

UJA FEDERATION OF GREATER TORONTO

BY-LAW NUMBER 3

TABLE OF CONTENTS

ARTICLE 1 - INTERPRETATION.....	1
1.1 Definitions	1
1.2 Interpretation	3
ARTICLE 2 - GENERAL	4
2.1 Registered Office.....	4
2.2 Books and Records.....	4
2.3 Execution of Documents	4
2.4 Electronic Signatures.....	4
ARTICLE 3 - MEMBERS	5
3.1 Class of Members.....	5
3.2 Qualifications	5
3.3 Duties and Responsibilities	5
3.4 Election of Individual Council Members	6
3.5 Election of Group Council Members	7
3.6 Resignation.....	8
3.7 Termination	8
3.8 Vacancies	8
3.9 Dues.....	9
3.10 Transferability	9
ARTICLE 4 - MEETINGS OF MEMBERS	9
4.1 Annual Meetings	9
4.2 Special Meetings	9
4.3 Place and Time of Meetings.....	9
4.4 Notice	10
4.5 Quorum.....	10
4.6 Chair of Meetings.....	10
4.7 Persons Entitled to be Present	11
4.8 Adjournment.....	11
4.9 Rules of Order	12
4.10 Voting.....	12
4.11 Proxies.....	13
4.12 Electronic Participation	13
4.13 Written Resolution	13
ARTICLE 5 - DIRECTORS	14
5.1 Duties	14
5.2 Number and Composition of the board.....	14
5.3 Qualifications	15
5.4 Term	15
5.5 Nomination and Election.....	16
5.6 Vacancies	17
5.7 Filling Vacancies.....	17

5.8	Remuneration of Directors	18
ARTICLE 6 - MEETINGS OF DIRECTORS		18
6.1	Place and Time of Meeting	18
6.2	Notice	18
6.3	Regular Meetings	18
6.4	Quorum	19
6.5	No Quorum Present	19
6.6	Chair of Meetings	19
6.7	Persons Entitled to be Present	20
6.8	Adjournment	20
6.9	Rules of Order	20
6.10	Voting	21
6.11	Electronic Participation	21
6.12	Resolution in Writing	22
ARTICLE 7 - COMMITTEES		22
7.1	Standing Committees	22
7.2	Other Committees and Task Forces	22
7.3	Responsibilities	22
7.4	Composition	23
7.5	Term	23
7.6	Removal	23
7.7	Disbanding	24
7.8	Meetings	24
7.9	Persons Entitled to be Present	24
7.10	Remuneration	24
ARTICLE 8 - NOMINATING COMMITTEE		25
8.1	Responsibilities of the Nominating Committee	25
8.2	Requirement to Elect or Appoint	25
8.3	Composition of Nominating Committee	25
ARTICLE 9 - OFFICERS		26
9.1	Officers	26
9.2	Nomination and Election of Officers	26
9.3	Powers and Duties	27
9.4	Duties of Officers May be Delegated	28
9.5	Term of Office	28
9.6	Removal of Officers	29
9.7	Vacancies	29
9.8	Remuneration of Officers	30
9.9	Titles of Employees	30
9.10	Agents and Attorneys	30
ARTICLE 10 - PROTECTION OF DIRECTORS AND OFFICERS		31
10.1	Indemnification	31
10.2	Insurance	31

10.3 Expenses Paid in Advance	31
10.4 Other Remedies Available.....	31
ARTICLE 11 - CONFLICTS OF INTEREST	32
11.1 Conflict of Interest	32
ARTICLE 12 - FINANCIAL MATTERS	32
12.1 Financial Year	32
12.2 Public Accountant	32
12.3 Annual Financial Statements.....	33
12.4 Banking	33
12.5 Borrowing Power	33
12.6 Board Delegation.....	34
12.7 Fund Raising	34
ARTICLE 13 - NOTICES AND OTHER DOCUMENTS.....	34
13.1 Service	34
13.2 Computation of Time	35
13.3 Proof of Service	35
13.4 Omission of Notice Does Not Invalidate Actions	35
13.5 Waiver of Notice	36
ARTICLE 14 - BY-LAWS	36
14.1 Enactment, Amendment, Etc.....	36
14.2 Repeal of By-laws	38
14.3 Effective Date of this By-law.....	38

UJA FEDERATION OF GREATER TORONTO

BY-LAW NUMBER 3

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

ARTICLE 1 INTERPRETATION

1.1 DEFINITIONS

In this By-law, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Annual Meeting**” means the annual meeting of the Council Members;
- (c) “**Articles**” means the articles of continuance, amendment, amalgamation, reorganization, arrangement or revival of the Corporation, as applicable;
- (d) “**Board**” means the board of Directors from time to time constituted;
- (e) “**By-law**” means any by-law of the Corporation from time to time in force and effect;
- (f) “**Chair**” means the chair of the Board;
- (g) “**Chief Executive Officer**” means the chief staff person of the Corporation by whatever title is so designated by the Directors from time to time by Ordinary Resolution;
- (h) “**Committee**” means a committee or, where the context permits, a subcommittee of the Board;
- (i) “**Community Group**” has the meaning ascribed to such term in subsection 3.5(b);
- (j) “**Community Individual**” means every Jew residing in the Greater Toronto Area who supports the objects of the Corporation;
- (k) “**contracts, documents and instruments in writing**” includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases,

receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;

- (l) **“Corporation”** means *UJA Federation of Greater Toronto*, a body corporate continued under the Act;
- (m) **“Council”** means the Council Members, collectively;
- (n) **“Council Members”** means the Individual Council Members and Group Council Members from time to time and **“Council Member”** means any one of them;
- (o) **“Directors”** means the directors of the Corporation from time to time and **“Director”** means any one of them;
- (p) **“entity”** means a body corporate (which includes a company or other organization with legal personality wherever or however incorporated), a partnership, a trust, a joint venture or an incorporated association or organization;
- (q) **“ex-officio”** means “by virtue of the office” and, for greater certainty, unless otherwise specifically provided, all ex-officio members of a Committee have all of the rights, responsibilities and powers, including the right to vote, as the elected or appointed members of such Committee;
- (r) **“Governing Documents”** means the Act, the Regulations, the Articles and the By-laws;
- (s) **“Greater Toronto Area”** means the geographic area comprised within the City of Toronto, the City of Mississauga, the Regions of Halton, Durham, Peel and York and such other neighbouring municipalities as the Directors may from time to time determine fall within such geographic area;
- (t) **“Group Council Member”** has the meaning ascribed to such term in subsection 3.1(b);
- (u) **“Individual Council Member”** has the meaning ascribed to such term in subsection 3.1(a);
- (v) **“Nominating Committee”** means the committee described in Article 8;
- (w) **“Officers”** means the individuals elected or appointed, as the case may be, as the officers of the Corporation from time to time and includes the Chair, the Senior Vice-Chair, the Treasurer, the Secretary and any other individual who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices, and **“Officer”** means any one of them;

- (x) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (y) **“person”** means an individual or an entity;
- (z) **“Public Accountant”** means the public accountant appointed for the Corporation under section 12.2;
- (aa) **“Regulations”** means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulation or regulations;
- (bb) **“Secretary”** means the secretary of the Corporation;
- (cc) **“Senior Vice-Chair”** means the senior vice-chair of the Corporation;
- (dd) **“Special Meeting”** means a special meeting of the Council Members;
- (ee) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (ff) **“Treasurer”** means the treasurer of the Corporation.

