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# **BY-LAW # 4**

December 1<sup>st</sup>, 2021

A by-law relating generally to the transaction of affairs of  
Across Boundaries: An Ethnoracial Mental Health Centre  
(Corporation)

# Table of Contents

PREAMBLE .....	4
<b>DEFINITIONS.....</b>	<b>4</b>
<b>SECTION 1: FORMALITIES.....</b>	<b>5</b>
1.1 NAME.....	5
1.2 HEAD OFFICE.....	5
1.3 OBJECTS .....	5
1.4 CORPORATE STATUS.....	5
1.5 BORROWING POWER.....	5
1.6 DISSOLUTION.....	5
1.7 ACCOUNTABILITY.....	5
<b>SECTION 2: MEMBERS.....</b>	<b>6</b>
2.1 MEMBERSHIP .....	6
2.2 DELAY IN ACQUIRING VOTING RIGHTS:.....	7
2.3 MEMBERSHIP FEES.....	7
2.4 RIGHTS AND DUTIES OF MEMBERS.....	7
2.5 TERMINATION OF MEMBERSHIP .....	8
2.6 MEETINGS OF THE MEMBERS.....	8
<b>SECTION 3: DIRECTORS .....</b>	<b>9</b>
3.1 MEMBERSHIP .....	9
3.2 ELECTION PROCESS.....	9
3.3 TERM .....	10
3.4 VACANCIES .....	10
3.5 RIGHTS AND DUTIES .....	10
3.6 POWERS .....	11
3.7 REMUNERATION .....	11
3.8 MEETINGS .....	11
3.9 VOTING PROCEDURES AT BOARD MEETINGS .....	12
4.0 MEETING RULES: Teleconferences and Virtual Meetings.....	12
<b>SECTION 4: OFFICERS .....</b>	<b>12</b>
4.1 OFFICERS.....	12
4.2 ELECTION OF OFFICERS .....	12
4.3 DUTIES OF CHAIR .....	13
4.4 DUTIES OF VICE-CHAIR.....	13
4.5 DUTIES OF SECRETARY.....	13

4.6 DUTIES OF TREASURER.....	13
4.7 DUTIES OF OTHER OFFICERS.....	13
<b>SECTION 5: COMMITTEES OF THE BOARD .....</b>	<b>14</b>
5.1 STANDING AND AD HOC COMMITTEES OF THE BOARD.....	14
5.2 AD HOC COMMITTEES .....	14
<b>SECTION 6: MISCELLANEOUS .....</b>	<b>15</b>
6.1 BOOK AND RECORDS.....	15
6.2 CHEQUES, ETC. ....	15
6.3 DEPOSIT OF SECURITIES FOR SAFEKEEPING .....	15
6.4 EXECUTION OF DOCUMENTS .....	16
6.5 INDEMNITIES TO DIRECTORS AND OTHERS.....	16
6.6 ERROR OR OMISSION IN GIVING NOTICE.....	17
6.7 SERVICE (DELIVERY OF NOTICE) .....	17
6.8 COMPUTATION OF TIME .....	17
6.9 FISCAL YEAR .....	17
6.10 AUDIT .....	17
6.11 AMENDMENTS TO THE BY-LAW .....	18
6.12 INTERPRETATION .....	18

# PREAMBLE

Across Boundaries: Ethnoracial Mental Health Centre Inc. shall provide equitable, empowered and holistic mental health services to people from racialized communities within anti-racism, anti-oppression, and resisting anti-Black racism frameworks. Its vision is to develop a system of care that provides dignified, inclusive and compassionate mental health and addiction services to racialized communities.

## DEFINITIONS

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

“**Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;

“**Board**” means the board of directors of the Corporation;

“**Chair of the Board**” means the Director elected as such, who shall also have the duties of the President under the *Act*;

“**Corporation**” means Across Boundaries: Ethnoracial Mental Health Centre;

“**Director**” means a member of the Board who has been duly elected or appointed to the Board of Directors;

“**Excluded Person**” means (i) any employee of the Corporation; (ii) any individual who has been within the preceding five (5) year period an employee of the Corporation; and (iii) any person who is a family member of an employee of the Corporation;

“**Executive Director**” means the person engaged by the Board to manage and administer the day-to-day affairs of the Corporation;

“**Head Office**” means the primary physical operating location for the Corporation;

“**Letters Patent**” means the letters patent of the Corporation dated XXXXX, and any supplementary letters patent of the Corporation;

“**Member**” means a member of the Corporation; and

“**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the shareholders or members entitled to vote at such meeting.

