required by the Act. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board in their uncontrolled discretion may require but no Director is liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. He or she has such other powers and duties as the Board may specify.

(5) Powers and Duties of Other Officers

The powers and duties of all other Officers will be such as the terms of their engagement call for or as the Board may specify.

9.3 Powers and Duties

Officers will be responsible for the duties assigned to them but may delegate to others the performance of any or all of such duties, including to an assistant who has been appointed by the Board, unless the Board otherwise directs. The Board may from time to time vary, add to or limit the powers and duties of any Officer.

9.4 Removal of Officers

The Board may remove an Officer from office at any time, with or without cause. Such removal is without prejudice to the Officer's rights under any employment contract with the Corporation.

9.5 Terms of Employment and Remuneration

The terms of employment and the remuneration of an Officer appointed by the Board shall be determined by it from time to time.

SECTION 10 **PROTECTION OF DIRECTORS AND OFFICERS**

10.1 Limitation of Liability

Subject to the Act and other applicable law, no Director or Officer is liable for:

- (1) the acts, omissions, receipts, failures, neglects or defaults of any other Director, Officer or employee;
- (2) joining in any receipt or other act for conformity;
- (3) 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;
- (4) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested;
- (5) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or
- (6) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

10.2 Indemnity

Every Director and Officer of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

SECTION 11 **AUDITORS**

11.1 Auditors

The Members shall at each annual meeting appoint an auditor of the Corporation, or, if permitted by the Act, a person appointed to conduct a review engagement of the Corporation in accordance with the Act. The auditor or person appointed to conduct a review engagement (any such person appointed referred to here as the “Auditor/Reviewer”) holds office until the next annual Members Meeting and, if an appointment is not so made, the Auditor/Reviewer continues in office until a successor is appointed. The Directors shall fill any vacancy in the office of the Auditor/Reviewer until the next annual Members Meeting. The remuneration of an Auditor/Reviewer will be fixed by the Board.

SECTION 12 **NOTICES**

12.1 Method of Giving Notices

Any notice, communication or document required to be given, delivered or sent by the Corporation or any other person pursuant to these by-laws or the Act to any Director, Officer, Member or auditor is sufficiently given, delivered or sent if:

- (1) delivered personally,
- (2) delivered to the person’s recorded address,
- (3) mailed to the person at the person’s recorded or last known address by prepaid mail,
- (4) sent to such person by email or any other electronic means at such person’s recorded or last known email address.

The Board may establish procedures to give, deliver or send a notice, communication or document to any Director, Officer, Member or auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

12.2 Computation of Time

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

12.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, auditor or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof does not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

SECTION 13

DUTY OF CARE

13.1

Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall,

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

SECTION 14

REPEAL OF BY-LAWS

14.1 Repeal of By-laws

All by-laws previously enacted by the Corporation are hereby repealed, without prejudice to any acts or decisions made pursuant to such by-laws.

SECTION 15
EFFECTIVE DATE

15.1 Effective Date

This by-law comes into force on the date of its confirmation by the Members of the Corporation.

ENACTED by the Directors as a By-Law of the Central Lake Ontario Conservation Fund this _____ day of _____, 2024.

Chair –

Vice Chair –

CONFIRMED by the Members in accordance with the Act as of the _____ day of _____, 2024.
