

# CALEDON COMMUNITY SERVICES

A by-law relating generally to the transaction of the business and affairs of

## CALEDON COMMUNITY SERVICES

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the CALEDON COMMUNITY SERVICES as follows:

### ARTICLE 1.00 - INTERPRETATION

#### 1.01 Effective Date

This by-law shall be effective from the 24th day of June, 2008.

#### 1.02 Definitions

In this by-law and all other by-laws and resolutions of Caledon Community Services, unless the context otherwise requires:

"Act" means the Corporations Act. R.S.O.1990, c.C.38, as amended or replaced from time to time;

"Board" means the Board of Directors of the Corporation;

"Corporation" means Caledon Community Services;

~~%~~Director+ means Member of the Board, and, Member of the Board of Directors;

"Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of shares, property real or personal, shares, bonds, debentures or other securities and all paper writings;

"Leadership Members" means those persons who are admitted as Members in accordance with Article 7.0, and "Leadership Member" shall have a corresponding meaning;

"Honorary Life Members" means those persons who are admitted as Members in accordance with Article 7.0, and ~~%~~Honorary Life member+ shall have a corresponding meaning;

~~%~~General Members+ means those persons who are admitted as Members in accordance with Article 7.0, and ~~%~~General member+ shall have a corresponding meaning;

"Letters Patent" means the Letters Patent of the Corporation, as same may be amended from time to time by the issuance of Supplementary Letters Patent;

"Members" means all Leadership Members, Honorary Life Members and General Members;

~~%~~ Ex Officio means Director by virtue of office, without voting rights; and

~~%~~ Leave of Absence means up to a 12-month period away from the Board and all duties, rights and responsibilities of a Director, while the Director's tenure on the Board remains unchanged. However, the Director will be ineligible to vote on all Board matters during his/her absence. (Revised 06/17/14)

1.03 Terms

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

1.04 Interpretation

In this by-law, and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the neuter and feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

**ARTICLE 2.00 – HEAD OFFICE**

2.01 Head Office

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

**ARTICLE 3.00 - SEAL**

3.01 Seal

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

**ARTICLE 4.00 - BOARD OF DIRECTORS**

4.01 Board

The Board shall manage the affairs of the Corporation.

(a) Complement of the Board of Directors

The Board shall consist of no less than nine (9) members and no more than seventeen (17) members.

(b) Number of Meetings

The Board shall hold at least 10 meetings in each fiscal year, with no 100 - day period lapsing without such a meeting being held.

(c) Conflict of Interest

Every Director is in a fiduciary relationship with Caledon Community Services and is under an obligation to act in good faith towards Caledon Community Services in his/her dealings with it or on its behalf. No Director shall place himself/herself in a position where there is a conflict between his/her duties as Director and his/her other interests.

Every Director who is any way directly or indirectly interested in an existing or proposed contract, transaction, or arrangement with Caledon Community Services or otherwise has a conflict of interest shall declare his/her interest fully at a meeting of the Directors in the manner required by the Corporations Act and shall refrain from discussion and voting in respect of the matter on which he/she has declared a conflict. Every disclosure of conflict of interest shall be recorded in the minutes of the meeting.

(d) Confidentiality

Board members have a duty to protect the confidentiality of any information received by the Board and to ensure that all such confidential information will only be used as authorized.

4.02 Qualifications

Directors shall:

- (a) be at least 18 years of age;
- (b) not be an undischarged bankrupt nor a mentally incompetent person, and

If a Director ceases to have qualifications referred to above at any time, he/she shall thereupon cease to be a Director, and the vacancy so created may be filled in the manner prescribed by Section 4.03.

4.03 Vacancies on the Board

Vacancies of the Board shall be filled based on the recommendation of the Governance and Nominating Committee and a majority vote of the Board, in a manner that ensures compliance to Section 4.01 & 4.02. The Board will fill vacancies as and when required. All Directors selected by the Board will need the majority approval of Members at the next Annual General Meeting in accordance with Article 5, in order to continue their term.

