

IGNITE STUDENT UNION (the “Corporation”)

BY-LAW NO. 1

BE IT ENACTED as a by-law relating generally to the transaction of the affairs of the Corporation, as follows:

ARTICLE I. INTERPRETATION

1.1 Definitions – In this By-Law No. 1 and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Not-for-Profit Corporations Act (Ontario)* (ONCA), including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Articles**” means the articles of incorporation, restated articles, amendment, amalgamation, arrangement, continuance, dissolution, reorganization, revival, letters patent, supplementary letters patent or a Special Act of the Corporation, or any other similar documents;

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

“**By-Laws**” means this By-Law No. 1 and all other by-laws of the Corporation as amended and which are in force and effect at a given time;

“**Campus**” means one of the following locations of the Institution - the Guelph-Humber Campus, International Graduate School Campus, Lakeshore Campus, or North Campus, and “**Campuses**” means all four (4) of them;

“**Chair**” means Chair of the Board;

“**College**” means The Humber College Institute of Technology and Advanced Learning;

“**Corporation**” means IGNITE Student Union;

“**Director**” means a member of the Board;

“**Extraordinary Resolution**” means a resolution passed by at least eighty percent (80%) of the votes cast at a Special Meeting of Members;

“**Full-Time Enhanced Member**” shall have the meaning set out in Section 3.1;

“**Full-Time Member**” shall have the meaning set out in Section 3.1;

“**Guelph-Humber Campus**” means the Guelph-Humber Campus of the Institution located at 203 Humber College Blvd., Toronto, ON M9W 5L7;

“**IGNITE Non-Business Days**” means any day of the week that the Institution does not schedule classes for full-time students;

“Institution” means all post-secondary educational institutions with operating agreements with Humber ITAL, based at a Campus operated by Humber ITAL, such as the University of Guelph-Humber, whose full-time non-tuition fees are paid to Humber ITAL;

“International Graduate School Campus” means the International Graduate School Campus of the Institution located at 59 Hayden Street Toronto, ON M4Y 2P2;

“Lakeshore Campus” means the Lakeshore Campus of the Institution located at 3199 Lake Shore Blvd. west, Toronto, ON M8V 1K8;

“Mandatory IGNITE Fees” are the fees collected by the College each Semester from all full-time and part-time students and provided by the College to the Corporation;

“Meeting of Members” means either or both an annual Meeting of Members or a Special Meeting of Members;

“Member” means a member of the Corporation;

“North Campus” means the North Campus of the Institution located at 205 Humber College Blvd., Toronto, ON M9W 5L7;

“Officer” means an officer of the Corporation appointed pursuant to Article VII;

“Optional IGNITE Fees” means the fees collected by the College each Semester only when intentionally selected by full-time students provided by the College to the Corporation;

“Ordinary Resolution” means a resolution passed by a majority of votes cast on that resolution at a Meeting of Members;

“Part-Time Member” shall have the meaning set out in Section 3.1;

“Policy and Procedures” means the set of rules, policies, and procedures adopted by the Board, consisting with the By-Laws, for the conduct of the affairs of the Corporation, from time to time in force and effect;

“Proposal” means a proposal submitted by a Member that meets the requirements of Section 56 of the Act;

“Registered Office” means the registered address of the Corporation as set out in its articles or in the most recent notice filed under the *Corporations Information Act*;

“Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time;

“Representation by Campus” means a method by which each Campus shall be allocated up to set maximum number of Directors;

“Semesters” means, collectively, the academic terms of the Institution, being the **“Fall Semester”** beginning in late August or early September of each year, the **“Winter Semester”**

beginning in January of each year, and the “**Summer Semester**” beginning in May of each year, and “**Semester**” shall mean any of them;

“**Special Business**” has the meaning ascribed to that term in Section 4.2;

“**Special Meeting of Members**” means a Meeting of Members that is not an annual Meeting of Members;

“**Special Resolution**” means a resolution passed by not less than two-thirds (2/3rds) of the votes cast on that resolution at a Special Meeting of Members;

“**Student**” means a full-time or part-time student of the College or University;

“**University**” means the University of Guelph-Humber; and

“**Voting Members**” shall mean Full-Time Members and Full-Time Enhanced Members. Each Voting Member shall be entitled to one (1) vote.

