

VOLUNTEER MISSISSAUGA BRAMPTON CALEDON

BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of Volunteer Mississauga Brampton Caledon.

Amendment to by-law adopted at Volunteer MBC - AGM 10-April, 2014

1.0 INTERPRETATION

- 1.1 In this by-law and all other by-laws and resolutions of Volunteer Mississauga Brampton and Caledon, unless there is something in the subject matter or context inconsistent therewith, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.
- 1.2 The following words and terms have the respective meanings given them as follows:
- a) “Board” means the Board of Directors of the Corporation;
 - b) “Chair” means the President or in his/her absence, a Vice-President of the Corporation;
 - c) “Corporations Act” means Volunteer Mississauga Brampton and Caledon and any successor incorporated corporation within the meaning of The Corporations Act as defined herein;
 - d) “Corporations Act” means the Corporations Act (Ontario), and any statute amending or enacted in substitution thereof from time to time;
 - e) “Director” means a Member of the Board;
 - f) “Documents” include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
 - g) “Executive Officers” means the persons who hold the offices enumerated in Section 6.0;
 - h) “Member” means a person who has been admitted to Membership in the Corporation by resolution of the Board of Directors passed pursuant to Section 124 of the Corporations Act;

- i) “ Past President” means the person whose term of office as President has most recently expired and is willing to serve as such;
- j) “Person” means an individual, partnership, corporation, firm, trust, unincorporated association, joint venture, syndicate or other entity or Government Entity;
- k) “President” means the president of the Corporation;
- l) “Secretary” means the secretary of the Corporation;
- m) “Treasurer” means the treasurer of the corporation;
- n) “Vice- President” means a vice-president of the Corporation;

1.3 All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

2.0 HEAD OFFICE

2.1 The head office of the Corporation shall be in the Region of Peel, Province of Ontario at such a place therein as the Directors may from time to time determine.

3.0 BOARD

3.1 **Board-** The affairs of the Corporation shall be managed by a board consisting of 9 directors. (This will be by way of special resolution).

3.2 **First Directors-** The applicants for incorporation shall become first directors of the Corporation whose term of office on the Board shall continue until their successors are appointed. At the first annual meeting of Members, the Board of Directors then appointed shall replace the first directors named in the Letters Patent of the Corporation.

3.3 **Election and Term-** At each annual meeting Directors shall be elected to fill vacancies. Directors will be elected for a 2 year term, for a maximum of 3 terms (or 6 years). There will be flexibility to extend the maximum length a director can serve, providing that the director notifies the Board that they wish to stay on beyond the 6 years term and providing that the Board as a whole believes that it would be in the best interest of the organization to serve one further term and that this Director can serve a total of 4 terms or 8 years.

3.4 **Qualification-** Each Director shall:

- a) Be at the date of, or become within 10 days after, his election, and thereafter remain throughout his term, a member of the Corporation;
- b) Be at least 18 years of age;
- c) not be an employee of the Corporation or have been an employee of the corporation for the immediately preceding 2 years or a spouse, parent, child or sibling of such an employee of the Corporation; and
- d) not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a Member of the Corporation, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director and the vacancy so created may be filled in the manner prescribed by Section 3.5.

3.5 **Vacancies-** So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the remaining Directors still in office. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies of the Board.

3.6 **Removal of Directors-** The Members entitled to vote may, by resolution passed at a special general meeting of Members of which notice specifying the intention to pass the resolution has been given by at least two-thirds of the votes cast by the Members present at the meeting, that a Director be removed from office prior to the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

3.7 **Resignation-** A Director may resign his directorship by submitting a letter of resignation to the President of the Corporation.

3.8 **Quorum-** A quorum for the transaction of business at meetings of the Board shall be 50% of the Board plus one.

3.9 **Place of Meetings-** Meetings of the Board may be held at any place within the Region of Peel as designated in the notice of calling the meeting.