# **SECTION 1: FORMALITIES**

## **1.1 NAME**

- a) The name of the Corporation shall be Across Boundaries: An Ethnoracial Mental Health Centre.

## **1.2 HEAD OFFICE**

- a) The head office will be located in the City of Toronto, Ontario, Canada.

## **1.3 OBJECTS**

- a) To assist racialized/Black people living with serious mental health problems/illnesses overcome barriers they face in accessing services in Toronto.
- b) To provide a safe space for service users to talk about and heal from racial abuse and other forms of oppression.
- c) To serve as a resource for the development of appropriate mental health and addictions services for racialized communities.
- d) To participate in community education and research towards developing appropriate service delivery models for racialized people.

## **1.4 CORPORATE STATUS**

- a) The affairs of the Corporation shall be carried out without the purpose of gain, and any profits or other accretions for the Corporation shall be used in promoting its objects.

## **1.5 BORROWING POWER**

The borrowing power of the Corporation, pursuant to any By-Law passed and confirmed in accordance with the Not for Profit Corporations Act, shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

## **1.6 DISSOLUTION**

- a) Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which are organized and operated by people from racialized communities and which carry on their work in the interest of racialized communities solely in Ontario.

## **1.7 ACCOUNTABILITY**

- a) The Corporation shall be subject to the Charities Accounting Act.
- b) The Corporation shall observe the Human Rights Code in all aspects of its operations.

- c) The Corporation shall meet the requirements of the Accessibility of Ontarians with Disabilities Act (AODA).
- d) No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Not for Profit Corporations Act and the law applicable to charitable corporations are complied with.

## SECTION 2: MEMBERS

### 2.1 MEMBERSHIP

- a. Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.
- b. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.
- c. Membership is open to any individual, eighteen years of age and older, who supports the principles and framework of anti-racism, anti-oppression, resisting anti-Black racism and agrees with the preamble hereto and the objects of the organization. Corporations and other entities may not hold membership in the Corporation.
- b) Any individual described at paragraph (c) above, except employees of the Corporation or any other individual whom the Board determines, in its sole discretion, has previously committed any act(s) that was/were injurious to the Corporation or its Officers, may apply for acceptance as a voting member of the Corporation. Applicants may be admitted as members pursuant to the following procedure:
  - i. Every application shall be on a form authorized by the Board of Directors; and
  - ii. Every application shall be forwarded to the Membership and Nominating Committee for review and to make a recommendation to the Board in relation thereto.
  - iii. The Board of Directors shall receive a report on all membership applications and shall approve or deny same in a timely manner, no later than its next meeting. If a decision is made to deny an applicant membership rights, they will be provided with reasons for the denial in person or in writing by mail or email or other electronic means. Application requests for new members shall close at least 15 days prior to the scheduled Annual General Meeting.
  - iv. Membership is not transferable and lapses and ceases to exist upon the member's death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the corporation.
  - v. The chair of the Membership and Nominating Committee shall promptly inform all members of their admission to membership and the time of commencement of

their voting rights.

## **2.2 DELAY IN ACQUIRING VOTING RIGHTS:**

Any individual whose application for membership has been accepted becomes a voting member of the Corporation one month following the date of acceptance, and such person does not acquire any voting rights until one month following the date of acceptance, but may attend meetings of the memberships and participate in discussion from and after the date of acceptance. This one-month delay period may only be abridged by the Board upon compliance with each and all of the following:

- a) the review and acceptance of the application by the Directors' Membership and Nominating Committee; and,
- b) a report by the Directors' Membership and Nominating Committee to the Board that the application has been accepted; and
- c) unanimous support by the Directors' Membership and Nominating Committee that the time period should be abridged.

## **2.3 MEMBERSHIP FEES**

- a) There shall be no fee for membership in Across Boundaries.