1.2 INTERPRETATION

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) in the case of any inconsistency between this By-law and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations;
- (b) all words or terms which are contained but not defined in the By-laws but which are defined in the Act or the Regulations shall have the meanings given to such words or terms in the Act or the Regulations;
- (c) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (d) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

- (e) references to an Article or section refer to the applicable Article or section in this By-law unless otherwise provided.

ARTICLE 2 GENERAL

2.1 REGISTERED OFFICE

- (a) The registered office of the Corporation shall be in the province in Canada specified in the Articles.
- (b) The Council Members may, by Special Resolution, amend the Articles to change the province in which the Corporation's registered office is situated.
- (c) The place of the registered office of the Corporation within the province specified in the Articles may be changed from time to time by Ordinary of Resolution of the Directors.

2.2 BOOKS AND RECORDS

The Corporation shall prepare and maintain, at its registered office address or at any other place in Canada designated by Ordinary Resolution of the Directors, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act and the Regulations.

2.3 EXECUTION OF DOCUMENTS

Subject to section 12.6 and any policies established by Ordinary Resolution of the Directors from time to time regarding the authorization and execution of contracts, documents and instruments in writing:

- (a) contracts, documents and any instruments in writing requiring the signature of the Corporation may be signed by any two (2) Officers (excluding the Secretary if an employee of the Corporation) and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality; and
- (b) the Directors shall have the power from time to time by Ordinary Resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

2.4 ELECTRONIC SIGNATURES

- (a) The Directors may, by Ordinary Resolution, establish a policy regarding the use of electronic signatures.

- (b) The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by policy, or Ordinary Resolution, of the Directors, be written, printed, stamped, engraved or electronically or mechanically reproduced.
- (c) Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by Ordinary Resolution of the Directors.

ARTICLE 3 MEMBERS

3.1 CLASS OF MEMBERS

The Corporation shall have one (1) class of members called “**Council Members**” comprised of:

- (a) individuals elected pursuant to section 3.4 (each an “**Individual Council Member**”); and
- (b) individuals appointed pursuant to section 3.5 (each a “**Group Council Member**”).

3.2 QUALIFICATIONS

In order to be elected or appointed and to continue as a Council Member, each individual must:

- (a) be a Community Individual;
- (b) have made a financial commitment to the United Jewish Appeal of Greater Toronto in respect of the most recent annual campaign and be in good standing with the United Jewish Appeal of Greater Toronto in respect of such commitment; and
- (c) not have refused to remove any barrier that is within his or her control that would prevent his or her spouse’s religious re-marriage.

3.3 DUTIES AND RESPONSIBILITIES

Council Members shall:

- (a) elect the Chair;
- (b) elect the Senior Vice-Chair;
- (c) elect the Directors;

- (d) appoint the Public Accountant;
- (e) approve all By-laws; and
- (f) consider any other matter which may be brought before them by the Directors.

3.4 ELECTION OF INDIVIDUAL COUNCIL MEMBERS

- (a) The Individual Council Members shall be comprised of 120 individuals elected by the Community Individuals from time to time from among those nominated pursuant to subsection 3.4(b), subject to subsection 3.8(b).
- (b) Immediately prior to every Annual Meeting, the Corporation shall hold a meeting of the Community Individuals for the purpose of electing half of the number of Individual Council Members (for purposes of this section 3.4, an "**Election Meeting**") from among the qualified candidates duly nominated therefor by the Nominating Committee or, subject to subsection 3.4(c), by any seven (7) Community Individuals.
- (c) In respect of nominations made by Community Individuals:
 - (i) no Community Individual may nominate more than three (3) nominees for election as an Individual Council Member at any Election Meeting;
 - (ii) each such nomination shall be in writing and accompanied by the written consent of the nominee; and
 - (iii) such nominations shall be delivered to the Corporation at least twenty-one (21) days before the Election Meeting at which the election is to occur.
- (d) Notice of each Election Meeting, together with the list of all nominees nominated for election as Individual Council Members by the Nominating Committee, shall be published at least forty-two (42) days prior to the Election Meeting at which such individuals are to be elected, in the Canadian Jewish News or such other publication generally circulated to the Jewish community in the Greater Toronto Area or by such other method of providing notice as is likely to be received by all or substantially all of the Community Individuals or any combination of such methods.
- (e) Each Individual Council Member shall be elected for a term expiring upon the election of the new Individual Council Members at the second Election Meeting following his or her election unless any such individual was elected or appointed to complete the unexpired term of a former Individual Council Member, in which case the individual shall be elected for the remainder of such term.

3.5 ELECTION OF GROUP COUNCIL MEMBERS

- (a) The Group Council Members shall be comprised of the individuals duly appointed from time to time by the Community Groups in accordance with subsections 3.5(f) and (g).
- (b) A “Community Group” shall be an organization, association, corporation, partnership or other group actively functioning within the Greater Toronto Area:
 - (i) that submits a written application to the Corporation confirming that it subscribes to the objects of the Corporation and promotes the annual campaign of the United Jewish Appeal of Greater Toronto; and
 - (ii) whose application has been accepted by Ordinary Resolution of the Directors, effective upon such acceptance.
- (c) Each Community Group shall provide written notice to the Corporation of the individual appointed as its designate for the purpose of communications with the Corporation.
- (d) A Community Group may withdraw as a Community Group by notice in writing which shall be effective at the time that it is sent to the Corporation or the time specified in the notice, whichever is later.
- (e) A group shall cease to be a Community Group automatically upon the passage of a Special Resolution of the Council Members, declaring that:
 - (i) the group does not support the objects of the Corporation;
 - (ii) the group has conducted its affairs in a manner that is inimical to the objects of the Corporation; or
 - (iii) the group has ceased to actively function within the Greater Toronto Area;provided that prior to approving any such Special Resolution, the Council Members shall provide the affected Community Group with an opportunity to place any objection to such termination before the Council Members.
- (f) Each Community Group shall be entitled to appoint two (2) individuals as Group Council Members; provided that any Community Group that has a membership in excess of one hundred (100) individuals residing in the Greater Toronto Area on the 45th day prior to an Annual Meeting shall be entitled to appoint one (1) additional Group Council Member for the term commencing at the beginning of such Annual Meeting.
- (g) At least forty-five (45) days prior to each Annual Meeting, each Community Group shall advise the Corporation of the two (2) or three (3), as the case may be,

individuals it wishes to have appointed as Group Council Members for a term commencing at the beginning of the upcoming Annual Meeting. All individuals duly designated and otherwise qualified shall become Group Council Members at the beginning of such Annual Meeting. The failure of a Community Group to provide the Corporation with all such names within such time limit shall be deemed to constitute a waiver by the Community Group of its right to appoint such unnamed Group Council Members for the upcoming year.