3.10 **Notice-** Subject to the provisions of Section 3.11, notice of Board of Director' meetings shall be given each Director not less than 2 days before the meeting is to take place. The statement of the Secretary or Chair that notice has been given pursuant to this By-law shall

be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. A Director's meeting may be held, without notice, immediately following the annual meeting of the Corporation.

- 3.11 **Regular Meetings-** The Board shall hold at least 4 meetings per year, with no 90 day period lapsing without such a meeting being held.
- 3.12 **Special Meetings-** Special meetings of the Board may be called at any time by the Chair upon at least one week's written notice to be held at any place within the Region of Peel, as designated in the notice calling the meeting and shall be called by the Chair within 2 weeks of the receipt of a request in writing of a majority of the Directors.
- 3.13 **Voting rights-** Each Director present at the meeting shall be entitled to one vote. In the case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. There shall be no proxy voting.
- 3.14 **Voting Procedures-** A majority of the Directors present shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a poll (secret ballot) is demanded, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favor or against such motion.
- 3.15 **Meetings by Electronic Conference-** If all persons who are members of the Board consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- 3.16 **Written Resolutions-** Subject to the Corporations Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors called, constituted and held for that purpose.
- 3.17 **Remuneration of Directors-** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Corporation, provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

- 3.18 **Conflict of Interest-** A Director who in any way is directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Corporations Act. Except as provided by the Corporations Act, no such Director shall vote on any resolution to approve any such contract.
- 3.19 **Responsibility for Acts-** The Directors for the time being of the Corporation 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 Corporation, except such as shall have been submitted to and authorized or approved by the Board.
- 3.20 **Others Present**
- a) The Executive Director, and such others as the Board may from time to time by resolution determine shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat; and
 - b) Notwithstanding the foregoing, the Board shall be entitled to require the Executive Director to remove himself from any meeting or portion thereof at which the Executive Director's performance or salary is to be discussed.

4.0 INDEMNITIES TO DIRECTORS AND OFFICERS

- 4.1 Subject to compliance with s. 133(2.2) of the Corporations Act, every Director or Officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) All costs, charges and expenses whatsoever which the Directors or Officer sustains or incurs in or about any actions, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
 - b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

5.0 PROTECTION OF DIRECTORS AND OFFICERS

5.1 No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, 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 his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

5.2 **Insurance-** Subject to compliance with s. 283(6) of the Corporations Act, when authorized by resolution of Board of Directors, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by such person in his or her capacity as a director or officer of the Corporation, except where the liability related to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

6.0 OFFICERS

6.1 6.1A The Board shall elect a President and a Secretary and may elect a Treasurer and Vice-President each of whom shall hold office for a term of 1 year. One person may hold more than one office except the offices of President and Vice-President. An Elected Officer is eligible for election for 3 consecutive terms (a maximum of 3 years) and is thereafter not eligible for re-election to that same executive position.

6.1B Ex-officio Officers- The Executive Director and Past Presidents shall be ex-officio officers.

6.2 **Executive Officers-** The Executive Officers shall be the President, Secretary, Past President, Executive Director and when appointed a Vice-President and Treasurer.

- 6.3 **Qualification-** The President and Vice President, if any, shall be elected by the Board from amongst their number at the first meeting of the Board after the annual election of the Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the corporation need not be members of the Board.
- 6.4 **President-** The President shall, when present, preside at all meetings of the Board of Directors and Members. The President shall exercise general supervision over the affairs and operations of the Corporation in compliance with policies established by the Board of Directors. The President with the Secretary or other officers appointed by the Board of Directors for the purpose shall sign all bylaws and membership certificates and have the other powers and duties from time to time prescribed by the Board of Directors.
- 6.5 **Vice-President-** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.
- 6.6 **Secretary-** The Secretary shall be clerk of the Board and shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose. The secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be custodian of the corporate seal of the Corporation, if any, and of all books, records, papers, correspondence and documents belonging to the Corporation and shall perform other duties from time to time prescribed by the Board or incidental to his office.
- 6.7 **Treasurer-** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers thereof and shall render to the Board, whenever required of him an account of all his transactions as Treasurer and of the financial positions of the Corporation. He shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and

perform the other duties from time to time prescribed by the Board or incidental to his office.