1.2 Interpretation – In the interpretation of this By-Law No. 1, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms, and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice-versa;
- (c) words importing one gender only shall include all genders;
- (d) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture, or an unincorporated association or organization;
- (e) the headings used in this By-Law No. 1 are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law No. 1 or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions; and
- (f) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include email address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II. GENERAL

2.1 Registered Office – The Registered Office of the Corporation shall be situated at the North Campus in the City of Toronto, Ontario or at such other place within Ontario as otherwise set by the Board or the Members in accordance with the Act.

- 2.2 Corporate Seal** – The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location as approved by the Board.
- 2.3 Fiscal Year** – The fiscal year of the Corporation shall end on the last day of March of each year or as changed by resolution of the Board.
- 2.4 Execution of Documents** - Deeds, contracts, and other written documents (“**Documents**”) to be executed on behalf of the Corporation shall be signed in accordance with the Corporation’s financial policies, as amended from time to time. If the financial policies do not apply to a certain type of Document, the Document may be signed by the Chief Executive Officer (or designate). Documents may be executed and delivered by hand or by electronic or telephonic transmission, and in counterparts, and such documents, when duly executed and delivered by all persons required, shall be deemed to constitute one document. The Board may also, by resolution, direct the manner in which, and the person or persons by whom, Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.
- 2.5 Banking** – The banking business of the Corporation shall be transacted at such bank, trust company, or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.
- 2.6 Invalidity of any Provisions of this By-Law No. 1** – The invalidity or unenforceability of any provision of this By-Law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-Law No. 1.
- 2.7 Dissolution** – Upon the dissolution of the Corporation any property or funds shall be used to first settle all liabilities of the Corporation, and then any remaining property or funds shall be distributed as determined by the Board in accordance with the Act and the *Income Tax Act*.

ARTICLE III. MEMBERS

- 3.1 Member Classes** – Subject to the Articles, there shall be three (3) classes of Members:
- (a) **Full-Time Members:** A full-time Student who pays the Mandatory IGNITE Fees shall be a Full Time Member.
 - (b) **Full-Time Enhanced Members:** A full-time Student who pays the Mandatory IGNITE Fees and the Optional IGNITE Fees shall be a Full-Time Enhanced Member.
 - (c) **Part-Time Members:** A part-time Student who pays prorated Mandatory IGNITE Fees shall be a Part-Time Member.

The rights and privileges of each class of Members shall be as determined by the Board, from time to time, and set out in the IGNITE Membership Benefits Policy.

- 3.2 Transferability of Membership** – A Member’s membership cannot be transferred.

3.3 Termination of Membership – A Member’s membership shall automatically terminate for any of the following reasons:

- (a) the Member dies or ceases to be a Student;
- (b) the Member is expelled or the Member’s membership is otherwise terminated in accordance with the Articles or Section 3.5 below; or
- (c) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of a Member’s membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist and any and all positions of the Member as a Director or Officer automatically terminate (if being a Member is a requirement to hold such position). No membership dues will be returned to a previous Member upon termination of the Member’s membership. Termination of a Member’s membership will not relieve the Member from the payment of any obligation due to the Corporation at the time of termination.

3.4 Resignation – A Member may not resign as a Member of the Corporation.

3.5 Discipline of Members– Any disciplinary action or termination of a Member’s membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose, mission, vision, and values of the Corporation.