- (h) Each Group Council Member shall be appointed for a term expiring immediately prior to the commencement of the next Annual Meeting following the effective date of his or her appointment unless any such individual was appointed to complete the unexpired term of a former Group Council Member, in which case the individual shall be elected for the remainder of such term.

3.6 RESIGNATION

A Council Member may resign by notice in writing which shall be effective at the time that it is sent to the Corporation or the time specified in the notice, whichever is later.

3.7 TERMINATION

An individual shall cease to be a Council Member automatically upon the passage of an Ordinary Resolution by the Directors declaring one or more of the following:

- (a) the Council Member does not support the objects of the Corporation;
- (b) the Council Member has conducted his or her affairs in a manner that is inimical to the objects of the Corporation;
- (c) the Council Member has ceased to reside within the Greater Toronto Area; or
- (d) the Council Member no longer meets one or both of the qualifications set out in subsection 3.2(b) and (c);

provided that prior to approving any such resolution, the Board shall provide the affected Council Member with an opportunity to place any objection to such termination before the Board.

3.8 VACANCIES

- (a) Any vacancy within the Group Council Members shall be filled for the remainder of the term of the departed Council Member by the Community Group which appointed such departed Council Member.
- (b) Any vacancy within the Individual Council Members shall be filled for the remainder of the term of the departed Council Member by Ordinary Resolution of the Directors.

- (c) In either case, the vacancy shall be filled by an individual who meets the qualifications set out in section 3.2.

3.9 DUES

There shall be no dues or fees payable by Council Members.

3.10 TRANSFERABILITY

Membership on the Council shall not be transferable.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 ANNUAL MEETINGS

- (a) The Annual Meeting shall be held not later than fifteen (15) months after the holding of the preceding Annual Meeting and not later than six (6) months after the end of the Corporation's financial year.
- (b) At every Annual Meeting:
 - (i) the report of the Directors, the financial statements and the report of the Public Accountant shall be presented to the Council Members;
 - (ii) the Council Members shall, by Ordinary Resolution, elect the Directors to be elected at such meeting;
 - (iii) the Council Members shall, by Ordinary Resolution, elect the Chair and Senior Vice-Chair; and
 - (iv) the Council Members shall, by Ordinary Resolution, appoint the Public Accountant for the ensuing year.

4.2 SPECIAL MEETINGS

Special Meetings of the Council Members may be convened by the Chair or the Directors at any date and time, including in conjunction with an Annual Meeting, to consider any special business of the Corporation.

4.3 PLACE AND TIME OF MEETINGS

Meetings of the Council Members shall be held at the registered office of the Corporation or at any place within the Greater Toronto Area as the Directors may, by Ordinary Resolution, determine and on such day and at such time as the Directors, by Ordinary Resolution, may appoint.

4.4 NOTICE

- (a) Notice of the date, time and place of a meeting of the Council Members shall be given to each Council Member entitled to vote at the meeting by one of the following means:
 - (i) by mail, courier or personal delivery at least twenty-one (21) and not more than (60) days; or
 - (ii) by telephonic, electronic or other communication facility at least twenty-one (21) and not more than thirty-five (35) days;before the day on which the meeting is to be held.
- (b) The Corporation shall send the Public Accountant and the Directors notice of the time and place of any meeting of Council Members at least twenty-one (21) and not more than sixty (60) days before the meeting.
- (c) Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Council Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

4.5 QUORUM

- (a) A quorum for the transaction of business at any meeting of the Council Members shall be twenty-five (25) Council Members.
- (b) No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.
- (c) If a quorum is not present at the time appointed for a meeting of Council Members or within such reasonable time thereafter as the Council Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 4.4 with regard to notice shall apply to such adjournment.

4.6 CHAIR OF MEETINGS

- (a) The Chair, or in the Chair's absence, the Senior Vice-Chair, shall be the chair at all meetings of the Council Members.
- (b) If the Chair or Senior Vice-Chair are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Council Members, the Council Members who are present and entitled to vote shall choose another Director as the chair of the meeting.

- (c) If no Director is present at a meeting of the Council Members or if all the Directors present decline to take the chair, then the Council Members who are present and entitled to vote shall choose one (1) of their number to be the chair of the meeting.

4.7 PERSONS ENTITLED TO BE PRESENT

- (a) The only persons entitled to attend meetings of the Council Members shall be the Council Members, the Public Accountant, the Directors and others who are entitled or required under any provision of the Governing Documents to be present at a meeting.
- (b) Any other person may be admitted to a meeting of the Council Members only on the invitation of the chair of the meeting or with the consent of the meeting.
- (c) Only the Council Members will be entitled to vote at meetings of the Council Members.
- (d) Others present at a meeting of the Council Members shall be able to speak with the consent of the meeting.

4.8 ADJOURNMENT

- (a) Any meeting of Council Members may be adjourned from time to time by the chair of the meeting, with the consent of the Council Members at the meeting, to a fixed time and place.
- (b) Subject to subsection 4.5(c), notice of any adjourned meeting of Council Members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting and the adjourned meeting is held within thirty-one (31) days of the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Council Members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

4.9 RULES OF ORDER

- (a) Each meeting of Council Members shall be governed by such rules of order as have most recently been adopted by the Directors pursuant to section 6.9 or if none have been adopted, such rules of order as are approved at such meeting.
- (b) In the event of a conflict between such rules of order and one or more provisions of the Governing Documents, the provisions of the Governing Documents shall prevail.