6.8 **Past President-** The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him by the President.

6.9 **Executive Director-** The Board may appoint an Executive Director who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given from time to time.

a) The Executive Director shall be the Chief operating officer of the Corporation and shall be responsible to the Board for the direction and management of the affairs of the Corporation;

b) The Executive Director shall conduct the correspondence of the Corporation and shall issue or cause to be issued notices of all meetings of the Corporation and the board when directed to do so. The Executive Director shall employ and discharge persons to fill authorised staff positions and shall assign their duties. All staff Members shall be under the direction of and be responsible to the Executive Director.

c) Normal business decisions and the execution of documents concerning the day- to-day operation of the business of the Corporation, not involving a change in the policies of the Corporation, nor a substantial change in the financial status of the Corporation, may be made by the Executive Director alone.

6.10 **Other Officers-** The Board may appoint other officers including, without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any officer or agent of the Corporation appointed by the Board as the terms of their agreement calls for or the Board prescribes.

- 6.11 **Removal of officers-** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.
- 6.12 **Vacancies-** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:
- a) That officer`s resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in this resignation, whichever is later;
 - b) The appointment of a successor;
 - c) that officer ceasing to be a Director if such is a necessary qualification of appointment;
 - d) the meeting at which the Directors annually appoint the officers of the Corporation;
 - e) that officer`s removal; or
 - f) that officer`s death.

If the officer or any officer of the Corporation shall be or become vacant the Directors by resolution may appoint a person to fill such a vacancy.

7.0 MEMBERSHIP

- 7.1 Membership in the Corporation shall consist of the applicants for incorporation and such Persons who support the purpose and objectives of the Corporation and are admitted as Members by the Board.
- 7.2 **Qualifications;** Any individual who submits an application for Membership must be 18 years of age and older.
- 7.3 **Applications-** Unless otherwise determined by the Board, applicants for Membership shall be admitted as Members upon payment of the prescribed fee if applicable.

- 7.4 **Ex Officio Members-** All persons who become Directors of the Corporation, unless such person is already a Member, shall upon becoming a Director be automatically admitted as a Member ex officio of the Corporation. Unless such person ceasing to be a Director, such person shall automatically cease to be a Member, provided that such person shall not be prohibited from applying for Membership in the Corporation in accordance with section 7.3
- 7.5 **Voting-** All Members shall be entitled to one vote at all meetings of Members, except that any new Member who becomes a new Member within 30 days preceding the annual meeting shall not be entitled to vote at such meeting.
- 7.6 **Term of Membership-** Upon being admitted as a Member, a Person's membership in the Corporation shall continue until the end of the Membership year or until it is revoked or terminated pursuant to section 7.8 or 7.9.
- 7.7 **Membership Non-Transferable-** A Membership in the Corporation is not transferable.
- 7.8 **Revocation of Membership-** Membership can be terminated by Board vote for cause in accordance with the Board's Membership Cancellation Policy in effect for such purpose from time to time.
- 7.9 **Termination of Membership-** A Membership in the Corporation automatically terminates upon the happening of any of the following events:
- a) If the Member, in writing resigns as a Member of the Corporation;
 - b) If the Member dies; or
 - c) If the Member is expelled from the Corporation in pursuant to Section 7.8
- 7.10 **Membership Dues-** Membership dues shall be such as are established from time to time by the Board. Amounts paid in a Membership year are applicable to that Membership year only.