In the event that the Board determines by resolution to propose that a Member’s membership should be suspended or that a Member should be expelled, the Secretary or such other Officer as the Board may determine shall provide fifteen (15) days’ notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion. The Member may make written submissions in response to the notice to the Secretary or such other Officer providing the notice within such fifteen (15) day period. If no written submissions are received in accordance with this Section 3.5 within such fifteen (15) day period, the Secretary or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect. If written submissions are so received, the Secretary or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the Board meeting. The Board’s decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

3.6 Membership Dues. – The Board has the authority to determine Membership fees.

ARTICLE IV. MEETINGS OF MEMBERS

- 4.1 Place of Meetings** – Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.
- 4.2 Annual Meetings** – The Board shall call an annual Meeting of Members not later than fifteen (15) months after the last preceding annual Meeting of Members and not later than six (6) months after the end of the previous fiscal year.

The Board shall call an annual Meeting of Members for the purpose of:

- (a) consideration of the financial statements that had been approved by the Board of Directors and evidenced by the signature of one or more Directors;
- (b) consideration of the audit or review engagement report, if any;
- (c) if permitted under the Act, approval of an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) election of Directors, if necessary; and
- (e) reappointment of the incumbent auditor (or the incumbent person appointed to conduct a review engagement, if applicable).

Any other business to be transacted at a Meeting of Members shall be deemed to be “**Special Business**”. Special Business can be transacted in conjunction with an annual Meeting of Members.

- 4.3 Proposals at Annual Meeting** – A Voting Member may give the Corporation notice of any Proposal that the Voting Member proposes to raise at an annual Meeting of Members, and discuss at an annual Meeting of Members any matter with respect to which the Voting Member would have been entitled to submit a Proposal. Except as provided in the Act, and subject to the provisions of the Act, the Corporation shall include the Proposal in the notice of the next annual Meeting of Members and, upon the request of the Voting Member who submits a Proposal, the Corporation shall include in the notice of annual Meeting of Members a statement in support of the Proposal by the Member and the name and address of the Voting Member. The Voting Member who submitted the Proposal shall pay any cost of including the Proposal and any statement in the notice of the annual Meeting of Members at which the Proposal is to be presented, unless an Ordinary Resolution of the Members present at the annual Meeting of Members provides otherwise.
- 4.4 Special Meetings** – The Board may at any time call a Special Meeting of Members for the transaction of any business that may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of at least ten percent (10%) of the Voting Members. If the Board does not call a Special Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

4.5 Notice of Meetings – Notice of the time and place of a Meeting of Members shall be sent to the following:

- (a) to each Voting Member;
- (b) to each Director; and
- (c) to the auditor of the Corporation (or to the person appointed to conduct a review engagement of the Corporation, if applicable).

A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article X of this By-Law No. 1. Notice of a Meeting of Members at which Special Business is to be transacted shall state the nature of that business in sufficient detail to permit the Voting Member to form a reasoned judgment on the business and provide the text of any Special Resolution or any By-Laws to be submitted to the Meeting of Members.

4.6 Waiving Notice – A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members by sending a written waiver to the Secretary, and attendance of any such person at a Meeting of Members is a waiver of notice of the Meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Persons Entitled to be Present – The only persons entitled to be present at a Meeting of Members shall be Voting Members, the Directors, and the auditor of the Corporation (or the person appointed to conduct a review engagement of the Corporation, if applicable). Officers and the Chief Executive Officer shall have a standing invitation to attend any Meeting of Members.

4.8 Chair and Secretary of the Meeting – In the event that the Chair and the Vice-Chair are absent or unable to act, the Voting Members who are present shall choose another Officer or, failing the availability or interest of any remaining Officer, the Chief Executive Officer shall chair the meeting. If the Secretary is absent, the Chief Executive Officer shall act as secretary of the meeting.

4.9 Quorum – A quorum at any Meeting of Members shall be fifty (50) Voting Members. For the purpose of determining quorum, a Member may be present in person or by telephonic or electronic means. If, within one-half (1/2) hour after the time appointed for a Meeting of Members, a quorum is not present, the Meeting of Members shall stand adjourned. A quorum must be maintained throughout the Meeting.