4.10 VOTING

- (a) Unless the Governing Documents otherwise provide, each Council Member present in person at a meeting of Council Members shall be entitled to one (1) vote on each question put to the Council Members.
- (b) Every question submitted to the Council Members at any meeting shall be decided by a majority of votes given unless otherwise required by the Governing Documents or by law.
- (c) In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.
- (d) Unless a Council Member demands a ballot, each motion presented at a meeting of the Council Members shall be voted upon by a show of hands.
- (e) A Council Member may demand a vote by ballot either before or after any vote by show of hands.
- (f) A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot.
- (g) A vote by ballot shall be taken in such manner as the chair of the meeting shall direct and the result of the vote by ballot shall be the decision of the Council Members upon the question.
- (h) 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 shall be sufficient 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 shall be the decision of the Council Members upon the said question.

4.11 PROXIES

No Council Member shall be entitled to vote by proxy at any meeting of the Council Members.

4.12 ELECTRONIC PARTICIPATION

- (a) A meeting of the Council Members may be held entirely, or a person may participate in a meeting of the Council Members, by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- (b) The Corporation shall ensure each such meeting is handled in a secure fashion.
- (c) Quorum at such meetings shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each such meeting.
- (d) A vote by a Council Member participating by telephone, electronic or other communication facility may be carried out by such means, if the facility:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Council Member voted.

4.13 WRITTEN RESOLUTION

Except where restricted by the Act:

- (a) a resolution in writing signed by all the Council Members entitled to vote on that resolution at a meeting of Council Members is as valid as if it had been passed at a meeting of the Council Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Council Members, and signed by all the Council Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Council Members.

ARTICLE 5 DIRECTORS

5.1 DUTIES

- (a) Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the Corporation, and, in particular and without limitation, shall:
 - (i) exercise oversight (including over financial matters) for the Corporation and its subsidiaries (as that term is defined in the Act);
 - (ii) set strategic direction for the Corporation;
 - (iii) approve the annual budget and financial statements of the Corporation;
 - (iv) approve organizational policies and implement policies required by legislation;
 - (v) hire, monitor and fire the Chief Executive Officer;
 - (vi) receive and approve reports from the Committees and the subsidiaries (as that term is defined in the Act) of the Corporation;
 - (vii) approve the composition of the Nominating Committee; and
 - (viii) through the Nominating Committee, make nominations for the positions on the boards of all corporations or other entities to which the Corporation has nomination or election rights.
- (b) The Directors may prescribe such rules and regulations not inconsistent with the Governing Documents relating to the management and operation of the Corporation and other matters provided for in the Governing Documents as may be deemed expedient.

5.2 NUMBER AND COMPOSITION OF THE BOARD

- (a) Subject to the Articles, there shall be a minimum of twenty (20) and maximum of thirty (30) Directors.
- (b) The Directors may, from time to time, by Ordinary Resolution fix and change the number of Directors within the minimum and maximum numbers set out in the Articles.
- (c) At any time, at least two (2) of the Directors must not be:
 - (i) Officers of the Corporation; or

- (ii) officers or employees of the Corporation's affiliates (as that term is defined in the Act).

5.3 QUALIFICATIONS

A Director must:

- (a) be at least eighteen (18) years old;
- (b) not have been declared incapable by a court in Canada or in another country;
- (c) be an individual;
- (d) not have the status of a bankrupt;
- (e) be a Council Member;
- (f) having regard to the term limit described in subsection 5.4(b), be eligible to serve the full length of the term to which the individual is being elected;
- (g) not be an ineligible individual as defined in the *Income Tax Act* (Canada);
- (h) have made a financial commitment to the United Jewish Appeal of Greater Toronto in respect of the most recent annual campaign, and be in good standing with the United Jewish Appeal of Greater Toronto in respect of such commitment;
- (i) not have refused to remove any barrier that is within his or her control that would prevent his or her spouse's religious re-marriage;
- (j) not be a paid employee of the Corporation; and
- (k) have been duly nominated in the manner contemplated in section 5.5.

5.4 TERM

- (a) Each Director shall be elected to hold office for a term of two (2) years unless:
 - (i) any such individual was elected or appointed to complete the unexpired term of a former Director, in which case such individual shall be elected for the remainder of such term; or
 - (ii) prior to the Annual Meeting at which such individual is elected as a Director, the Directors determine that in the interests of providing for a staggered board, the vacancy which he or she has been elected to fill shall be for a term expiring at the end of the first Annual Meeting following his or her election.

- (b) If qualified, each individual who has completed a term of office as a Director shall be eligible for re-election, provided that no individual may serve as a Director for more than six (6) consecutive years, not including the years spent as an Officer. For greater certainty, if the sixth Annual Meeting following the date upon which an individual was elected as a Director is later than the sixth anniversary of such Director's election, the Director may continue his or her term of office until such Annual Meeting.
- (c) Following an absence from the Board of one (1) year or more, an individual who had previously served as a Director for six (6) or more consecutive years shall again be eligible to serve as a Director.

5.5 NOMINATION AND ELECTION

- (a) Directors shall be elected by the Council Members from among the candidates duly nominated therefor by the Nominating Committee or by any twenty (20) or more Individual Council Members; provided that in respect of nominations made by Individual Council Members:
 - (i) no Individual Council Member may nominate more than three (3) nominees for election as Director at any Annual Meeting;
 - (ii) each such nomination shall be in writing and accompanied by the written consent of the nominee; and
 - (iii) such nominations shall be delivered to the Corporation at least twenty-one (21) days before the Annual Meeting at which the election is to occur.
- (b) The Nominating Committee shall arrange for the list of all nominees nominated for election by the Nominating Committee as Directors to be published at least forty-two (42) days prior to the meeting at which such individuals are to be elected, in the Canadian Jewish News, or such other publication generally circulated to the Jewish community in the Greater Toronto Area or by such other method of providing notice as is likely to be received by all or substantially all of the Council Members or any combination of such methods.
- (c) A Director's term of office shall commence at the conclusion of the meeting at which he or she is elected and shall terminate on the later of the conclusion of the second Annual Meeting following his or her election and the date that his or her successor is elected.
- (d) An individual who is elected or appointed to hold office as a Director is not a Director unless he or she did not refuse to hold office as a Director at the meeting at which he or she is elected or appointed or consents to hold office as a Director in writing prior to or within ten (10) days of his or her election or appointment.

5.6 VACANCIES

A Director ceases to hold office:

- (a) if the Director ceases to meet the qualifications for being a Director as set out in section 5.3;
- (b) if the Director dies;
- (c) if the Director resigns (such resignation to be effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later); or
- (d) if, at a Special Meeting duly called for that purpose, the Council Members, by Ordinary Resolution, remove the Director before the expiration of the Director's term of office, provided that prior to approving such resolution the Council shall provide the affected Director with an opportunity to place any objection to such removal before the Council.

