

2021 PROPOSED AMENDMENTS

Suggested changes proposed by
the Board at their May and June
meetings

HIGHLAND SHORES CHILDREN'S AID SOCIETY

BY-LAW NO. 1

As approved by the Board of Directors of the Society on March 25 and April 22, 2020

and Ratified by the Membership of the Society

at the Annual General Meeting

held on September 3, 2020

HIGHLAND SHORES CHILDREN'S AID SOCIETY

BY-LAW NO. 1

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BY-LAW NO. 1

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

HIGHLAND SHORES CHILDREN'S AID SOCIETY

WHEREAS the Highland Shores Children's Aid Society (the "Society") wishes to enact a By-Law respecting the conduct of the affairs of the Society;

BE IT ENACTED as a By-Law of the Society as follows:

1. INTERPRETATION

1.01 General

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

- (a) the singular includes the plural;
- (b) 'Board' means the Board of Directors of the Society;
- (c) 'partner' means either of two persons who:
 - i. are married to each other; or
 - ii. who are not married to each other but have cohabitated with each other in a conjugal relationship for a continuous period of at least twelve months; or
 - iii. who are not married but who are cohabitating with each other and are the natural or adoptive parents of a child.
- (d) 'Society' means Highland Shores Children's Aid Society;
- (e) 'Letters Patent' means the Letters Patent of Amalgamation;
- (f) 'documents' includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures other securities and all paper writings;
- (g) '*The Corporations Act*' means the Corporations Act, R.S.O. 1990, chapter C.38, as amended, and any statute enacted in substitution therefore from time to time;

- (h) *'The Child, Youth and Family Services Act, 2017'* means *The Child, Youth and Family Services Act, 2017*, S.O. 2017, chapter C.14, as amended and any statute enacted in substitution thereof from time to time.

1.02 Definitions

For the purposes of this By-Law:

- (a) service as a director shall include service as a director and/or as an officer of the Society;
- (b) "year" as it applies to past or future service as a director:
- i. has the same meaning as the membership year, namely, from one annual meeting to the next annual meeting;
 - ii. includes any membership year in which the director has or will have served as a director for at least fifty percent (50%) of any given membership year; and
 - iii. includes any membership year or any part thereof during which the director resigns.
- (c) 'ex officio' means by virtue of their office so that the holder of the office referred to is the person appointed and the appointment automatically changes with a change in the person holding the office. Except for the HSCA Executive Director, ex officio members are afforded the same rights as other members, to include debate, making formal motions, voting and counting to quorum.
- (d) 'Executive Director' is also the 'Local Director' as defined in the CYFSA unless otherwise specified by the Board of Directors.

All terms defined herein shall have the same meaning as they have under the *Corporations Act* and Regulations. Any reference hereunder, however, to the *Corporations Act* and Regulations shall include a reference to any successor or replacement legislation when such legislation comes into force, including the *Ontario Not-For-Profit Corporations Act*.

2. HEAD OFFICE

2.01 Location

The head office of the Society shall be in the City of Belleville in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. GEOGRAPHICAL AREA SERVED

3.01 Territorial Jurisdiction

The Society shall exercise its statutory authority under *The Child, Youth and Family Services Act, 2017* in the City of Belleville, the County of Hastings, the City of Quinte West, the Tyendinaga Mohawk Territory, The Town of Cobourg, the Town of Port Hope, the County of Prince Edward and the County of Northumberland.

4. SEAL

4.01 Imprint

The seal impressed on the right margin of this By-Law)
shall be the corporate seal of the Society.)
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)
)
)
)
)
)

(Affix Corporate Seal)

5. MEMBERSHIP

5.01 ~~Classes of Members~~ Members

~~The Society shall have three (3) classes of members: regular members, appointed members and honorary members. one (1) class of member which is a regular member.~~ Membership in the Society shall consist of a sole class of Members made up of the directors of the Society, for so long as they serve as directors. Those Members will become Members when they are either elected or appointed as directors.

5.02 — Membership Year

~~The membership year of the Society shall run from annual meeting to the next annual meeting.~~ **5.02 Membership**

Membership in the Society is not transferable and automatically terminates if the Member is no longer a director of the Society.

5.03 — Membership Dues

~~The membership dues rate for the succeeding year shall be set annually by the Board not less than thirty (30) days prior to the annual meeting.~~

5.043 Regular Members Qualifications

~~Upon payment of the prescribed membership fees, and u~~Upon approval of the Board of Directors in accordance with the following, **persons who meet all of the following the following** are eligible to be admitted as members **and elected as directors**:

- (a) **Are** an individual who is eighteen (18) years of age or over and resides, works or carries on business in the area served by the Society, and is not employed by the Society;
- (b) **Are** an individual who supports the mission and goals of the Society
- (c) **Are** an individual who has been approved pursuant to the then current policies and procedures for safety screening applicable to directors;
- (d) **Will** not be on the current foster parent or volunteer roster, or be the partner, as herein defined, of anyone who is;
- (e) **Do** not have a child in the care of the Society placed with them on adoption probation, or be on the prospective adoptive parent roster, or be the partner (as herein defined) of anyone who is;
- (f) **Are not** a former employee of the Society unless three (3) full membership years have elapsed from the end of the membership year in which they retired or otherwise ceased to be an employee, or be the partner (as herein defined) of anyone who is or was;
- (g) **Will** not be a person with whom the Society is involved pursuant to Part V of The Child, Youth and Family Services Act, 2017 or with whom the Society has been so involved unless three (3) full membership years have elapsed from the termination of such involvement, or be the partner (as herein defined under section 1.0: Interpretation) of anyone who is or was, provided that the Board in its sole and unfettered discretion may waive such disqualification.
- (h) **Are not be** subject in any way to any court order made pursuant to Part V of The Child, Youth and Family Services Act, 2017, or a former such subject person unless three (3) full membership years have elapsed from the end of the membership year in which they ceased to be such a subject person, or be the partner (as herein defined under section 1.01: Interpretation) of anyone who is or was, provided that the Board in its sole and unfettered discretion may waive such disqualification;
- (i) **Do** not have an existing contract for services with the Society or be the partner (as herein defined under section 1.01: Interpretation) of anyone who does;

- (j) ~~Are not be~~ an officer, director, Board member or employee of a provincially-certified or federally-certified union, or ~~be~~ the partner (as herein defined under section 1.01: Interpretation) of anyone who is;
- (k) ~~Are not be~~ an undischarged bankrupt or a mentally incompetent person;
- (l) ~~Will~~ not be a solicitor acting for the Society or for any client of, or party potentially adverse in interest to, the Society, or be the partner (as herein defined under section 1.01: Interpretation) of any such solicitor; and
- (m) ~~Are not be~~ an employee or business partner of any accounting firm appointed as auditor of the Society, currently or for the past three (3) fiscal years, or the partner (as herein defined under section 1.01: Interpretation) of any such employee or business partner.

- ~~(a) an individual who is eighteen (18) years of age or over and resides, works or carries on business in the area served by the Society, and is not employed by the Society, or~~
- ~~(b) a corporation which has its head office or carries on business in the area served by the Society; and~~
- ~~(c)(a) supports the mission and goals of the Society.~~

Any applicants for membership must complete an application form which shall be subject to approval from the Board of Directors of the Society in its sole discretion and may include a written commitment to the missions and goals of the Society. ~~Multiple-year memberships are not available for purchase.~~

~~5.05 — Termination of Regular Membership~~

~~A regular membership in the Society is not transferable and automatically terminates:~~

- ~~(a) if the member resigns as a member of the Society or dies; or~~
- ~~(a) if the member no longer meets the criteria set out in section 5.04 “Regular Members” of this By-Law; or~~
- ~~(a) if the member fails to pay the prescribed membership dues for the next membership year at or before the annual meeting; or~~
- ~~(a) any person who has been convicted of a criminal offence punishable by indictment shall immediately advise the Society and shall immediately cease to become a member after such conviction and shall not be eligible to continue to be a member of the Society.~~

5.06 — Honourary Members

~~The Board, by resolution may nominate any individual eighteen (18) years of age or over who has given distinguished service to the Society, as an honorary member of the Society. Upon accepting the Board's nomination, the person becomes an honorary member of the Society for life, subject to revocation by a resolution passed by a majority of the Board or resignation by the honorary member.~~

~~An honorary member:~~

~~is exempt from membership dues;~~

~~(a) — is a voting member of the Society;~~

~~(a) — cannot transfer their membership to another individual;~~

~~(a) — shall be deemed also to be a regular member of the Society if, and so long as, so qualified in accordance with the eligibility requirements of a regular member set out in clause a) of subsection 5.04.~~

5.07 — Appointed Members

~~Where a member has been appointed by the Mohawks of the Bay of Quinte, Alderville First Nation or the The Children's Foundation, such person shall be automatically deemed to be an appointed member of the Corporation. Appointed members shall be voting members of the Society, exempt from membership dues, but their membership shall be automatically revoked when their appointment is revoked. A member cannot be appointed unless they satisfy the eligibility requirements of a regular member set out in Subsection 5.04.~~

5.075.05 Removal of MembersTermination

~~Membership automatically terminates if the Member resigns as a Director of the Corporation, no longer meets the eligibility criteria, has been convicted of a criminal offence punishable by indictment, or dies. The Board of Directors of the Society shall have the authority to suspend or expel any member from the Society for any one or more of the following grounds:~~

~~(-) — violating any provisions of the Articles, By laws or written policies of the Society;~~

~~(-) — carrying out any conduct which may be detrimental to the Society or contrary to the missions and goals of the Society as determined by the Board in its sole discretion;~~

~~(-) — for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Society.~~

~~In the event that the Board determines that a member should be expelled or suspended from membership in the Society, the President or such other officer as may be designated by the Board shall provide 20 days' notice of suspension or expulsion to the members and should provide reasons for the proposed suspension or expulsion. The member may make~~

~~written submissions to the President or such other officer as may be designated by the Board in response to the notice received within such 20-day period. In the event there is no written submission received by the President, the President or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning the final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member without any further right of appeal.~~

6. DIRECTORS

6.01 Board of Directors

The affairs of the Society shall be managed by a Board of Directors consisting of up to fourteen (14) directors.

6.02 Appointed Directors

One (1) director shall be appointed by and as a representative of the Band Council of the Mohawks of the Bay of Quinte. One (1) director shall be appointed by and as a representative of the Alderville First Nation. ~~One (1) director shall be appointed by and shall be a representative of the The Children's Foundation.~~

6.03 Individuals

Only individuals may be elected as directors.