#### 4.04 Quorum and Meetings

- (a) A majority of the Board shall be necessary to form a quorum for the transaction of business.
- (b) Except as otherwise required by law, the Board may hold its meeting at such a place or places as it may from time to time determine.
- (c) No formal notice of any such meeting shall be necessary if all Directors are present, or those absent have signified their consents to the meeting being held in their absence.
- (d) Directors meetings may be formally called by the Chair or a Vice-Chair or by the Secretary on direction of the Chair or a Vice-Chair, or by the Secretary on direction in writing of two Directors. Notice of such a meeting shall be delivered, telephoned, emailed, or faxed to each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than seven 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.
- (e) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and if such is a regular meeting no notice needs to be sent.
- (f) A Directors' meeting may also be held, without notice, immediately following The annual meeting of the Corporation for the purposes of organizing the election and appointment of officers, Committee formulation, and the transaction of any other business.
- (g) The Directors may consider or transact any business either special or general at any meeting of the Board.
- (h) With the unanimous consent of all of the Directors present at or participating in the meeting, a Director may participate in a meeting of the Board or in a meeting of a committee of Directors by means of a telephone, electronic or other communications facilities that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed for the purposes of the Act and this by-law to be present at that meeting.
- (i) Emergency meeting: An emergency meeting of the Board may be called on the direction of any two of the Chair, Vice-Chair, Secretary and Treasurer if in their joint written decision to call such meeting a reason to call an emergency meeting is identified and the following conditions are met.

- i) The quorum at such emergency meeting will be a majority of the Board.
- ii) Notice of an Emergency meeting must be delivered and acknowledged by at least two-thirds of the entire Board.
- iii) All members of the Board not present at the emergency meeting shall be notified within seven days of the ratification and the business transacted at such meeting.

#### 4.05 Errors and Notice

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 4.06 Voting

- a) Questions arising at any meeting of Directors shall be decided by a majority of votes.
- b) In the case of an equality of votes, the Chair of the meeting, in addition to his/her original vote shall not have a second or casting vote. Any tied vote is considered as not having been carried.
- c) All votes at such a meeting shall be taken by ballot as so demanded by any Director present, and if no demand is made the vote shall be taken in the usual way by assent or dissent. 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 without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- d) In the absence of the Chair, his/her duties may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for this purpose.

#### 4.07 Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Corporations Act, or by any other statute or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the following powers in particular:

- (a) The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as

hereinafter provided, generally may exercise all such other powers and carry out all such other acts and things as the Corporation is by its charter 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:
- i) Purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable 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;
  - ii) Appoint and define the duties and remuneration of such agents or employees of the Corporation as the Board thinks necessary to further the objects of the Corporation;
  - iii) Constitute such Committees of the Corporation as the Board, from time to time, considers necessary to assist in carrying out the objects of the Corporation, and to appoint the Chair and members of such Committees; and

(c) Through the Board Chair, the Board shall supervise the Chief Executive Officer.

#### 4.08 Removal of Directors

A Director may be removed if:

- (a) he/she misses three consecutive meetings of the Board within a 12-month period, unless granted a leave of absence by the Board Chair, each such 12-month period commencing the date of the first Board meeting following the Annual General Meeting; or
- (b) the Director conducts him/herself in a manner that is deemed injurious to Caledon Community Services, or in contravention of Caledon Community Services principles and values, and CCS Board's Code of Conduct in Section GP10 (Board Member's Role and Code of Conduct Policy) of the Board Governance Manual. (Revised 06/17/14)

The Chair of the Corporation shall schedule a meeting with such Director to discuss such Director's conduct. If such Director refuses to schedule or attend such meeting, the Chair shall advise the Board at the first meeting of the Board following the date of such scheduled meeting or the date that such Director refuses to schedule a meeting with the Chair. The Chair shall recommend to the Board whether or not the Director in question should be removed from the Board. The Director in question shall be entitled to make representation to the Board to explain the reasons for his/her conduct. Upon hearing the recommendation of the Chair,

the Board shall determine whether or not to remove such a Director from the Board. The Director in question shall not be entitled to vote on the question. A Director may resign his/her position by delivering written notice to the Chair of the Corporation and which will be effective upon receipt.