5.7 FILLING VACANCIES

- (a) A vacancy among the Directors shall be filled as follows:
 - (i) if the vacancy occurs as a result of the removal of any Director by the Council Members in accordance with subsection 5.6(d), the Council Members may fill such vacancy at such Special Meeting but if they fail to do so, then the vacancy shall be filled in accordance with subsection 5.6(b) or (c), as applicable;
 - (ii) if there is not a quorum of Directors in office or if the vacancy occurs as a result of:
 - (A) an increase in the number, or the minimum or maximum number, of Directors provided for in the Articles; or
 - (B) a failure to elect the number, or minimum number, of Directors provided for in the Articles;the Directors shall without delay call a Special Meeting to fill the vacancy; or
 - (iii) any other vacancy among the Directors may be filled by the Directors then in office.
- (b) If the Directors in office fail to call a Special Meeting pursuant to paragraph 5.7(a)(ii), or if there are no Directors then in office, the Special Meeting may be called by any Council Member.

- (c) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 5.7 shall hold office for the remainder of his or her predecessor's term.

5.8 REMUNERATION OF DIRECTORS

- (a) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.
- (b) Notwithstanding subsection 5.8(a), a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

**ARTICLE 6
MEETINGS OF DIRECTORS**

6.1 PLACE AND TIME OF MEETING

Meetings of the Directors shall be held at the registered office of the Corporation or at any place within or outside Ontario as the Directors may determine and on such day and at such time as the Directors may appoint.

6.2 NOTICE

- (a) A meeting of Directors may be convened by the Chair or any two (2) Directors at any time.
- (b) Notice of the date, time and place of a meeting of Directors shall be given to each of the Directors by one of the following means:
 - (i) by mail, at least seven (7) days; or
 - (ii) by courier, by personal delivery or by telephonic, electronic or other communication facility at least two (2) days;

before the day on which the meeting is to be held.

- (c) Except where the Governing Documents require it, a notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.

6.3 REGULAR MEETINGS

- (a) The Directors shall meet at least four (4) times a year and may appoint a day or days in any month or months for regular meetings of the Directors at a place or hour to be named by the Directors.

- (b) A copy of any resolution of the Directors fixing the place and time of regular meetings of the Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meetings except where the Act or the By-laws requires a matter proposed to be dealt with at a meeting to be specified.

6.4 QUORUM

- (a) A majority of the number of Directors shall form a quorum for the transaction of business at meetings of the Directors.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- (c) No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

6.5 NO QUORUM PRESENT

- (a) In the event that there is no quorum of Directors within thirty (30) minutes of the time appointed for a meeting of the Directors, the names of those Directors who are present shall be recorded by the secretary of the meeting and informal discussions may be held.
- (b) Any decisions made at such an informal meeting are to be tabled at the immediately succeeding meeting of the Directors for approval and may not be acted upon until such approval is given.
- (c) In the event that there ceases to be a quorum of Directors during a meeting, those Directors remaining may hold an informal discussion and, so long as two (2) Directors continue to be present, may call a subsequent meeting of the Board in accordance with subsection 6.2(a).
- (d) Any decisions made after there ceased to be a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

6.6 CHAIR OF MEETINGS

- (a) The Chair, or in the Chair's absence, the Senior Vice-Chair, shall be the chair at all meetings of the Directors.
- (b) If the Chair and the Senior Vice-Chair are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, the Directors present shall choose one of their number as the chair of the meeting.

6.7 PERSONS ENTITLED TO BE PRESENT

- (a) The only persons entitled to attend meetings of the Directors shall be the Directors and others who are entitled or required under any provision of the Governing Documents to be present at the meeting.
- (b) Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- (c) For greater certainty, only the Directors will have the right to vote and speak at meetings of the Directors although others present at such meetings in accordance with the Governing Documents shall be allowed to speak with the consent of the meeting.

6.8 ADJOURNMENT

- (a) Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place.
- (b) Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

6.9 RULES OF ORDER

- (a) The Directors shall be entitled to adopt, from time to time, by Ordinary Resolution, such rules of order as they deem appropriate to govern the conduct of each Directors' meeting.
- (b) In the event of a conflict between such rules of order and one or more provisions of the Governing Documents, the provisions of the Governing Documents shall prevail.

6.10 VOTING

- (a) Each Director is authorized to exercise one (1) vote.
- (b) No person may act for an absent Director at a meeting of Directors.
- (c) Questions arising at any meeting of Directors shall be decided by Ordinary Resolution unless otherwise required by the Governing Documents or by law.
- (d) In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.
- (e) Unless a Director demands a ballot, each motion presented at a meeting of the Directors shall be voted upon by a show of hands.
- (f) Prior to or after the chair of the meeting calling for a vote on a question, a Director may demand a vote by ballot.
- (g) A vote by ballot shall be taken in such manner as the chair of the meeting shall direct and the result of the vote by ballot shall be the decision of the Directors upon the question.
- (h) A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot.
- (i) In the case of meetings by telephonic or other electronic means, the vote may be taken by facsimile transmission or another method of communication which produces a paper record.
- (j) 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 shall be sufficient 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 shall be the decision of the Directors upon the said question.

6.11 ELECTRONIC PARTICIPATION

- (a) If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting.
- (b) The Corporation shall ensure each such meeting is handled in a secure fashion.

- (c) Quorum shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each such meeting.
- (d) Each vote cast by a Director participating by such means shall be recorded in the minutes by the secretary of the meeting.

6.12 RESOLUTION IN WRITING

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors.

ARTICLE 7 COMMITTEES

7.1 STANDING COMMITTEES

- (a) Subject to subsection 7.1(b), the Directors shall constitute the following standing committees:

Audit
Business and Finance
Governance
Human Resources
Nominating

- (b) The Directors may by Ordinary Resolution combine the Governance and Nominating Committees into one standing Committee or change the name of any of the Committees listed in subsection 7.1(a).

7.2 OTHER COMMITTEES AND TASK FORCES

- (a) The Directors may from time to time constitute such other committees as they deem necessary.
- (b) The Chair may, from time to time, appoint special purpose task forces.

7.3 RESPONSIBILITIES

- (a) The responsibilities of the Nominating Committee shall be as set out in Article 8.
- (b) Each other Committee and task force shall be constituted for such purposes and with such powers as may be prescribed by the Directors, subject to subsection 138(2) of the Act.
- (c) Each Committee and task force shall report on a regular basis to the Chair or the Board, as required by the Directors.