6.04 Terms

All appointed directors shall be appointed for two (2) year terms. Elected directors shall be elected for three (3) year terms.

6.05 Election or Appointment of Directors

Each director shall be elected by the members at an annual meeting of the Society, or if required by the circumstances at a general meeting of the Society, provided however that the Board may appoint a replacement director in the event of a mid-term vacancy. Any replacement director, whether elected by the members or appointed by the Board, shall be elected or appointed as the case may be for the balance of the term then remaining of the director whom they are replacing pursuant to this By-Law, section 6.08: Nomination of Directors.

6.06 Re-Election/Re-Appointment Limitation

- (a) Subject to the provisions of clause (b) below, no person shall be nominated or elected as a director for a term of office which when combined with cumulative

actual service as a director, would exceed nine (9) years, (as herein defined) in total. Appointed positions to the Board are not subject to any term limitation;

(b) Notwithstanding the foregoing, the board may from time to time, on a special resolution (s. 7.09), extend the term of a Director beyond the limit in keeping with the best interests of the Society corporation.

(c) After the lapse of the three (3) full membership years from the end of the membership year during which a director resigned or otherwise ceased to be a director, and irrespective of the total number of years of service as a director, the former director shall be eligible to serve again as an elected director for further terms cumulatively totalling nine (9) years (as herein defined); and

~~(a) —~~

~~(a) Any term of office served with the predecessor societies, the Hastings Children's Aid Society, Prince Edward Children's Aid Society or The Children's Aid Society of Northumberland, shall not count as a period that they have served as a member of the Society for purposes of this section.~~

6.07 Eligibility this is outlined in 5.03

~~Subject to the provisions of Subsection 6.13 "Removal of Directors" but notwithstanding any other provision of this By Law, no person shall be, become or remain a director of the Society, notwithstanding election or appointment as such, unless they are and remains at all material times:~~

~~(a) a natural person at least eighteen (18) years of age;~~

~~(a) a regular member of the Society;~~

~~(a) approved pursuant to the then current policies and procedures for safety screening applicable to directors;~~

~~(a) not be on the current foster parent or volunteer roster, or be the partner, as herein defined, of anyone who is;~~

~~(a) not have a child placed with them on adoption probation, or be on the prospective adoptive parent roster, or be the partner (as herein defined) of anyone who is;~~

~~(a) a former employee of the Society unless three (3) full membership years have elapsed from the end of the membership year in which they retired or otherwise ceased to be an employee, or be the partner (as herein defined) of anyone who is or was;~~

~~(a) not be a person with whom the Society is involved pursuant to Part V of The Child, Youth and Family Services Act, 2017 or with whom the Society has been so involved unless three (3) full membership years have elapsed from the termination of such involvement, or be the partner (as herein defined under section 1.0: Interpretation) of anyone who is or was, provided that the Board in its sole and unfettered discretion may waive such disqualification.~~

- ~~(a) not be subject in any way to any court order made pursuant to Part V of The Child, Youth and Family Services Act, 2017, or a former such subject person unless three (3) full membership years have elapsed from the end of the membership year in which they ceased to be such a subject person, or be the partner (as herein defined under section 1.01: Interpretation) of anyone who is or was, provided that the Board in its sole and unfettered discretion may waive such disqualification;~~
- ~~(a) not have an existing contract for services with the Society or be the partner (as herein defined under section 1.01: Interpretation) of anyone who does;~~
- ~~(a) not be an officer, director, Board member or employee of a provincially-certified or federally-certified union, or be the partner (as herein defined under section 1.01: Interpretation) of anyone who is;~~
- ~~(a) not be an undischarged bankrupt or a mentally incompetent person;~~
- ~~(a) not be a solicitor acting for the Society or for any client of, or party potentially adverse in interest to, the Society, or be the partner (as herein defined under section 1.01: Interpretation) of any such solicitor; and~~
- ~~(a) not be an employee or business partner of any accounting firm appointed as auditor of the Society, currently or for the past three (3) fiscal years, or the partner (as herein defined under section 1.01: Interpretation) of any such employee or business partner.~~

~~Subject to the provisions of Subsection 6.13 "Removal of Directors", any sitting director who becomes ineligible pursuant to this provision thereupon, and without resolution passed by the Board of Directors or by the members, immediately ceases to be a director, and the vacancy so created shall be filled in accordance with all applicable provisions of Section 6.~~

6.08 Nomination of Directors

The Chair of the Governance and Community Relations Committee or their designate, shall present to the members at the annual meeting, or if the circumstances require it at a general meeting, a slate of candidates for all actual or anticipated vacancies for the office of director. Such slate shall be drafted by the Governance and Community Relations Committee for approval by the Board prior to presentation to the members. **~~In addition, candidates for the office of director may be nominated at least thirty (30) days prior to the annual or general meeting by any two (2) members of the Society.~~**

When mid-term vacancies occur on the Board, the Governance and Community Relations Committee shall recommend candidates to the Board for the purpose of appointment to fill those positions.

6.09 Consent of Director

A person who is elected or appointed as a director does not become a director unless:

- (a) they were present at the annual or general meeting when elected, and consented to act as a director;
- (b) where they were not present at the annual or general meeting when elected either had consented to act as a director before their election or has consented to act within ten (10) days thereafter; and
- (c) where they are appointed by the Board to fill a vacancy, had consented to act as a director before their appointment.