4.10 Telephonic/Electronic Meetings and Participation – A Meeting of Members may be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. In addition, any person entitled to attend a Meeting of Members may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person participating through such means is deemed to be present at the meeting.

- 4.11 Adjournment** – Subject to Section 4.9, the chair of a Meeting of Members may, with the consent of the Voting Members in attendance at the Meeting of Members by Ordinary Resolution, adjourn (postpone) the Meeting of Members to a fixed time and place; no notice of such adjournment will need to be given to the Voting Members so long as the adjourned meeting takes place within thirty (30) days of the original Meeting of Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.12 Absentee Voting** – A Voting Member shall only be entitled to vote in person or by telephonic or electronic means at a Meeting of Members.
- 4.13 Votes to Govern** – All questions proposed for consideration of the Voting Members at a Meeting of Members shall be determined by Ordinary Resolution, unless required otherwise by the Act or the By-Laws. The chair of a Meeting of Members shall be entitled, as a Member, to vote. In case of an equality of votes, the question shall be deemed to have failed.
- 4.14 Show of Hands** – Except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands or verbal declaration, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4.15 Ballots** – For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands or verbal declaration has been taken, any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.
- 4.16 Resolution in Lieu of Meeting** – A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members. A copy of every resolution referred to above shall be kept with the minutes of Meetings of Members. While a resolution in writing can be distributed by e-mail, the signature of every Member is required in order for a resolution in writing to be valid.

ARTICLE V. DIRECTORS

- 5.1 Board of Directors** – The affairs of the Corporation shall be managed or supervised by a Board of Directors. Since the Articles provide for a minimum and maximum number of Directors, the Board of Directors will consist of the number of Directors determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by a resolution of the Directors, but in no event shall the Board have less than the minimum number of three (3) Directors required by the Act. To the furthest extent possible, the Board shall be composed of three (3) Directors from each of the Guelph-Humber Campus, Lakeshore Campus, and North Campus, and one (1) Director from the International Graduate School Campus.
- 5.2 Qualifications** – Each candidate for election or appointment as a Director, and each Director, must meet all of the following qualifications at all times:

- (a) must be an individual (i.e. a human being);
- (b) must be eighteen (18) years of age or older as of the start date of their term of office as a Director;
- (c) must not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) must not have been found to be incapable by any court in Canada or elsewhere;
- (e) must not have the status of bankrupt;
- (f) must be a Full-Time Member;
- (g) must not be on Academic Probation (as defined by such individual's Institution);
- (h) must have completed at least one semester in a post-secondary program prior to nomination;
- (i) except for replacement Directors elected or appointed pursuant to Sections 5.6 or 5.7 below, must be enrolled at the Campus, or registered in a program at the Campus, that such individual will, or does, represent;
- (j) must not be a part-time paid staff member of the Corporation;
- (k) must not have a relationship with another student association or student advocacy group, including as a member, director, or officer of such association or group, unless the association or group is an IGNITE sanctioned organization; and
- (l) must not have previously resigned (explicitly or through deemed resignation), and must not have been previously removed, within one (1) calendar year, as a Director.

Employment authorization or immigration status will not bar an individual from being eligible to run in any election for a position on the Board.

5.3 Election and Term –

- (a) The Members shall elect Directors by Ordinary Resolution at each annual Meeting of Members at which an election of Directors is required. Unless determined otherwise by an Ordinary Resolution of the Members, each Director shall be elected for a term that will commence on the May 1st after the annual Meeting of Members and expire on April 30th of the following calendar year.
- (b) No individual may serve for more than two (2) terms as a Director. If a Director resigns (explicitly or is deemed to have resigned), or is removed as a Director, the time spent by such individual as a Director shall count as a term.