7.4 COMPOSITION

- (a) The chair of the Nominating Committee shall be as set out in Article 8.
- (b) The chair and vice-chair of each other Committee and task force shall be appointed by the Chair; provided that the chair of each standing Committee listed in subsection 7.1(a) shall be a Director.
- (c) Members of such other Committees and task forces shall be appointed by the chair of the committee or task force, as applicable, in consultation with the Chair and the Senior Vice-Chair.
- (d) The Audit Committee shall be comprised of six (6) members, a majority of whom shall be Directors and all of whom shall be financially literate. At least two (2) members shall be Chartered Accountants.
- (e) The Chief Executive Officer shall be an ex-officio non-voting member of all Committees other than the Audit Committee, of which he or she shall not be a member.
- (f) The Chair and the Senior Vice-Chair shall be ex-officio members of all Committees.
- (g) The Treasurer shall be the chair of the Business and Finance Committee or such other Committee or Committees responsible for the oversight of the budget and finances of the Corporation.

7.5 TERM

- (a) Each individual appointed to a Committee shall be appointed to hold office until the first Annual Meeting held after such individual is appointed to such Committee.
- (b) An individual who has completed his or her term as a member of a Committee may be re-appointed to such Committee so long as he or she is otherwise qualified, provide that no individual may chair the same standing committee for in excess of six (6) consecutive years.

7.6 REMOVAL

- (a) The Directors may, by Ordinary Resolution passed at a meeting of the Directors of which notice specifying the intention to pass such resolution has been given, remove any individual as a member of any standing Committee listed in subsection 7.1(a).
- (b) The Chair may remove any individual as a member of any other Committee or task force.

7.7 DISBANDING

The Directors shall have the power to disband any Committee which they create with the exception of the standing Committees listed in subsection 7.1(a).

7.8 MEETINGS

- (a) Unless otherwise provided for in this Article 7, the provisions of sections 6.1, 6.2, 6.4 to 6.6, 6.8 and 6.10 to 6.12 relating to meetings of the Directors shall apply to meetings of the standing Committees listed in subsection 7.1(a) as though all references in such sections to the Board and the Directors were to such Committees and the members of such Committees, respectively.
- (b) The Chair may call a meeting of any Committee or task force.
- (c) The rules of order adopted by the Directors pursuant to section 6.9, if any, shall be the rules applicable to meetings of all standing Committees listed in subsection 7.1(a).

7.9 PERSONS ENTITLED TO BE PRESENT

- (a) The only persons entitled to attend meetings of a Committee shall be the members of such Committee and others, including Directors, who are entitled or required under any provision of the Governing Documents to be present at the meeting.
- (b) Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- (c) For greater certainty, only the members of the Committee will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Governing Documents shall be allowed to speak with the consent of the meeting.

7.10 REMUNERATION

- (a) The members of a committee of Directors shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.
- (b) Nothing contained in this section 7.10 shall be construed to preclude any Committee member from serving the Corporation as an Officer or in any other capacity and, if not a Director, from receiving compensation for such services.

ARTICLE 8 NOMINATING COMMITTEE

8.1 RESPONSIBILITIES OF THE NOMINATING COMMITTEE

- (a) It shall be the responsibility of the Nominating Committee to:
 - (i) seek out and identify individuals to place in nomination:
 - (A) to the Community Individuals, for election as Individual Council Members;
 - (B) to the Council Members, for election as Chair and Senior Vice-Chair of the Board and as individual Directors; and
 - (C) to the Board, for the positions on the boards of all corporations or other entities with respect to which the Corporation has nomination or election rights;
 - (ii) recommend Committee chairs and members;
 - (iii) recommend from time to time any desirable changes in the size of the Board within the minimum and maximum provided for within the By-laws, to be effected by Special Resolution of the Council Members; and
 - (iv) report to the Board on, and oversee the publication of, the list of nominees for Individual Council Members, Directors and the positions of Chair and Senior Vice-Chair,, as contemplated by subsection 3.4(b), section 5.5 and section 9.2, respectively.
- (b) In carrying out its duties, the Nominating Committee shall have due regard to the diversity of community interests and to input received by the Directors and others.

8.2 REQUIREMENT TO ELECT OR APPOINT

For greater certainty, Council Members and Directors shall not be bound to elect or appoint those individuals nominated by the Nominating Committee if other individuals have been duly nominated. Other candidates for the positions referred to above may be nominated subject to compliance with any special procedures set out elsewhere in this By-law.

8.3 COMPOSITION OF NOMINATING COMMITTEE

- (a) Unless otherwise determined by the Board from time to time, the Nominating Committee shall be comprised of a minimum of six (6) individuals approved by the Board, at least half of whom shall be Directors or past Directors.

- (b) The person who is the immediate past-Chair shall be chair of the Nominating Committee unless he or she is unable or unwilling to serve in such position in which case the chair of the Nominating Committee shall be appointed in accordance with subsection 7.4(b).

ARTICLE 9 OFFICERS

9.1 OFFICERS

The Officers of the Corporation shall be comprised of:

- (a) a Chair, who shall be elected by the Council Members in the manner contemplated by section 9.2;
- (b) a Senior Vice-Chair, who shall be elected by the Council Members in the manner contemplated by section 9.2;
- (c) a Chief Executive Officer, who shall be appointed by the Board and who shall not be a Director;
- (d) a Secretary, who shall be appointed by the Board and who need not be a Director;
- (e) a Treasurer, who shall be appointed by the Board and who shall be a Director; and
- (f) such other officers as the Directors deem desirable.

9.2 NOMINATION AND ELECTION OF OFFICERS

- (a) At each Annual Meeting, the Chair and Senior Vice-Chair shall be elected by the Council Members from among the candidates duly nominated therefor by the Nominating Committee or by any twenty (20) or more Individual Council Members; provided that in respect of nominations made by Individual Council Members:
 - (i) each such nomination shall be in writing and accompanied by the written consent of the nominee; and
 - (ii) such nominations shall be delivered to the Secretary at least twenty-one (21) days before the Annual Meeting at which the election is to occur.
- (b) The Nominating Committee shall arrange for the list of all nominees nominated for election as Chair and Senior Vice-Chair by the Nominating Committee to be published at least forty-two (42) days prior to the Annual Meeting at which such individuals are to be elected, in the Canadian Jewish News, or such other

publication generally circulated to the Jewish community in the Greater Toronto Area.

- (c) It shall not necessarily be the case that the Senior Vice-Chair shall become the Chair.
- (d) All other officers shall be nominated by the Chair, in consultation with the Nominating Committee, and shall be appointed by the Directors by Ordinary Resolution at the first meeting of the Directors following each Annual Meeting, or otherwise as may be required.