For the purposes of Subsection 6.09, the expression “consented to act as a director” means not only that they are willing to allow their name to stand for election or appointment as a director, but also is an express representation that they are eligible to hold office in accordance with the eligibility requirements set out in Subsection 6.08 “Nomination of Directors”, and if elected or appointed, is an express undertaking to notify the ~~Secretary~~ President if they subsequently no longer meet those eligibility requirements and to execute the oath of confidentiality.

Any such consent must be in writing, shall expressly include the person’s representation and undertakings set out immediately above including the full content thereof, and must be witnessed by ~~the Secretary or the Chair of the Governance and Community Relations Committee or their respective designates~~ two members of the nominating committee. A written consent is only required for the initial election of any person as a director.

A person who is elected or appointed as a director prior to having consented to act as a director and who fails to do so as provided in clause b) above, shall be deemed not to have been elected or appointed as a director.

6.10 Method of Election of Directors

If the total number of candidates nominated for the office of director pursuant to subsection 6.08 “Nomination of Directors” is equal to or less than the number of directors to be elected, the election shall be conducted by show of hands; otherwise the election shall be conducted by secret ballot.

6.11 Removal of Directors

The members may, by resolution passed by a least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to propose a resolution to remove one or more directors has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any member in their stead for the remainder of their term.

Such notice of intention set out in the notice of meeting to members shall not in any way identify the director(s) who are the subject(s) of any such proposed resolution.

A resolution to remove a director shall name the subject director and be limited to removal of that specific director, and voting on any such resolution shall be separate from voting on any other matter and shall be conducted by secret ballot.

The nomination and election of any replacement director shall be conducted in accordance with all applicable provisions of Section 6.

6.12 Suspension of Director – Discretionary

A director may be suspended by resolution passed by two-thirds (2/3) majority of the Board of Directors:

- (a) if they are under investigation for, or charged with, a criminal offence; or
- (b) if, following investigation, it is determined by the Board that they are in material breach of the then current Directors' Code of Conduct.

No such suspension shall continue for more than one hundred and twenty (120) days, unless the Board of Directors has given the requisite notice of its intention to propose a resolution to remove the director as set out in Subsection 6.11 "Removal of Directors", in which case the suspension shall continue until the matter is dealt with in accordance with Subsection 6.11.

6.13 Suspension of a Director – Automatic

A director shall be suspended automatically if they are the subject of a child protection investigation in which it is alleged they have harmed a child ~~conducted~~ pursuant to Part V of The Child, Youth and Family Services Act, 2017.

No such suspension shall continue for more than one hundred and twenty (120) days, unless the Board of Directors has given the requisite notice of its intention to propose a resolution to remove the director as set out in Subsection 6.12 "Suspension of Director – Discretionary", in which case the suspension shall continue until the matter is dealt with in accordance with Subsection 6.11 "Removal of Directors".

6.14 Non-Remuneration of Directors

No director shall receive remuneration from the Society for acting as such, however may be reimbursed, in accordance with the then current policies and procedures, for reasonable out-of-pocket expenses incurred while discharging their duties as a director.

6.15 Conflict of Interest

Every director owes a fiduciary duty to the Society and is under an obligation to act in the utmost good faith towards the Society in their dealings with it or on its behalf. No director shall place themselves in a position where there is a conflict between their duties as director and their other interests.

Every director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Society or who otherwise has a conflict of interest shall declare their interest fully at the next meeting of the Directors and shall absent themselves from any and all deliberations in respect of, and shall refrain from voting on, any matter on which they have declared a conflict.

Every disclosure of interest shall be recorded in the minutes of the meeting.

6.16 Functions and Responsibilities

The Board of Directors will use the Governance Policies and Procedures as a guideline to assist the Board of Directors.

(i) **Orientation & Training**

All Board Members will receive orientation and training;

(ii) **Duties/Conduct**

Directors will be a member of one or more Committees and be aware of current issues affecting the Society and social services community;

(iii) **Functions/Committees**

The Board of Directors is responsible for the overall guidance of the organization in terms of policy development, planning, monitoring of quality and effectiveness, management of the Executive Director and advocacy on behalf of the children served by the organization.

7. BOARD MEETINGS and DIRECTOR ATTENDANCE REQUIREMENTS AT BOARD AND COMMITTEE MEETINGS

7.01 Quorum

A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of Directors (excluding vacancies). Directors participating by telephone, videoconference or other electronic means other than email, shall be counted in determining whether or not a quorum is present. Vacancies shall not be included in determining whether a quorum is present (i.e. a majority of sitting Directors).

If no quorum of directors remains in office based on a full Board, the directors shall forthwith call a general meeting of the members to fill the vacancies for their unexpired terms.

In the event of a catastrophic event, if it is not possible to reach quorum as established by the Society's by-laws, the Board of Directors may hold a regular or emergency meeting with those members who are not incapacitated due to a catastrophic event. Quorum in such circumstances would be a majority of members not incapacitated and able to participate.

7.02 Attendance Requirements for the Board and Board Committee Meetings

Any director who, without reasonable cause as determined by the Board, fails to attend:

- (a) ~~sixty~~ sixty ~~eventy~~ (670) percent of the regularly scheduled Board meetings in any one membership year; or
- (b) three (3) consecutive meetings of the Board; or
- (c) ~~sixty~~ sixty ~~eventy~~ (670) percent of the regularly scheduled meetings of Board committees of which they are a member,

may be removed by resolution of the remaining members of the Board.