## **2.4 RIGHTS AND DUTIES OF MEMBERS**

- a) Members shall support the Corporation and its objects articulated above. b) Members are expected to attend membership meetings, whether annual, general, or special.
- b) Members are expected to respond to correspondence from the Corporation where a response is requested.
- c) Members may attend Board meetings and may address the Board provided they give ten working days' notice of their intention to the Chair of the Board of Directors.
- d) Members, over the age of 18, in good standing may qualify to stand for election to the Board of Directors provided they meet the additional criteria for serving as a Director.
- e) Members may participate in Standing or Ad Hoc Committees and may propose the establishment of various committees to the Board of Directors.
- f) Any member may submit in writing to the Chair of the Board, at least 30 days prior to any membership meeting, item(s) he or she wishes to place on the agenda for consideration of the membership.
- g) Members are not answerable or responsible for any act, default, obligation, or liability of the Corporation, nor for any engagement, claim, payment, loss, injury, transaction, matter, or other things relating to or connected with the Corporation.

## **2.5 TERMINATION OF MEMBERSHIP**

- a) A member may resign her or his membership by notifying the Executive Director in writing.
- b) Membership may be revoked for failure to uphold the duties of members by a two thirds vote of the Board, but may not be revoked unless and until the member has been given an opportunity to address the Board.
- c) Upon 15 days' written notice to a Member, the Board may pass a resolution by simple majority authorizing the termination of membership for violating any provision of the articles or By-laws.
- d) The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing termination not less than 5 days before the end of the 15- day period.
- e) The Board shall consider the written submission of the Member before making a final decision regarding termination of membership.

## **2.6 MEETINGS OF THE MEMBERS**

### **a) Annual General Meeting**

The annual meetings of the membership shall be held once a year at such place and time as set by the Board of Directors. Among other items, the agenda of the

#### **Annual General Meeting shall include:**

- (i) election of the Board of Directors for the coming year;
- (ii) approval of an audited financial statement and receipt of same;
- (iii) receipt of an annual report from the Board of Directors;
- (iv) appointment of auditors for the next year; and
- (v) presentation of any proposed amendments to the By-laws for voting or any other special business as set out in the notice of meeting.

### **b) General Membership Meetings**

The Corporation shall hold as many membership meetings a year as the Board of Directors deems necessary.

### **c) Special General Membership Meetings**

The Board of Directors shall call a special general membership meeting within 21 days at the written request of 25% of the members, the purpose to be stated at the time of the request.



#### **d) Notice of Membership Meetings**

Written notice of the time and place of every membership meeting, whether general or special shall be sent to all members at least 15 days prior to the date of the meeting. The notice shall state the nature of the business of the meeting.

#### **e) Quorum**

A quorum for a membership meeting shall be 20 members or 20% of the eligible members, whichever is less.

#### **f) Voting Procedure**

- i. A simple majority of members present shall carry any vote, by a show of hands or any method selected to indicate the vote, as agreed upon by those in attendance at the membership meeting.
- ii. The vote for the election of the Board of Directors may be by secret ballot if 50% of members present so resolve.

## **SECTION 3: DIRECTORS**

### **3.1 MEMBERSHIP**

- a) Any person who is a member in good standing, or who will be enrolled as a member within 30 days of the AGM, may be a Director, with the exception of:
  - (i) A person who is not an individual.
  - (ii) A person who is under 18 years old.
  - (iii) A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
  - (iv) A person who has been found to be incapable by any court in Canada or elsewhere.
  - (v) A person who has the status of bankrupt.
- b) The Board of Directors shall consist of no fewer than five (5) Directors and no more than eleven (11) Directors, including the Officers of the Board and the Chairs of the Standing Committees. The balance of Directors shall be Members-at-Large.
- c) Attempts shall be made to recruit Directors who reflect the racial and other demographics of the client groups served by the Corporation. In particular, endeavours will be made to include consumer/survivors and family members as Directors.

### **3.2 ELECTION PROCESS**

- a) At each Annual General Meeting, Directors shall be elected by a simple majority of members in attendance, by a show of hands or any method selected to indicate the vote, unless half (1/2) of the members request a secret ballot.