- 7.11 **Membership Year-** Unless otherwise determined by the Board, a Membership year shall end on the 31st day of December each year.
- 7.12 **Liability of Members-** Members shall not, as such, be held answerable or responsible for any act, or default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.
- 7.13 **Annual Meeting-** The annual meeting of the Members shall be held each year within the Region of Peel at a time, place and date no later than 6 months after the completion of the fiscal year end (coincides with calendar year) as determined by the Board for the purpose of:
- a) Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at such annual meeting;
 - b) Election of such directors as are to be elected at such annual meeting;
 - c) Appointing the auditor and fixing or authorising the Board to fix his remuneration; and
 - d) The transaction of any other business properly brought before the meeting.
- 7.14 **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 also be called by the Members as provided by the Corporations Act.
- 7.15 **Special General Meeting-** The Board may at any time call a special general meeting of Members for the transaction of special matters, the special nature of which is specified on the notice calling the meeting. The Board shall call a special general meeting within 2 weeks of receiving a written request of 30% of the Members to hold such meeting.
- 7.16 **Notice of Meetings-** Notice of the time, place and date of meetings of Members and the general nature of business to be transacted shall be given at least 10 days before the date of

the meeting to each Member (and in the case of the annual meeting to the auditor of the Corporation)

- 7.17 **Quorum-** A quorum for the transaction of business at any meeting of Members shall consist of at least 10 Members eligible to vote either present in person or represented or represented by proxy, or in the event that there are fewer than 10 Members eligible to vote, quorum shall be two thirds of the Members of the Corporation who are eligible to vote either present in person or represented by proxy. No business shall be transacted in the absence of a quorum except to take measure to obtain a quorum, to fix the time to which to adjourn or to take a recess.
- 7.18 **Voting by Members-** Unless otherwise required by the provisions of the Corporations Act or the bylaw of the Corporation, all questions proposed for the consideration at a meeting of Members shall be determined by a majority of the votes cast by the Members present in person or represented by proxy.
- 7.19 **Proxies-** Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a person who need not be a Member as his nominee, to attend and act at the meeting in a manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his attorney authorized in writing, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribed or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.
- 7.20 **Show of Hands-** At all meetings every question shall be decided by a show of hands unless otherwise required by a bylaw of the Corporation or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is

conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.21 **Chair-** In the absence of the President or Vice- President, the Members entitled to vote present at any meeting of Members shall choose another director as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair of the meeting, the Members present shall choose one of their number to be Chair of the meeting.

7.22 **Polls-** If at any meeting a poll is requested on the election of a Chair of the meeting or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on another question, it shall be taken in the manner and either at once or later at the meeting or after adjournments as the Chair of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to taking of the poll.

7.23 **Adjournment-** Any meeting of Members 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.

8.0 COMMITTEES

8.01 **Standing Committee-** The Board shall establish standing committees as required.

8.2 **Combined and Inactive Committees-** From time to time by resolution, the Board may combine the work of two or more standing Committees under such name as the Board shall select, and may permit any Standing Committee to be inactive.

8.3 **Special Committees-** Special Committees may be constituted by the Board to carry out designated tasks and such Committees will be disbanded once their designated task is completed. Membership and terms of reference shall be designated by the Board.

8.4 Except as otherwise provided by the Board, all committees are subject to the following:

- a) The Chair and Members shall be appointed by the Board among the Members of the Corporation who are qualified to hold office for a term of 1 year and may be

reappointed for one or more additional terms of 1 year, provided that not less than one Member on each committee shall also be a Member of the Board;

- b) The Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its term of reference, and as requested by the Board;
- c) The Committee shall be responsible to, and report after each meeting to, the Board. No decision or resolution of a Committee shall be binding on the Corporation until it is adopted by the Board;
- d) The Board shall have the power to adopt, from time to time, terms of reference for each Committee which shall be set forth in the policies of the Corporation. Subject to any rules established by the Board, each Committee may establish its own rules of procedure.