A Director shall automatically cease to hold office if:

- i) a resolution calling for removal of the Director is passed by a two-thirds majority of the Board;
- ii) the Director dies;
- iii) the Director sends or delivers a written resignation to the Secretary of the Corporation; or
- iv) the Director otherwise ceases to be eligible as a member under the terms of section 4.03.

#### 4.09 Indemnities to Directors

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

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

#### 4.10 Protection of Directors and Officers

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee for joining in any receipt or act for conformity 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 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 his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful or willful neglect or default.

#### 4.11 Responsibilities 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 of or on behalf of the Corporation, except such as shall have been submitted to and authorized and approved by the Board.

#### 4.12 Remuneration of Directors

No Director shall receive remuneration from Caledon Community Services for acting as such. A Director may be reimbursed for reasonable expenses incurred while discharging his/her duties as Director of Caledon Community Services, provided that such expenses are approved by the Chair and Chief Executive Officer of the Corporation and are provided for in the annual budget.

#### 4.13 Duties of the Board

The Board shall perform the following duties:

- (a) hire, dismiss and evaluate the Chief Executive Officer;
- (b) give a full and complete report of its activities for the preceding fiscal year at the annual meeting of the members;
- (c) establish the governance policies of the Corporation;
- (d) approve the goals and strategic priorities of the Corporation;
- (e) receive and approve monthly financial reports of the Corporation;
- (f) approve the annual budget of the Corporation; and
- (g) approve the annual audited financial statements prior to presentation to the members at the annual general meeting.

#### 4.14 Committee Structure

- (a) There shall be a Governance and Nominating Committee, Finance and Audit Committee, Health Services Committee, Ambassador Committee, Executive Committee and such other standing or ad hoc committees as the Board may, from time to time, by by-law or resolution, establish having such powers and duties as the Board may determine (~~%Committees+~~). (Revised 06/17/14)

Except as otherwise provided by this by-law:

- i) The Chair of each Committee must be a Director, and shall be chosen by the Board;
- ii) Members of the Committee may, but need not be Directors;



- iii) Members of the Committee shall be appointed by the Chair of the Committee;
  - iv) Each Committee shall keep records, shall report to the Board at regular intervals and at any time upon request and shall be responsible to the Board;
  - v) Each Committee shall have the power to appoint one or more subcommittees, and is responsible for advising the Board when it creates sub-committees;
  - vi) Each Committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to the Committee by the Board;
  - vii) Each Committee will have a Terms of Reference or Charter approved by the Board; and
  - viii) All Ad Hoc Committees, so set out by the Board, shall have a finite term not to exceed two years, unless an extension is approved by a two-thirds vote of the Board.
- (b) The duties of each Committee shall include, but not be limited to, all the responsibilities assigned to it by by-law, or by resolution of the Board.
  - (c) The Board shall assume the role and responsibilities of any Committee that, for whatever reason, cannot be formed, does not convene or comply with their Terms of Reference or Charter.

## **ARTICLE 5.00 - ELECTION OF BOARD**

### 5.01 Elections

At each annual meeting all Directors shall be elected for a one year term.

### 5.02 Re-election

- (a) A Director can be re-elected for up to 6 (six) years, after which they may be re-elected only with the recommendation of the Governance and Nominating Committee and approved by two-thirds of the Board in attendance.
- (b) All votes for the extension of a Director's term beyond six (6) years will take place by secret ballot with no tally provided.

### 5.03 Nominations

- a) Candidates for the Board shall consist of those persons whose names are put in nomination and approved by the Board of Directors prior to the Annual General Meeting. The Board-approved nominations shall be in writing, titled the Slate of Directors, and presented to Members for their vote at the Annual General Meeting.
- b) Officers of the Board of Directors shall be nominated and approved by the

Board of Directors at a special meeting of the Board called for this purpose, immediately following the Annual General Meeting.

5.04 Representative From the Town of Caledon

Caledon Community Services will maintain one Director as a representative from the Council of the Town of Caledon. The Council of the Town of Caledon will be asked to nominate a Regional Councillor to be a Director.