- (c) An individual who was originally appointed as a Director under Section 5.6 or Section 5.7 to fill a vacancy will have the time served as the replacement Director count towards the maximum number of terms as a Director.
- (d) A Director must consent in writing to hold office before or within ten (10) days of the election or appointment, unless such Director has been re-elected or re-appointed with no break in term of office.
- (e) In addition to filling a vacant position in accordance with Section 5.7, the Board may, if the maximum number of Directors available in the range of Directors set out in the Articles has not been filled, appoint qualified individuals from any Campus as additional Directors to hold office from the date of appointment until the next annual Meeting of Members. The total number of Directors that may be appointed by the Board pursuant to this Subsection 5.3(e) shall not exceed one-third (1/3rd) of the total number of Directors elected by the Members at the previous annual Meeting of Members. Any Director who is appointed pursuant to this Subsection shall have the time served as an appointed Director count towards the maximum number of consecutive terms. The procedure to nominate an individual for appointment by the Board pursuant to this Section shall be set out in policy approved by the Board.

5.4 Vacation of Office – A Director ceases to hold office when the Director dies, resigns, is removed in accordance with Section 5.6, or becomes disqualified to serve as a Director by failing to meet all of the qualifications set out in Section 5.2.

5.5 Resignation and Deemed Resignation – A Director may resign from office by giving a written resignation to the Secretary (or the Chair, if the Director resigning is also the Secretary), in which case such resignation shall be effective at the time the resignation is received, or at the time specified in the resignation, whichever is later. A Director will be deemed to have resigned upon the occurrence of any of the following events:

- (a) absence from three (3) consecutive regular meetings of the Board;
- (b) if the Board determines, in its sole and absolute discretion, by a majority vote, that a Director should be deemed to have resigned for any one or more of the following grounds:
 - i. being charged with any criminal offence;
 - ii. violating any provision of the Articles, By-Laws, or Policy and Procedures;
 - iii. carrying out any conduct which may be detrimental to the Corporation, as determined by the Board; or
 - iv. any other reason that the Board considers to be reasonable, having regard to the purpose of the Corporation.

5.6 Removal – The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director’s term and may, at such Meeting of Members, elect a qualified individual from any Campus to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board with a qualified individual from any Campus. The procedure to nominate individuals

for election by the Members pursuant to this Section shall be set out in policy approved by the Board.

- 5.7 Vacancies** – Subject to Section 5.6, a vacancy on the Board may be filled by the Board with a qualified individual from any Campus for the remainder of the term of the vacated Director. The procedure to nominate an individual for appointment by the Board pursuant to this Section shall be set out in policy approved by the Board.
- 5.8 Remuneration and Expenses** – The Directors and Officers may receive reasonable and nominal remuneration for their duties as such. Any Director or Officer may receive reimbursement for their expenses incurred on behalf of the Corporation. Unless otherwise prohibited by the Corporation, a Director and Officer may be compensated for services other than as a Director or Officer.
- 5.9 Borrowing Powers** – The Directors of the Corporation may, without further authorization of the Members, on behalf of the Corporation:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
 - (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

The Board may, by resolution, delegate the powers referred to in this Section 5.9 to a Director, a committee of Directors, or an Officer.

ARTICLE VI. MEETINGS OF DIRECTORS

- 6.1 Place of Meetings** – Meetings of the Board may be held at the Registered Office of the Corporation or at any other place within or outside of Canada as the Board may determine.
- 6.2 Calling of Meetings** – Meetings of the Board may be called by the Board, the Chair, the Vice-Chair, or any two (2) Directors. At least nine (9) meetings of the Board shall be held each calendar year, unless determined otherwise by the Board.
- 6.3 Notice of Meeting** – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article X of this By-Law No. 1 to every Director not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting need not specify the purpose or the business to be transacted at the meeting. The Board may appoint, by resolution, a day or days in any month or months for regular meetings at a place and

hour to be named; such resolution shall be provided to the Directors after being passed and no other notice shall be required for any such regular meeting.