7.03 Location of Meetings

Meetings of the Board may be held at the Head Office of the Society or at any place within the area served by the Society, as designated in the notice calling the meeting.

Meetings of the Board in which some or all of the directors fully participate by video conference or teleconference shall be deemed to be held at the Head Office or at any other place within the area served by the Society as designated in the notice calling the meeting, irrespective of the actual location of any or all of the directors at that time.

7.04 Minimum Number of Regular Meetings

The Board shall meet monthly during at least three-quarters (3/4) of the months of the membership year.

7.05 Additional and Special Meetings

Additional or special meetings of the Board may be called at any time by the President at their own behest. Additional or special meetings shall be called by the President at the request of any two (2) directors.

7.06 Open Meetings of the Board/*In Camera* Option

All Meetings of the Board shall be open to the public, unless the board by resolution determines that any Board meeting or part thereof shall be held *in camera*. Items to be dealt with *in camera* shall include matters relating to human resources, foster parents, volunteers, clients of the Agency, real property acquisition and disposal, charges against individuals, whether employees, foster parents, volunteers or others, and any matter when in the judgment of the Board, the Society's reputation may be affected.

The Board shall keep a record of all resolutions to hold Meetings of the Board or parts thereof *in camera* pursuant to this section, which record shall include the resolution and the reasons therefor.

7.07 Notice to Directors

Notice of Meetings of the Board shall be delivered, mailed, or electronically communicated to each director not less than seventy-two (72) hours before the meeting is to take place. The statutory declaration of the Secretary or the President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

Notwithstanding the above notice requirement, no formal notice of a meeting is necessary if:

- (a) all the directors are present or if those absent have signified their consent to the meeting being held without notice as prescribed herein and to the meeting being held in their absence; or
- (b) the Board designates one or more days in any month or months of the year as the date or dates on which regular Meetings of the Board will be held at a place and time named, proper notice of such schedule is given to all directors, and the meeting is held in accordance with such schedule.

7.08 Special Meeting to Elect Officers, etc.

The Board shall hold a meeting not later than seven (7) days following the annual meeting of the Society for the purposes of the election of officers, the election of the non-*ex-officio* members of the Executive Committee, determination of other organizational matters, and the transaction of any other business.

7.09 Voting

So long as a quorum is present and unless otherwise required by this By-Law, any other By-Law of the Society, *the Corporations Act* or any other applicable statute or regulation, motions and resolutions arising at any meeting of the Board shall be decided by a majority of the directors present.

Any special resolutions shall be decided by two-thirds (2/3) of the Board members present.

There shall be no proxy voting and no director shall cast more than one (1) vote.

At all meetings of the Board, every question shall be decided by a show of hands or a roll-call vote unless a secret ballot on the question is required by the President or requested by not less than two (2) other directors.

A declaration by the President that a resolution has been carried, and an entry to that effect in the minutes, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.10 Minutes

Draft minutes of each Board meeting shall be distributed to each director and submitted to the Board for its approval at the next Board meeting. Once approved, the Secretary shall ensure that an official copy is properly retained by the Society and copies shall be made available to each director upon request.

7.11 Means of Meeting

Where all the directors of the Society present or participating in a meeting of the Board or of any Committee of the Board, consent, the meeting may be held by such telephone, electronic or other communicable facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and any director participating in the meeting by those means is deemed to be present at the meeting.

7.12 Resolution in Writing

A resolution in writing signed by all the directors is as valid and effective as if passed at a meeting of directors duly called, constituted and held for that purpose once permitted under the Act or any successor to the Act. A written resolution may be made in counterpart.

8. OFFICERS

8.01 General

- (a) The Board shall elect annually within seven (7) days following the annual meeting, a President, a Vice-President, a Secretary and a Treasurer, each of whom must be and remain a director, provided however that one director may be elected to fill both the office of Secretary and the office of Treasurer in which case they shall be known as the Secretary-Treasurer.

The Board may appoint such other officers and agents as it considers necessary and all officers shall have, in addition to those powers set out in this By-Law, the authority to perform the duties from time to time prescribed by the Board.

- (b) Each officer of the Society shall serve for a term of one (1) membership year, except the President and Vice-President who shall serve for a term of two (2) membership years.
- (c) The Board by resolution may remove at its pleasure and at any time any officer of the Society.
- (d) If and whenever a vacancy exists in the office of President, Vice-President, Treasurer or Secretary, the Board shall, within sixty (60) days thereafter, fill the vacancy by election from among the members of the Board.
- (e) Subject to the restrictions placed on Directors in Subsection 6.06 "Re-Election/Re-Appointment Limitation" herein, Officers, Directors including the President, may be elected to serve consecutive terms.

8.02 President

The President shall, when present, preside as President at all meetings of the Board and the members.

The President shall supervise the affairs and operations of the Board, sign all documents requiring their signature, and have the other powers and duties from time to time prescribed by the Board or incident to the office. The President shall be an *ex officio* member of all committees unless otherwise determined by the Board.

8.03 Vice-President

The Vice-President, when present, shall preside as Vice-President at all meetings of the Board and its members. When the President is absent but otherwise able to act, the Vice-President shall assume the duties of the President and may exercise those powers of the President as are necessary in the circumstances. If and when the President is unable to act, the Vice-President shall assume the duties of the President, and may exercise all the powers of the President. In the event that the President and the Vice-President are both absent, the Board may nominate one of its members to preside as Acting President.