The Council of the Town of Caledon's designated Director will serve, subject to the Board's and Members' annual approval, for the full term of the Town of Caledon's Council.

If the Town of Caledon's representative does not maintain the support of the Board, the Council of the Town of Caledon will be asked to nominate a different Regional Councillor for Board approval.

**ARTICLE 6.00 - OFFICERS OF THE CORPORATION**

6.01 Officers

- (a) The officers of the Corporation shall consist of the following:
  - (i) a Chair;
  - (ii) such number of Vice-Chairs as may be elected or appointed by the Board from time to time;
  - (iii) a Chief Executive Officer;
  - (iv) a Secretary;
  - (v) a Treasurer; and
  - (vi) such other officers, including honorary officers, as the Board may elect or appoint from time to time.
- (b) For the purposes of the Act, the Chair shall be deemed to be the President of the Corporation.
- (c) One person may hold more than one office except the offices of Chair and Vice Chair.
- (d) The Chair, the Vice-Chair, the Secretary, and the Treasurer shall be elected by the Board from amongst their number at the first meeting of the Board after the annual election for 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.

6.02 Chair

The Chair shall:

- (a) When present, preside at all meetings of the Board, and members;
- (b) Supervise the long range affairs and operations of the Corporation;
- (c) Sign all documents requiring his/her signature;
- (d) Be an ex officio member of all committees of the Corporation unless the Board otherwise determines. The Chair is not included in the quorum of meetings but has all other rights.
- (e) Represent the Board within the Corporation and publicly;
- (f) Have such other powers and duties as may be prescribed by the Board from time to time or which are incidental to his/her office; and
- (g) Provide supervision to the Chief Executive Officer on behalf of the Board.

6.03 Vice-Chair

The Vice-Chair shall perform such duties as the Chair may from time to time direct. During the absence or inability to act of the Chair, the Vice-Chair as determined by the Board may exercise his/her duties and powers. In the event of a vacancy in the office of the Chair, the Vice-Chair shall be appointed by the Board to succeed to that office. The Vice-Chair should attempt to obtain as wide and varied an experience as possible in preparation for the office of the Chair.

6.04 The Chief Executive Officer

The Chief Executive Officer shall:

- (a) be responsible for the general management and supervision of the day-to-day affairs and operations of the Corporation;
- (b) be responsible for dealing with and supervising all of the Corporation's employees, including, without limitation, the hiring and dismissal of employees;
- (c) act as the liaison between the Board and the Corporation's employees;
- (d) carry out such duties as may be prescribed by the Board from time to time;
- (e) Be subject to the direction of the Board;
- (f) report to the Board at each of its regular meetings on his/her activities and of the Corporation; and
- (g) be an ex officio Director of the Corporation and shall be entitled to receive notice and attend all meetings of the Board and Committees. (Revised 06/17/14)

(h) shall adhere to the Board-CEO Linkage policies and CEO Limitations policies of the Board Governance Manual. (Revised 06/17/14)

6.05 Secretary

The Secretary shall:

- (a) have the option of assigning a designate to record and report on the business of the Board;
- (b) keep a correct record of the proceedings and transactions of all meetings of the members and the Board and signing of the minutes;
- (c) give all notices required to be given to members and to Directors; and
- (d) perform the other duties from time to time prescribed by the Board or incident to his/her office.

6.06 Treasurer

The Treasurer shall:

- (a) be the Chair of the Finance and Audit Committee;
- (b) be responsible for reporting to the Board on the financial status of the Corporation and shall be instrumental in developing and monitoring fiscal policies that ensure:
  - (i) Maximum protection for the funds received by the Corporation;
  - (ii) Full and accurate accounts of all receipts and disbursements of the Corporation are kept;
  - (iii) All monies or other valuable effects are deposited in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board; and
  - (iv) Funds of the Corporation are disbursed under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required of him/her, an account of all such transactions as Treasurer and of the financial position of the Corporation.
- (c) ensure that appropriate and accepted accounting practices are utilized by the Corporation; and
- (d) perform the other duties from time to time prescribed by the Board or incident to his/her office.