- 6.4 Quorum** – A majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or in accordance with Section 6.6, by telephonic or electronic means. If, within one-half (1/2) hour after the time appointed for a Board meeting, a quorum is not present, the meeting shall stand adjourned. A quorum must be maintained throughout any meeting of the Board. In the absence of a quorum, any business transacted, including, without limitation, any decisions taken (except a decision to adjourn) will be null and void.
- 6.5 Resolutions in Writing** – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors. While a resolution in writing can be distributed by e-mail, the signature of every Director is required in order for a resolution in writing to be valid.
- 6.6 Participation at Meeting by Telephonic or Electronic Means** – A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.
- 6.7 Attendance at Board Meetings** - Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead. Officers and the Chief Executive Officer shall have a standing invitation to attend Board meetings.
- 6.8 Chair and Secretary of the Meeting** – In the event that both the Chair and the Vice-Chair are absent, the Directors who are present shall choose one of their number to chair the meeting. In the event that the Secretary is absent, the Directors who are present shall choose someone, who need not be a Director, to be the secretary of the meeting.
- 6.9 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. Only Directors shall be entitled to vote. The chair of a meeting of the Board shall be entitled, as a Director, to vote. In case of an equality of votes, the question shall be deemed to have failed.

ARTICLE VII. OFFICERS

- 7.1 Appointment** – When necessary, the Board shall appoint Officers at the first Board meeting held after the annual Meeting of Members. The following Officer positions shall be mandatory: Chair and Secretary. The Board shall have the authority to designate other offices of the Corporation and appoint such Officers, specify the duties of all Officers, and delegate powers to any Officer (except such powers that cannot be delegated, as per the terms of the Act). Other than the

Chair and Vice-Chair, an Officer may but need not be a Director. An individual may hold two or more positions at the same time (other than the Chair and any Vice-Chair positions).

- 7.2 Term of Office** – Other than the Secretary, who shall remain in office until removed by resolution of the Board, the term of office of any Officer shall be approximately one (1) year, starting on May 1st or the date of appointment and expiring on April 30th of the following calendar year.
- 7.3 Chief Executive Officer** – The Board shall have the authority to hire, discipline, and remove a Chief Executive Officer. The Chief Executive Officer shall exercise the authority delegated by the Board through Board policies over the general management, supervision, and direction of the affairs and operations of the Corporation and its staff. The Board shall determine the terms of employment, remuneration, and duties of the Chief Executive Officer. The Chief Executive Officer shall be accountable to the Board for the accomplishment of measurables set by the Board from time to time. In the case of absence or inability to act of the Chief Executive Officer, or for any other reason that the Board may deem sufficient, the Board shall delegate, for a definite period of time, all or any of the powers of the Chief Executive Officer to one or more member(s) of the Corporation’s administration, a Director, or a third party appointed by the Board.
- 7.4 Responsibilities** - The Officers of the Corporation shall have the following duties and powers associated with their positions:
- (a) Chair of the Board – The Chair of the Board, shall, when present, preside at all meetings of the Board, of the executive committee (if any), and of the Members. The Chair shall have such other duties and powers as the Board may specify.
 - (b) Vice-Chair of the Board – The Vice-Chair of the Board, if any, shall, when present at meetings of the Board, of the executive committee (if any), or of the Members at which the Chair is absent or unable to act, preside at such meetings, and shall have such other duties and powers as the Board may specify. If more than one Vice-Chair exists, the Vice-Chairs shall have authority in order of seniority by date and time of appointment.
 - (c) Secretary – The Secretary, who shall be the Board Administrator (or such other employee of the Corporation who is delegated the responsibilities of the Secretary), shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board, or shall delegate such responsibility and oversee the fulfillment of such responsibility. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be, or shall oversee the employee or contractor of the Corporation appointed to be, the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

7.5 Vacancy in Office – An Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation, which resignation shall be effective at the time the written resignation is received by the Secretary (or by the Chair, if the resigning Officer is the Secretary), or at the time specified in the resignation, whichever is later;
- (c) the removal of the Officer by the Board;
- (d) such Officer ceasing to be a Director, if applicable; or
- (e) such Officer’s death.