### **3.3 TERM**

- a) The term of office of a Director (subject to the provisions, if any, of the articles) shall be for three years. The term shall span from the date of the meeting at which the Director is elected or appointed until the fourth Annual General Meeting following the election or appointment, or until such time as a successor is elected or appointed.
- b) The Directors of the Corporation shall be elected for not more than three consecutive terms of three years each. Furthermore, Directors shall be elected and retired in rotation. At each annual meeting of members, Directors shall be elected, by simple majority, to fill the positions of those Directors who have resigned or whose term of office has expired.
- c) The terms of Directors may be staggered, to the extent possible, so that no more than 40% expire at any given Annual General Meeting.
- d) At least one year shall elapse after the completion of three consecutive terms of service of three years each before a former Director becomes eligible to be elected to the Board of Directors.

### **3.4 VACANCIES**

- a) Directors may make appointments to fill vacancies on the Board for the remainder of a specific term, providing that a quorum of Directors remain in office.
- b) Appointed Directors shall serve for remainder of the term of the Director he or she replaces (to maintain staggered terms).
- c) Should there not be a quorum of Directors in office the remaining Directors shall forthwith call a meeting of the members to fill the vacancies.

### **3.5 RIGHTS AND DUTIES**

- a) The Board of Directors shall oversee the Corporation's business in all respects. In particular the Board of Directors shall approve all priorities and policies, and review programs of the Corporation.
- b) The Board of Directors may appoint such committees as it deems necessary to assist it in carrying out its tasks. Such committees will liaise with the Board of Directors and shall have as its Chair a Member of the Board.
- c) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary, including Executive Director, and such persons shall have authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- d) The Board of Directors shall set direction for staff through the Executive Director.
- e) All Directors shall adhere to the conflict of interest policy set out by the Corporation.

- f) Directors are expected to attend all meetings and participate in an informed manner.
- g) If a Director is absent, without cause, for three consecutive board meetings, the Board may investigate the situation and, with 15 days' notice, remove them from the Board by motion with two-thirds(2/3) majority of vote.
- h) A Director must resign prior to applying for employment with the Corporation. Furthermore, a Director is ineligible to be considered for employment with the Corporation unless one (1) year has elapsed since their resignation or retirement from the Board.
- i) A Director who is removed for cause from office shall be ineligible to serve as a Director, and shall be ineligible to be considered for employment with the Corporation, until three (3) years have elapsed since the date of termination.
- j) An employee whose employment with the Corporation is terminated for cause shall be ineligible to serve as a Director until three (3) years have elapsed since the date of termination.

### **3.6 POWERS**

- a) The Directors of the Corporation may administer the affairs of the Corporation in all things and take or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its chapter or otherwise authorized to exercise and do.
- b) Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warranties, options and other securities, lands, buildings, and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

### **3.7 REMUNERATION**

- a) The Directors shall serve as such without remuneration, and no Directors shall, directly or indirectly, profit from their positions as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

### **3.8 MEETINGS**

- a) The Board of Directors shall hold at least six regular meetings per year, the dates and places to be set by the Board.
- b) Special meetings of the Board of Directors may be called by the Chair, Vice-Chair or by the Secretary on the written request of any two (2) Directors. Notice will be given to Directors five (5) working days in advance by e-mail or telephone.

### **3.9 VOTING PROCEDURES AT BOARD MEETINGS**

- a) The Board shall transact business only when a quorum is present. A quorum is a majority of the members of the Board.
- b) The Board of Directors will make its best efforts to arrive at decisions by consensus, which means that all members believe that they have been heard in arriving at any decision and all are prepared to support the decision.
- c) In the event that consensus is not achieved on a particular decision, a simple majority of votes of those present shall pass any motion before the Directors. In case of an equal number of votes, the Chair, in addition to her/his original vote, shall have a second vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact of the number or proportion of the votes recorded in favour of or against such resolution.
- d) Voting shall be by a show of hands or any method selected to indicate the vote, or if a Director asks for a secret ballot, then by ballot.
- e) The Board of Directors shall carry on business by resolution and declare if it is carried or defeated.

### **4.0 MEETING RULES: Teleconferences and Virtual Meetings.**

Any Director or committee member may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the *Act* and this By-law, to be present at the meeting.