6.07 Other Officers

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

**ARTICLE 7.00 – MEMBERSHIP**

7.01 Membership

There shall be three classes of Membership in the Corporation, namely:

- (i) General Members;
- (ii) Leadership Members;
- (iii) Honorary Life Members.

All Members shall be entitled to one vote at all meetings of Members and shall otherwise have identical rights and obligations, except as specifically provided to the contrary in this by-law.

7.02 Qualifications and Admission

(a) General Members

All persons:

- (i) Who are volunteers with Caledon Community Services
- (ii) Who have made a donation to Caledon Community Services

shall be admitted as General Members.

(b) Leadership Members

All persons who donate \$5,000.00 or more in any one year to Caledon Community Services shall be classified as Leadership Members.

(c) Honorary Life Members

Honorary Life Members shall consist of those persons who are recognized by the Corporation as having made a significant and/or meaningful contribution to the Corporation. A person will need a two-thirds majority for Board approval. (Revised 06/17/14)

Each person who becomes either an General Member, a Leadership Member or an Honorary Member shall be informed by Caledon Community Services of his/her admission to the classification of Membership involved.

7.03 Term of Membership

Each member's membership will expire one day after every Annual General Meeting regardless of their first date of membership.

7.04 Transfer of Membership

A Membership in the Corporation is not transferable.

7.05 Revocation of Membership

Any member may be expelled from the Corporation by a two-thirds vote taken of the Members present and eligible to vote at an annual or other general meeting of Members.

7.06 Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation;
- (b) if a Member dies; or
- (c) if a Member is expelled from the Corporation pursuant to Section 7.07

7.07 Liability of Members

Members shall not as such, be held answerable or responsible for any act, 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.

7.08 Annual Meeting

The annual meeting of the Members shall be held each year within Ontario, at a time, place and date 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 or laid before the Corporation at an annual meeting;
- (b) electing such Directors as are to be elected at such annual meeting;
- (c) appointing the auditor and fixing or authorizing the Board to fix its remuneration;
- (d) reading and approving the minutes of the prior annual general meeting and special meetings of the Members; and

(e) considering such other business as may properly come before the meeting.

If the Board proposes to place additional matters before the Annual General Meeting, a notice of those matters shall be given with the Notice of the meeting. Any Member wishing to bring matters before the meeting may do so by giving notice in writing to that effect to the Board at least thirty (30) days before the meeting and the Board in turn shall communicate the notice to the Membership at least ten (10) days prior to such meeting. These latter provisions however will not preclude matters being raised by any Member (through its representatives or proxy) at any meeting of the Members where the Members voting approve the consideration of such matter by a majority vote.

7.09 General Meeting

The Board may at any time call a general meeting of Members for the transaction of 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 in the Act.

7.10 Notice of Meetings

Notice of a time, place and date of normal meetings of Members and the general nature of the business to be transacted shall be given in at least one newspaper circulated in the municipality or municipalities in which the majority of the Members reside as shown by their addresses on the books of the Corporation. Further, notice will further be given via a posting on the Caledon Community Servicesqwebsite.

7.11 Record Date

When a general meeting of the Membership is called, the Board shall by resolution, prior to any general or annual meeting, establish a time and date as the Record Date for the determination of those Members entitled to notice of, and to vote at the Members' meeting. The time and date for the Record Date must be at least 35 days in advance of any meeting of the Members. Any person who is not a Member as of the Record Date is not entitled to notice of or to vote at the meeting for which the Record Date has been established.

7.12 Error of Omission In Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be his/her last address recorded on the books of the Corporation.

### 7.13 Adjournments

Any meeting of the Corporation may be adjourned to any time, and any business transacted through any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place can then be commenced.

### 7.14 Quorum

A quorum for the transaction of business at any of meeting of Members shall consist of not less than 15 Members present in person or represented by proxy.

### 7.15 Voting by Members

Unless otherwise required by the provisions of the Act, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the Chair presiding at the meeting shall not have a second or casting vote. Any tie vote is considered as not to have carried.