9.3 POWERS AND DUTIES

- (a) All Officers shall sign such contracts, documents and instruments in writing as require their respective signatures and shall, respectively, subject to the Governing Documents, have and perform all powers and duties incident to their respective offices and such other powers and duties, respectively, as may from time to time be assigned to them by the Directors.
- (b) Unless the Directors determine otherwise, the duties of the Officers shall include the following:
 - (i) **Chair.** The Chair, when present, shall preside at all meetings of the Directors and Council Members. The Chair shall also be an ex officio member of all Committees.
 - (ii) **Senior Vice-Chair.** The Senior Vice-Chair shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chair in the absence or inability or refusal to act of the Chair. The Senior Vice-Chair shall be an ex officio member of all Committees.
 - (iii) **Chief Executive Officer.** The Chief Executive Officer shall be an employee of the Corporation and shall be an ex-officio non-voting member of all Committees other than the Audit Committee, of which he or she shall not be a member. The Chief Executive Officer shall also be charged with the general management and supervision of the affairs and operation of the Corporation. The Chief Executive Officer shall attend all meeting of the Council Members and the Directors except where the chair of the meeting determines that it is inappropriate for the Chief Executive Officer to attend due to the nature of the matter being discussed.
 - (iv) **Secretary.** The Secretary shall attend all meetings of the Council Members and the Directors except if the Secretary is not a Director and the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matters being discussed. At such meetings, the Secretary shall record all facts and minutes of all

proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the Council Members, Directors, the Public Accountant and members of Committees. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver up only when authorized by an Ordinary Resolution of the Directors to do so and to such person or persons as may be named in the resolution.

- (v) **Treasurer.** The Treasurer shall supervise all financial transactions of the Corporation and shall render to the Directors an account of all transactions of the Corporation and of the financial position thereof. He or she shall not be required to be involved directly or personally in the keeping of accounts or the deposit of money and valuable effects and the disbursing of funds of the Corporation, which functions shall be performed by a member or members of the staff of the Corporation so designated from time to time by the Directors.
- (vi) **Other Officers.** The duties of all other officers of the Corporation appointed by the Directors shall be such as the terms of their engagement call for or the Directors prescribe.

9.4 DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

9.5 TERM OF OFFICE

- (a) The Chief Executive Officer and the Secretary, if not a Director, shall hold office at the pleasure of the Directors.
- (b) All other Officers shall hold office until the Annual Meeting following his or her election or appointment as an Officer or where such Officer was appointed to fill a vacancy, for the remainder of the term of office of the individual who so vacated it.
- (c) The individuals holding the offices of Chair and Senior Vice-Chair shall be entitled to be re-elected on one (1) occasion to his or her office so long as he or she is otherwise qualified; provided that the period of time, if any, in which a person fills a mid-term vacancy in an office shall not be included within such term limit.
- (d) An individual who has completed his or her term in any other office may be re-appointed to such office, if he or she is otherwise qualified, on no more than two

(2) consecutive occasions; provided that with the exception of the Chief Executive Officer and the Secretary, if not a Director, no individual may be an officer for in excess of eight (8) consecutive years.

- (e) For greater certainty, there is no limit on the total number of years a person may serve as an Officer in his or her lifetime.

9.6 REMOVAL OF OFFICERS

Notwithstanding section 9.5:

- (a) the Directors may, by Special Resolution passed at a Directors' meeting for which notice specifying the intention to pass such resolution has been given, remove any individual as an Officer (other than the Chair or the Senior Vice-Chair) before the expiration of such individual's term of office; and
- (b) the Council Members may, by Special Resolution passed at a Council meeting of which notice specifying the intention to pass such resolution has been given, remove any individual as the Chair or the Senior Vice-Chair before the expiration of such individual's term of office.

9.7 VACANCIES

- (a) Notwithstanding sections 9.2 and 9.5, each incumbent Officer shall continue in office until the earlier of:
 - (i) that Officer's resignation, which resignation shall be effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later;
 - (ii) the appointment of a successor;
 - (iii) that Officer ceasing to be a Director if such is a necessary qualification of election or appointment;
 - (iv) the meeting at which the Directors annually appoint the Officers;
 - (v) that Officer's removal; and
 - (vi) that Officer's death.
- (b) If the office of Chair or Senior Vice-Chair shall become vacant in any of the circumstances described in this section 9.7, the Directors shall convene a meeting of Council to elect a qualified person to fill such vacancy for the remainder of the term of such officer from among the one (1) or more individuals nominated for such office in the manner contemplated by subsection 9.2(a).

- (c) If the office of any other Officer shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy for the remainder of the term of such office from among those nominated in the manner contemplated by subsection 9.2(d).

9.8 REMUNERATION OF OFFICERS

- (a) The Officers who are Directors shall serve as such without remuneration and no such Officer shall directly or indirectly receive any profit from occupying the position of Officer.
- (b) The remuneration of all Officers who are not Directors shall be determined from time to time by the Directors.
- (c) Notwithstanding subsection 9.8(a), all Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

9.9 TITLES OF EMPLOYEES

The Chief Executive Officer shall be authorized from time to time to designate a title or titles to one (1) or more senior employees of the Corporation or to others who, as part of their employment, render services to the Corporation provided that:

- (a) no such individual shall be or shall be deemed to be an Officer for the purposes of the Governing Documents; and
- (b) no such title shall include any of the titles of the Officers described in or created pursuant to section 9.1 but, for greater certainty, may include the title of "Vice-President".

9.10 AGENTS AND ATTORNEYS

- (a) The Corporation, by or under the authority of the Directors, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.
- (b) The remuneration of all agents and employees of the Corporation shall, subject to the other provisions of this By-law, be fixed by the Corporation, by or under the authority of the Directors.

ARTICLE 10

PROTECTION OF DIRECTORS AND OFFICERS

10.1 INDEMNIFICATION

- (a) Subject to the Act, the Corporation shall indemnify the present and former Directors and Officers against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such an individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Corporation, provided that the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.
- (b) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires.

10.2 INSURANCE

- (a) Subject to the Act and all other relevant legislation, the Corporation may purchase and maintain insurance for the Directors and Officers against any liability incurred by any Director or Officer, in the capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (b) The cost of such insurance shall be paid for out of the funds of the Corporation.

10.3 EXPENSES PAID IN ADVANCE

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

10.4 OTHER REMEDIES AVAILABLE

The indemnification provided in this By-law shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles or the By-laws or any agreement, vote of the Council Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Corporation and shall continue as to an

individual who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 11 CONFLICTS OF INTEREST

11.1 CONFLICT OF INTEREST

The Directors and Officers shall comply with the conflict of interest requirements of the Act and any conflict of interest policy of the Corporation in effect from time to time.