9.0 RULES OF PROCEDURE

- 9.1 Procedure not otherwise included in the bylaws shall be governed in accordance with Robert's Rules of Order as amended from time to time.

10.0 BOOKS AND RECORDS

- 10.1 The Board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute are regularly and properly kept.

11.0 EXECUTION OF DOCUMENTS

- 11.1 Documents requiring execution by the Corporation shall be signed by the President and one other Executive Officer of the Corporation other than the Executive Director and the Past President, and all documents so signed are binding upon the Corporation 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 Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation if any, shall, when required, be affixed to documents executed in accordance with the foregoing. Documents

and correspondence arising in the day-to-day operation of the Corporation may be signed by the Executive Director.

12.0 BANKING ARRANGEMENTS

12.1 Banking Resolution- The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker to have the authority set out in the resolution, including, otherwise restricted, the power to:

- a) Operate the Corporation's account with the banker;
- 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;
- c) Issue receipts for and orders relating to any property of the Corporation;
- 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 bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

12.2 Deposit of Securities- 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. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation 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 and such authority must be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so with drawn from deposits or the proceeds thereof.

13.0 BORROWING BY THE CORPORATION

13.1 **Borrowing Power-** Subject to the limitations set out in the bylaws or in the Letters Patent of the Corporation, the Board may:

- a) Borrow money on the credit of the Corporation;
- b) Issue, sell or pledge securities of the Corporation; or
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation; provided that, except where the corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

13.2 **Borrowing Resolution-** From time to time, the Board may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, 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 Corporation.

14.0 NOTICE

14.1 **Computation of Time-** In computing the date when notice must be given under any provision of the bylaws requiring a specified number of days' notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.

14.2 **Omissions and Errors-** The accidental omission to give notice of any meeting of the Board or Members or the non- receipt of any notice by any Director or Member or by the auditor of the Corporation 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 auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

14.3 **Method of Giving Notice-** Except as otherwise specifically provided in this bylaw, whenever under the provisions of the bylaw of the Corporation notice is required to be given, such notice may be given personally, by telephone, by facsimile, by email, by other electronic method or by depositing same in a post office or a public letter box in a postage paid, sealed wrapper addressed to the Director, officer or Member at his/her address as the same appears on the books of the Corporation. Any notice or other documents so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid.

15.0 AUDITOR

15.1 **Appointment and Remuneration-** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

16.0 FINANCIAL YEAR

16.1 The financial year of the Corporation shall terminate on December 31st in each year or such other date as the Board may from time to time by resolution determine.

17.0 PASING AND AMENDMENTS TO BYLAWS

17.1 The Board may pass or amend the bylaws of the Corporation from time to time.

17.2 Where it is intended to pass or amend bylaws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Member of the Board at his address on the records of the Corporation by ordinary mail not less than ten(10) days before the meeting. Where the notice of intention required above is not provided, any proposed bylaws or

amendments to bylaws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which no notice of intention need be given.

17.3 A bylaw or amendment to a bylaw passed by the Board has full force and effect:

- a) From the time the motion was passed; or
- b) From such future time as may be specified in the motion,

subject to subsection 17.5 below.

17.4 A bylaw or amendment to a bylaw passed by the Board shall be presented for confirmation at the next Annual General Meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual or special general meeting shall refer to the bylaw or amendment to be presented.

17.5 The Members at the annual or at a special general meeting may confirm the bylaw or amended bylaw as presented, or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it takes effect as amended.

17.6 In any case of rejection, amendment, or refusal to approve a bylaw or part of a bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.

18.0 REGISTERED CANADIAN CHARITABLE ORGANIZATION

18.1 In the event of dissolution or winding up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Ontario, and preferably within the Region of Peel. It is intended that this Corporation will be registered as a Canadian Charitable Organization with Revenue Canada-Taxation.

19.0 EFFECTIVE DATE

19.1 This bylaw shall come into force without further formality upon its enactment.

ENACTED:

President

Secretary