The Vice-President shall also perform the other duties prescribed from time to time by the Board or incident to the office.

8.04 Secretary

The Secretary shall:

- (a) perform or cause to be performed all secretarial functions for the Board and the Executive Committee of the Board;
- (b) keep or cause to be kept a correct record of the proceedings and transactions of all meetings of the members, the Board, and the Executive Committee of the Board;
- (c) keep or cause all notices required to be given to members, directors and others;
- (d) keep or cause to be kept safe the corporate seal of the Society and of all books, papers, records, correspondence and documents belonging to the Society; and
- (e) perform the other duties from time to time prescribed by the Board or incident to the office.

8.05 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit

of the Society in such banks, trust companies or other financial depositories from time to time designated by the Board;

- (b) disburse or cause to be disbursed the funds of the Society under the direction of the Board, taking proper vouchers therefore, and shall render to the Board whenever required of him an account of all their transactions as Treasurer and of the financial position of the Society;
- (c) co-operate with the auditors of the Society; and
- (d) perform the other duties from time to time prescribed by the Board or incident to the office.

8.06 Past President

When a new President is elected, the President finishing their term as President may become the Past President for a one-year period The Past President:

- a. is automatically appointed as a member of the Board provided they are not disqualified from acting as such under section 5.03 hereof
- b. has voting privileges
- c. acts in the capacity of Advisor/Mentor

9. INDEMNITIES TO DIRECTORS AND OFFICERS

9.01 Indemnities

Every director and officer of the Society and such director's and officer's heirs, executors, administrators and personal representatives, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such director and officer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director or officer, in or about the execution of the duties of office; and/or
- (b) all other costs, charges and expenses such director or officer sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges and expenses as are occasioned by such director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interest of the Society.

9.02 Insurance

Subject to applicable law, the Society shall purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

9.03 Protection of Directors and Officers

No directors or officers of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through wrongful or the wilful neglect or default of such directors or officers.

9.04 Responsibility for Acts

The directors for the time being of the society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society except such as shall have been submitted to and authorized or approved by the Board.

10. EXECUTIVE COMMITTEE

10.1 Composition

There shall be an Executive Committee of the Board which shall be composed only of directors save and except for the Executive Director or designate who shall be a non-voting member. ~~The Executive Committee will be comprised of the officer positions (President, Vice-President, Secretary and Treasurer or Secretary/Treasurer) and up to 2 additional directors, and which shall include the President, the Vice-President, the Treasurer (or the Secretary-Treasurer if those offices are held by the same director) and such number of additional members as the Board may from time to time determine, provided that there shall be no fewer than three (3) and no more than five (5) members in total including the President and Treasurer.~~

10.2 Size\Terms of Reference

The Board shall determine by special resolution the following matters with respect to the Executive Committee:

- a) the number of additional members to be elected in accordance with the above provisions;
- b) its terms of reference; and
- c) such other matters as it deems appropriate, provided same are not contrary to the provisions of this Section.

10.3 Election of Additional Members

At the first meeting of the Board following the annual meeting, as set out in Subsection 7.08 "Special Meeting to Elect Officers", the Board shall elect the prescribed number of additional non-*ex-officio* members of the Executive Committee, provided however if it is not possible or appropriate to do so at that time, the unfilled positions shall be deemed vacant and the provisions of Subsection 10.04 "Vacancies" shall apply.

10.4 Vacancies

If and whenever any position on the Executive Committee is vacated:

- (a) so long as a quorum is present, the remaining members may exercise all of the powers of the Executive Committee; and
- (b) the Board shall, within sixty (60) days thereafter, fill the vacancy by election from among the members of the Board.

10.5 Authority to Act on Behalf of the Board

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise, subject to any restrictions which the Board may from time to time impose, all the powers of the Board in the management and direction of the affairs and business of the Society (save and except only such acts as must By-Law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of the Society in all cases in which specific directions have not been given by the Board.

10.6 Conduct of Business

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum is present and of which notice has been given to all of its members. A committee member is "present" if they are present in person or is fully participating by electronic means.

10.7 Voting

Unless otherwise restricted by the Board, and so long as a quorum is present, questions arising at any meeting of the Executive Committee shall be decided by a majority of the voting members of the Executive Committee present and voting. The Executive Director or designate is a non-voting member. There shall be no proxy voting and no member shall have more than one (1) vote.

10.8 In Camera Option

The Executive Committee may meet *in camera* for the consideration of any specific matter and may exclude any non-voting member in part or in total from any such deliberations.

10.9 Procedures

The procedures governing the operation of the Executive Committee in respect of such matters as Notice of Meetings, Quorums, Location of Meetings, Conflicts of Interest and Voting shall be identical to and adopted from the provisions of these By-Laws governing the operation of the Board as a whole.

11. GOVERNANCE AND COMMUNITY RELATIONS COMMITTEE

11.01 Composition

The Committee shall consist of three (3) or more directors, in addition to the President. The number of additional directors, if any, shall be as determined from time to time by the Board.

11.02 Appointment

Within ninety (90) days of the annual meeting, the Board shall appoint the members to the Governance and Community Relations Committee.