ARTICLE 12 FINANCIAL MATTERS

12.1 FINANCIAL YEAR

The financial year of the Corporation shall terminate on the 30th day of June in each year or on such other date as the Directors may by Ordinary Resolution determine, subject to approval by the Canada Revenue Agency, if required.

12.2 PUBLIC ACCOUNTANT

- (a) The Council Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant who meets the following qualifications to hold office until the close of the next Annual Meeting:
 - (i) a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
 - (ii) meets any qualifications under an enactment of a province for performing any duty that the person is required to perform under sections 188 to 191 of the Act; and
 - (iii) is independent (as defined in the Act) of the Corporation, the Directors, the Officers and the affiliates of the Corporation and their directors and officers, except as otherwise permitted by subsection 180(6) of the Act.
- (b) Any vacancy in the office of the Public Accountant shall be filled immediately by the Directors.
- (c) The Public Accountant so appointed shall conduct the review required by the Act.
- (d) The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Directors.

12.3 ANNUAL FINANCIAL STATEMENTS

- (a) The Corporation shall, at least twenty-one (21) days and not more than sixty (60) days before each Annual Meeting, send to the Council Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in such documents.
- (b) Instead of sending the documents referred to in subsection 12.3(a), the Corporation may send a summary to each Council Member along with a notice informing the Council Members of the procedure for obtaining a copy of the documents themselves free of charge.
- (c) The Corporation is not required to send the documents or a summary to a Council Member who, in writing, declines to receive such documents.
- (d) If the Corporation is a soliciting corporation (as defined in the Act), it shall send to the Director under the Act the annual financial statements at least twenty-one (21) days before each Annual Meeting.

12.4 BANKING

- (a) The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- (b) Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- (c) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Directors may from time to time designate by resolution.

12.5 BORROWING POWER

- (a) The Directors may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The powers conferred by this section 12.5 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by the Directors or Officers independently of this By-law.

12.6 BOARD DELEGATION

Subject to subsection 138(2) of the Act, the Directors may, from time to time, authorize any Director or Officer to negotiate the borrowing of money by the Corporation, including without limitation:

- (a) making arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions of the borrowing or variances or modifications to such arrangements, terms and conditions; and
- (b) the security to be given for any monies borrowed or remaining due by the Corporation;

provided that the issuance of all debt obligations by the Corporation must be authorized by the Directors.

12.7 FUND RAISING

The Directors 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 purposes of the Corporation set out in the Articles.

ARTICLE 13 NOTICES AND OTHER DOCUMENTS

13.1 SERVICE

- (a) Any notice, resolution or other document required by the Governing Documents to be sent to any Council Member, Director or Officer shall be provided at such person's latest address as shown in the records of the Corporation or, in the case of a Director, in the last notice that was sent by the Corporation under section 128 or 134 of the Act and received by the Director appointed under the Act.
- (b) Any notice, resolution or other document required by the Governing Documents to be sent to the Public Accountant shall be provided to the Public Accountant's business address in one or more of the following manners:

- (i) by mail, courier or personal delivery; or
- (ii) by telephonic, electronic or other communication facility.
- (c) Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- (d) Each notice sent by mail shall be deemed to have been received at the time it would be delivered in the ordinary course of mail or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.

13.2 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date of the meeting or other event shall be included.

13.3 PROOF OF SERVICE

- (a) With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 13.1 and put into a Post Office or into a letter box.
- (b) A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Council Member, Director, Officer or Public Accountant or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Council Member, Director, Officer and Public Accountant, as the case may be.

13.4 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

13.5 WAIVER OF NOTICE

- (a) Any person may waive any notice, or the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- (b) In particular, meetings of the Council Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice or otherwise consent.
- (c) A waiver of notice shall be given in writing or by facsimile or other means of recorded electronic communication addressed to the Secretary.
- (d) Attendance of a person at a meeting of the Council Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

ARTICLE 14 BY-LAWS

14.1 ENACTMENT, AMENDMENT, ETC.

- (a) Subject to subsection 14.1(c) or unless the Articles or the By-laws otherwise provide, the Directors may from time to time, by Ordinary Resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of the following matters:
 - (i) a change to the Corporation's name;
 - (ii) a change to the province in which the Corporation's registered office is situated;
 - (iii) the addition, change or removal of any restriction on the activities that the Corporation may carry on;
 - (iv) the creation of a new class or group of members;
 - (v) a change to a condition required for being a member;
 - (vi) a change to the designation of any class or group of members or the addition, change or removal of any rights and conditions of any such class or group;

- (vii) the division of any class or group of members into two (2) or more classes or groups and the fixing of the rights and conditions of each class or group;
 - (viii) the addition, change or removal of a provision respecting the transfer of a membership;
 - (ix) subject to section 133, an increase or decrease in the number, or the minimum or maximum number, of Directors fixed by the Articles;
 - (x) a change to the statement of the purpose of the Corporation;
 - (xi) a change to the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - (xii) a change to the manner of giving notice to members entitled to vote at a meeting of members;
 - (xiii) a change to the method of voting by members not in attendance at a meeting of members; and
 - (xiv) the addition, change or removal of any other provision that is permitted by the Act to be set out in the Articles.
- (b) Subject to subsection 14.1(c):
- (i) the Directors shall submit any new, amended or repealed By-law that they approve to the Council Members at the next meeting of Council Members, for confirmation by the Council Members by Ordinary Resolution; and
 - (ii) any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next meeting of the Council Members and, once confirmed by the Council Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Council Members as required under the Act or if it is rejected by the Council Members.
- (c) A Special Resolution of the Council Members is required to make any new, amended or repealed By-law which affects the membership rights and/or conditions described in paragraphs 197(1)(e), (f), (g), (h), (l) or (m) of the Act and any such new, amended or repealed By-law shall be effective from the date of the Special Resolution of the Council Members at which it is approved.
- (d) A copy of any By-law, amendment or repealed By-law approved by the Directors and Council Members must be submitted to the Director under the Act within

twelve (12) months after the day on which the Council Members make, confirm or amend the By-law, amendment or repeal.


14.2 REPEAL OF BY-LAWS

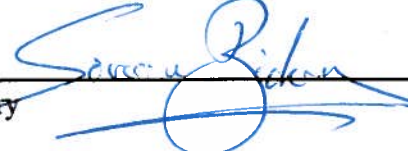
- (a) All previous By-laws are hereby repealed.
- (b) The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.
- (c) All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of this By-law.

14.3 EFFECTIVE DATE OF THIS BY-LAW

This By-law shall come into force and effect on the date that the Certificate of Continuance under the Act is issued to the Corporation.

APPROVED by the Directors on the 2nd day of November, 2012.

Chair 

Secretary 

CONFIRMED by the Members on the 27th day of November, 2012.

Chair 

Secretary 