### 7.16 Proxies

Every Member entitled to vote at meetings of Members may by means of a proxy appoint a person, who need not be a Member, as his/her nominee, to attend and act at the meeting in the manner, to the extent and with the power confirmed by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or by his/her attorney authorized in writing or, if the Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized and ceases to be valid one year from its date. Subject to the requirements of the Act, the proxy may be in such form as the Board from time to time prescribes or 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.

### 7.17 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law 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 a 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.



#### 7.18 Chair

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

#### 7.19 Polls

If at any meeting a poll is requested on the election of a Chair or on a question of an adjournment, it shall be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a 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.

### **ARTICLE 8.00 - FINANCIAL YEAR**

#### 8.01 Financial Year

The Board shall determine the fiscal year of the Corporation from time to time.

### **ARTICLE 9.00 - EXECUTION OF DOCUMENTS**

#### 9.01 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 by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

#### 9.02 Execution of Documents

Documents requiring execution by the Corporation shall be signed by either the Chair or Vice-Chair and by the Secretary or the Treasurer or any two Directors, or by such person or persons as the Board may otherwise direct, and all documents so signed are binding upon the Corporation without any further authorization or formality. Provided, however, that contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Vice-Chair, Treasurer, or by any person authorized by the Board. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

#### 9.03 Securities

Any two of the Chair, Vice-Chair, the Directors, Secretary or Treasurer or any person or persons from time to time designated by the Board 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 purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular document, instrument, contract or obligations of the Corporation may or shall be executed.

### **ARTICLE 10.00 - BOOKS AND RECORDS**

#### 10.01 Books and Records

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

### **ARTICLE 11.00 - BANKING ARRANGEMENTS**

#### 11.01 Banking

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 a 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, unless otherwise restricted, the power to:

- (a) Operate the Corporation's accounts with the bankers;
- (b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of its cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money;
- (c) Issue receipts for and order 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.

#### 11.02 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping 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 may be general or confirmed to specific instances.

The institution that may be so selected as custodians of the Board shall be fully protected in acting in accordance with the Directors of the Board and shall in no event be liable for the due application of the securities so withdrawn from a deposit or the proceeds thereof.

## **ARTICLE 12.00 - BORROWING BY THE CORPORATION**

### 12.01 Borrowing

The Directors may from time to time, subject to the restrictions outlined in section 12.04:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, present and future, including book debts and unpaid bills, rights, powers, franchisees and undertakings to secure any securities or any money borrowed, or other debts or any other obligation or liability of the Corporation.

The word "securities" as used in this section means bonds, debentures, or other liabilities of the Corporation whether constituting a charge on the property of the Corporation or not.

### 12.02 Authorization

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

### 12.03 Deeming Provision

The powers hereby conferred shall be deemed to be in supplement of and not in

substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing by-law.

12.04 Approval to Borrow

Borrowing shall not be allowed for the financing of on-going program or operational costs, save and except mortgage financing costs related to new office building construction or purchase for Caledon Community Services. A vote in favour of any resolution to borrow funds must be passed by no less than two thirds of the Board before being deemed approved.

**ARTICLE 13.00 - RULES OF PROCEDURE**

13.01 Rules of Procedure

Robert's Rules of Order shall apply at all meetings of the Members, the Board and any other Committees established by the Board. The Chair of the Board will comply with and/or refer the Robert's Rules in any case where a question or concern of proper protocol has been raised.

**ARTICLE 14.00 - NOTICE**

14.01 Computation of Time

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

14.02 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 the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

**ARTICLE 15.00 - BY-LAWS AND AMENDMENTS. ETC.**

15.01 Enactment

By-laws of the Corporation may be enacted, repealed and amended, altered, added to or re-enacted in the manner contemplated in and subject to the provisions of the Corporations Act.

**ARTICLE 16.00 - REPEAL OF PRIOR BY-LAWS**

16.01 Repeal

Subject to the provisions of Section 16.02, all prior by-laws of the Corporation heretofore enacted or made are repealed.

16.02 Proviso

The repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

Enacted as a by-law by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on June 24<sup>th</sup>, 2008.

Revised June 17, 2014