11.03 Terms of Reference

The terms of reference of the Governance and Community Relations Committee shall be as determined from time to time by the Board, provided however that same shall include the preparation of the draft slate of directors as required by Subsection 6.10 "Method of Election of Directors", the nomination of directors to fill vacancies on the Board and all other duties and responsibilities as required by this By-Law.

12. SERVICE AND ADMINISTRATION COMMITTEE

12.01 Composition

The Service and Administration Committee shall consist of three (3) or more directors as set by the Board, including the Treasurer. The number of additional directors, if any, shall be as determined from time to time by the Board. In addition, the Board may appoint one (1) or more community members to such Committee.

12.02 Appointment

Within ninety (90) days of the annual meeting, the Board shall appoint the members to the Service and Administration Committee.

12.03 Terms of Reference

The terms of reference of the Service and Administration Committee shall be as determined from time to time by the Board.

13. OTHER COMMITTEES

13.01 As Determined by the Board

There shall be such other permanent and ad hoc committees as the Board may from time to time by resolution establish, having such composition and terms of reference as the Board may determine, subject to the following requirements:

- (a) the Chair of each such committee must be a director;
- (b) a majority of the members of each such committee shall be directors unless otherwise determined by the Board;
- (c) all members of each such committee shall be appointed by the Board;
- (d) each such committee shall be responsible to the Board;
- (e) each such committee shall keep records, shall report to the Board at regular intervals and at any other time upon request; and
- (f) each such committee shall consider, report and make recommendations to the Board on any matter referred to it by the Board or within its terms of reference.

13.02 Advisory Committees

Among the committees to be established by Board, there shall be the following Advisory Committees:

- (a) Indigenous;
- (b) Foster Families; and
- (c) Youth

14. EXECUTIVE DIRECTOR

14.01 Appointment

The Board shall from time to time appoint an Executive Director who shall have such duties as are determined by the Board and as are set out in *The Child, Youth and Family Services Act, 2017* and regulations made pursuant thereto.

14.02 Term of Appointment

The Executive Director shall be employed on the basis of a contract with the Board of Directors to be negotiated from time to time. The Executive Director may only be dismissed by resolution carried at a meeting of the Board of Directors. The Executive Committee may not dismiss the Executive Director.

14.03 Membership on Board Committees

The Executive Director or their designate shall be a non-voting ex-officio member of the Board and all Board committees unless otherwise determined by the Board.

15. MEMBERS' MEETINGS

15.01 Annual meeting

The annual meeting of the Society shall be held within six (6) months following the end of the Society's fiscal year and within fifteen (15) months after the holding of the last preceding annual meeting at a time, date and place within the area served by the Society, as determined by the Board, for the purposes of:

- (a) hearing and receiving the reports and statements required by *The Corporations Act* to be read at and laid before the Society at an annual meeting;
- (b) electing directors;
- (c) appointing the auditor and fixing or authorizing the Board to fix their remuneration; and
- (d) transacting any other business properly brought before the meeting.

The whole of the annual meeting shall be deemed to be the end of the membership year thereby concluded and the commencement of the subsequent membership year.

15.02 General Meeting

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may be held at any place at which an annual meeting of members may be held. A general meeting of members may also be called by the members in the manner specified in *The Corporations Act*.

15.03 Record Date

The Board shall by resolution establish in advance a time and date, at least thirty (30) days in advance of any meeting of the members, as the Record Date for the determination of those members entitled to notice of the members' meeting and the right to vote at the meeting. Any person who is not a member as of the Record Date is not entitled to notice of the meeting and voting at same meeting for which the Record Date has been established.

15.04 Notice

Notice of the time, place, and date of meetings of members and the general nature of the business to be transacted shall be delivered, mailed or electronically communicated at least fourteen (14) days before the date of the meeting:

- (a) to each member as of the Record Date; and
- (b) in the case of an annual meeting, to the auditor of the Society.

15.05 Quorum

The quorum for the transaction of business at any meeting of members shall be a number of members present in person or by proxy and equal to fifteen (15) percent of the total membership existing immediately before the commencement date of the meeting. The Board may from time to time amend the quorum of members, by resolution of the Board without amending this By-law.

15.06 Voting

Each member shall be entitled to one (1) vote on each question put to the members at any meeting of the members.

Unless otherwise required by the provisions of *The Corporations Act* or this By-Law, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast, by the members present in person or by proxy, excluding abstentions.

15.07 Show of Hands

At all meetings of members, every question shall be decided by a show of hands unless a secret ballot is required by the President or requested by any member.

15.08 Secret Ballot

A request for a poll may be withdrawn at any time. Polls shall be conducted by secret ballot.

15.09 Declaration

Whenever a vote by either a show of hands or by secret ballot has been taken upon a question, a declaration by the President that a resolution has been carried or lost by the required majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

15.10 President

In the absence of the President and Vice-President, the members present at any meeting of members shall choose another director to chair the proceedings. ~~and, if no director is present or if all of the directors present decline to chair the proceedings, the members present shall choose one of their number to act as the Chair.~~

15.11 Adjournments

Except as set out in this By-Law, any meeting of the Society may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

15.12 Resolution in Writing

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of members. A written resolution may be made in counterpart.

~~15.13 Membership Classes~~

~~Any of the rights of members set out above shall be equally applicable to the general, honorary and appointed members.~~

16. SOCIETY DOCUMENTS, REGISTERS AND BOOKS

16.01 Books and Records

The Board shall ensure that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute are regularly and properly kept.