## **SECTION 4: OFFICERS**

### **4.1 OFFICERS**

- a) The Officers of the Corporation shall be the Chair, Vice-Chair, Secretary and Treasurer. Except for the Chair, one person may hold two or more offices.

### **4.2 ELECTION OF OFFICERS**

- a) The Officers shall be elected by the Board from amongst themselves at a meeting to be held within 30 days following the Annual General Meeting.
- b) The Officers will hold office for one year.
- c) The Board of Directors may remove an Officer with a two-thirds vote.

#### **4.3 DUTIES OF CHAIR**

- a) The Chair shall provide leadership to the Board of Directors, ensure the integrity of the Board's process, coordinates the Board's activities and represents the Board to external parties. The Chair shall also be an ex-officio member of all Standing Committees and shall maintain a close working relationship with the Executive Director. The Chair shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The Chair, with the Secretary or other officer appointed by the Board for the purpose, shall sign all By-laws. They will carry out such other duties as prescribed by the Board of Directors from time to time.

#### **4.4 DUTIES OF VICE-CHAIR**

- a) During the absence or inability of the Chair, the Vice-Chair shall perform the duties of the Chair.

#### **4.5 DUTIES OF SECRETARY**

- a) The Secretary shall support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws, with particular emphasis on fiduciary responsibilities of the Board of Directors. They shall attend all meetings of the Board of Directors and they or their designate shall see to it that minutes of all proceedings, including resolutions, are recorded in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

#### **4.6 DUTIES OF TREASURER**

- a) The Treasurer shall have custody of the Corporation's funds, ensure that full and accurate accounts of receipts and disbursements of the Corporation are kept in proper books of account and shall see to it that all monies or other valuable effects in the name and to the credit of the Corporation are deposited in such banks as may from time to time be designated by the Board of Directors. They shall oversee to it that the funds of the Corporation under the direction of the Board of Directors, are disbursed properly and shall render to the Chair and to the Board of Directors at the regular meetings thereof or whenever required of them, an account of all her/his transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall be the Chair of the Finance Committee.

#### **4.7 DUTIES OF OTHER OFFICERS**

- a) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

# **SECTION 5: COMMITTEES OF THE BOARD**

## **5.1 STANDING AND AD HOC COMMITTEES OF THE BOARD**

- a) Directors shall volunteer for one of the five (5) Standing Committees. These Members shall elect a Chair from amongst them.
- b) The Executive Director shall be non-voting member of all Standing Committees.
- c) Members of Across Boundaries and/or community members may be invited to join some Standing and Ad Hoc Committees based on their qualifications and experience as well as their belief in Across Boundaries' anti-racism, anti-oppression, resisting anti-Black racism frameworks.
- d) There will be five Standing Committees of the Board: Quality Assurance; Membership and Nominating; Finance; Privacy and Executive. The Chairs of each committee will be members of the Board.

### **I. Quality Assurance Committee**

The Committee shall be responsible for short and long term planning, ongoing evaluation of programs, and accreditation of the Corporation

### **II. Nominating Committee**

- i. The Committee shall select prospective Directors and present a slate to the Board of Directors for approval and later presentation at the Annual General Meeting; and,
- ii. No nominations will be accepted from the floor at the Annual General Meeting.

### **III. Finance Committee**

- i. The Committee shall be responsible for overseeing the preparation of a budget for presentation to the Board of Directors, making recommendations to the Board on all financial matters affecting the Corporation, and will present an audited financial statement at the Annual General Meeting.

### **IV. Executive Committee**

- i. The committee shall be made up of the Chair, Vice-Chair, Secretary and Treasurer. The committee shall be responsible for transacting business of an emergency nature between meetings of the Board of Directors as well as providing direction to and conducting performance reviews of the Executive Director. All action shall be reported at the next regular meeting of the Board of Directors. Three members shall comprise a quorum.

## **5.2 AD HOC COMMITTEES**

- a) The Board may appoint special committees from time to time as are needed to carry out the objectives of the Corporation or to advise the Board. The Board shall prescribe the term and duties of such committees.

# **SECTION 6: MISCELLANEOUS**

## **6.1 BOOK AND RECORDS**

### **I. Legal Requirements**

- i. The Corporation must keep at its head office, minutes of all meetings of members and of Directors; a copy of the letters patent and any supplementary letters patent, all By-laws and special resolution, the registry of directions, proper books of account and financing.