16.02 Information for Members

Within sixty (60) days following any meeting of the members of the Society, each member shall be sent, by such means as the Board determines from time to time~~by prepaid mail to their last address as shown on the Society's records~~, a summary of the minutes of the proceedings at such members' meeting.

Included with the summary of the meeting of the members shall be a notice stating that any member of the Society or their agent or legal representative may, during normal business hours of the Society, inspect and make extracts from or copy at their own expense any of the following Society documents, namely:

- (a) the Letters Patent and any Supplementary Letters Patent issued to the Society;
- (b) all By-Laws and special resolutions of the Society;
- (c) a register of directors in which are set out the names, addresses and callings of all persons who are or have been directors of the Society with the several dates on which each became or ceased to be a director;
- (d) the minutes of all meetings of the society and the Board, except for minutes relating to parts of Board meetings which are held *in camera*; and
- (e) all financial statements and auditor's reports of the Society.

17. EXECUTION OF DOCUMENTS

17.01 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed in the manner and by the officer or officers or person or persons from time to time prescribed by the Board.

17.02 Execution of Documents

Documents, excepting those set out in section 18.01 "Banking-General", requiring execution by the Society may be signed by any two of the President, the Vice-President, the Secretary, the Treasurer, or any two (2) Directors, and all documents so signed are binding upon the Society without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Society, either to sign documents generally or to sign specific documents. The corporate seal of the Society shall, when required, be affixed to documents executed in accordance with the foregoing.

18. BANKING

18.01 General

The Board shall designate, by resolution, those officers and other persons authorized to transact the banking business, or any part thereof, of the society with the banks, trust companies, or other financial depositories carrying on a banking business that the Board has designated as the Society's bankers. Those officers and other persons so designated shall have the authority set out in the resolution including, unless otherwise restricted, the power to:

- (a) operate the Society's accounts with the bankers;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money of the Society;
- (c) issue receipts for and orders relating to any property for and orders relating to any property of the Society;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Society's behalf to facilitate the banking business.

19. BORROWING

19.01 Authorization

Subject to the limitations set out in *The Corporations Act*, the Letters Patent of the Society and this By-Law, the Board may:

- (a) borrow money on the credit of the Society;
- (b) issue, sell or pledge securities of the Society; or

- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

19.02 Delegation

From time to time, the Board may authorize any officer or employee of the Society or any other person to make arrangements with reference to money borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

20. TRANSFER OF MAJOR ASSETS

20.01 General

The Society shall not transfer or assign any major asset acquired with financial assistance from the Province of Ontario without the consent of a Director appointed in accordance with *The Child, Youth and Family Services Act, 2017*. The definition of “major asset” shall be as determined by the Board from time to time.

21. FISCAL YEAR

21.01 Determination

The Fiscal year of the Society shall be as prescribed by regulation pursuant to *The Child, Youth and Family Services Act, 2017*, or if not so prescribed, as determined by the Board and until otherwise determined as March 31 of each year.

22. FINANCIAL CAMPAIGNS

22.01 Authorization by Board

The Board may authorize campaigns for voluntarily donated funds to support the general operations of the Society or any particular phase or aspect of the Society’s operations.

23. NOTICE

23.01 Computation of Time

In computing the date when notice must be given under any provision in this By-Law requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

23.02 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or members or other notice required by this By-Law or the non-receipt of any notice by any director or member or by the auditor of the Society or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Society may at any time waive notice of any meetings and may ratify and confirm any or all proceedings taken thereat.

24. AUDITORS

24.01 Appointment

At the annual meeting of the Society, the members shall appoint a licensed public accountant as auditor to hold office until the next annual meeting. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

24.02 Reporting

The auditor shall report to the members on the financial statement to be laid before the Society at the annual meeting and on those other matters required by *The Corporations Act*.

24.03 Qualifications

No person shall be appointed as auditor of a Society who is a director, officer or employee of the Society or who is a business partner, employer or employee of any such director, officer or employee, or who is a partner (as herein defined under section 1.01: Interpretation) of any of the above.

25. RULES OF PROCEDURE

25.01 Specified

Robert's Rules of Order shall apply at all meetings of the members, the Board, the Executive Committee and any other committees established by the Board, unless or to the extent that the Board shall by resolution determine.

26. REPEAL OF PRIOR BY-LAWS

26.01 General

All prior By-Laws, resolutions and other enactments of the Society inconsistent with this By-Law, and the whole of By-law No. 1 as it read immediately prior to the coming into effect of this By-Law, are hereby repealed.

27. AMENDMENTS

27.01 Amendment Provisions

Subject to the notice provisions set out in Subsection 27.02 “Notice to Members”, this By-Law may be amended, repealed and replaced, or otherwise dealt with in accordance with the provisions of The Corporations Act.

27.02 Notice to Members

Notice of any general or annual meeting of members at which this By-Law is to be considered in any manner whatsoever, shall be given in accordance with the provisions of Subsection 15.04 “Member’s Meetings – Notice”.

PASSED by the Board of Directors of the Society on March 25 and April 22, 2020

Michael McLeod, President

Elaine Philip, Secretary

PASSED by a majority of the members of the Society on the 3rd day of September, 2020.

Michael McLeod, President

Elaine Philip, Secretary