### **II. Minutes**

- i. The minutes of each meeting of the Board, shall be approved or accepted at the next Board meeting.
- ii. The minutes of the Standing and Ad-Hoc Committee shall be approved at the next meeting of the respective Committee.
- iii. The Chair of the Board/Committee shall sign minutes that are approved.
- iv. In-camera minutes shall be maintained in a secure manner.

### **III. Proper Books of Account**

- i. The Corporation shall keep proper books of account including when, where and how money was spent or received; all sales and purchases by the Corporation; all assets and liabilities of the Corporation; all other transactions affecting the financial position of the Corporation.

## **6.2 CHEQUES, ETC.**

- a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through other bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and verification slips.

## **6.3 DEPOSIT OF SECURITIES FOR SAFEKEEPING**

- a) The securities of the Corporation shall be deposited for safekeeping with one or more

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

#### **6.4 EXECUTION OF DOCUMENTS**

- a) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Chair or Vice-Chair and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Vice-Chair, and Treasurer or by any person authorized by the board.
- c) The Chair, Vice-Chair, Secretary or Treasurer, the directors, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation, transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purpose, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

#### **6.5 INDEMNITIES TO DIRECTORS AND OTHERS**

- a) Every Director and Officer of the Corporation and her/his heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by the Corporation from and against:
  - i) any liability and all costs, charges and expenses that he/she sustains or incurs in respect of any action, suit, or proceeding that is proposed or commenced against them in respect of anything done or permitted by them in respect of the execution of the duties of her/his office;
  - ii) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation.
- b) No Director or Officer of the Corporation shall be indemnified by the Corporation in respect to any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in



breach of any duty or responsibility imposed on them under the Corporations Act, the Not for Profit Corporations Act, or under any other statute unless, in an action brought against her/his capacity as Director or Officer, they have achieved complete or substantial success as a defendant.

- c) The Corporation shall purchase and maintain insurance for the benefit of a Director or Officer thereof, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of a contravention of any of the applicable sections of the Not for Profit Corporations Act and any other Act applicable to the affairs of the Corporation.

## **6.6 ERROR OR OMISSION IN GIVING NOTICE**

No accidental error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken at the meeting

## **6.7 SERVICE (DELIVERY OF NOTICE)**

For the purpose of notice to any member, director or to the auditor for any meeting or otherwise, the latest address of any member, director or officer recorded on the books of the Corporation shall be relied upon for personal delivery, prepaid mail, facsimile, email or other electronic means (including telephone); notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

## **6.8 COMPUTATION OF TIME**

- a) Where a given number of days' notice or notice extending over any period is required to be given, 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.
- b) Any reference in the by-laws to "days" shall be construed as calendar days unless business days are specified. Time limits for the completion of an act will extend to the following business day where the last day of the specified time period falls on a day that the Corporation is not open.

## **6.9 FISCAL YEAR**

- a) The fiscal year of the Corporation shall be from April 1<sup>st</sup> to March 31<sup>st</sup>.

## **6.10 AUDIT**

- a) Qualified auditors shall be appointed at the Annual General Meeting to prepare a report to be presented at the next Annual General Meeting.
- a) Unless an exemption applies and the members approve the exemption, the Corporation shall at its annual meeting appoint an auditor who shall not be a Director or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the Public Accountancy Act (Ontario), to hold office until the next annual meeting of the Corporation.

- b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

**6.11 AMENDMENTS TO THE BY-LAW**

- a) The Members may from time to time amend this by-law by a majority of the votes cast. The Board may, from time to time and in accordance with the Act, amend this by-law. Any By-Law amendment that is not confirmed by the general membership ceases to have effect.
- b) A By-Law amendment may be proposed by a voting member provided that it is first presented to the Board of Directors for consideration at least 30 days prior to the meeting of membership.
- c) Notice of proposed amendments and amendments by Directors that require confirmation must be sent to each voting member at least 15 days prior to a meeting of the membership.

**6.12 INTERPRETATION**

- a) In this By-Law and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa.

.....  
Chair Person

.....  
Secretary

Signed on: .....

Signed on: .....