If the office of any Officer of the Corporation becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

7.6 Remuneration of Officers – The remuneration of Officers shall be limited in accordance with Section 5.8.

ARTICLE VIII. COMMITTEES

8.1 Committees (Optional) - The Board may, but need not, appoint any committee or other advisory body as it deems necessary or appropriate from time to time, and may delegate such powers as the Board shall see fit, with the exception of such powers that the Act prohibits from being delegated namely:

- 1. The power to submit to the Members any question or matter requiring the approval of the Members.
- 2. The power to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation.
- 3. The power to appoint additional Directors.
- 4. The power to issue debt obligations except as authorized by the Board.
- 5. The power to approve any financial statements.
- 6. The power to adopt, amend or repeal By-Laws.
- 7. The power to establish contributions to be made, or dues to be paid, by Members.

8.2 Audit Committee (Optional) – The Board may, but need not, appoint an Audit Committee. The majority of the persons comprising the Audit Committee may not be Officers or employees of the Corporation. The auditor, person conducting the review engagement, or member of the Audit Committee may call an Audit Committee meeting. The Audit Committee shall review the financial statements prior to them being approved by the Directors.

- 8.3 Governance of Committees and Advisory Bodies.** Every committee or advisory body shall be governed by such policies, procedures, codes, and/or terms of reference approved by the Board from time to time. Any committee member may be removed by resolution of the Board. The chairperson of a committee shall be appointed by the Board. Any committee that includes one or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

ARTICLE IX. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 9.1 Standard of Care** – Every Director and Officer of the Corporation, in exercising such person’s powers and discharging such person’s duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Articles, and the By-Laws.
- 9.2 Limitation of Liability** – Provided that the standard of care required of the Directors under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an Officer, reports of the auditor (or person conducting a review engagement, if applicable), financial reports of the Corporation presented by an Officer, a report or advice of an Officer or employee of the Corporation, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.
- 9.3 Indemnification of Directors and Officers** – The Corporation shall indemnify each former and present Director and Officer of the Corporation, and each other individual who acts or acted at the Corporation’s request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:
- (a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
 - (b) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation’s request; and
 - (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

- 9.4 Insurance** – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual in the individual’s capacity as a Director or an Officer of the Corporation; or in the individual’s capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation’s request. The Corporation may not purchase insurance unless the Corporation complies with the *Charities Accounting Act* or a regulation made thereunder that permits the purchase of such type of insurance.
- 9.5 Advances** – With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

ARTICLE X. NOTICES

- 10.1 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor or person appointed to conduct a review engagement shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when sent by the sender’s electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, or the auditor (or person appointed to conduct a review engagement, if applicable) in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law No. 1 shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten, electronically signed, or printed, or partly written, stamped, typewritten, electronically signed, or printed.
- 10.2 Omissions and Errors** – The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the auditor (or the person appointed to conduct a review engagement, if applicable), or the nonreceipt of any notice by any such person where the Corporation has provided notice in accordance with this By-Law No. 1, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- 10.3 Waiver of Notice** – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice. Any such waiver or abridgement shall be in writing.

ARTICLE XI. AUDITOR OR REVIEW ENGAGEMENT

- 11.1 Remuneration** – The Board shall fix the remuneration of the auditor (or the person appointed to conduct a review engagement, if applicable).
- 11.2 Qualifications** – The auditor (or the person appointed to conduct a review engagement, if applicable) shall be duly licensed under the laws of Ontario. Such individual, and such individual’s business partners, shall not (i) be a business partner, Director, an Officer, or an employee of the Corporation or any of its affiliates, or a business partner of any Director, Officer, or employee of the Corporation or any of its affiliates; (ii) beneficially own or control a material interest in the debt obligations of the Corporation or any of its affiliates; or (iii) have been a receiver, receiver-manager, liquidator, or trustee in bankruptcy of the Corporation or any of its affiliates within two years before the person is proposed to be appointed as the auditor of the Corporation (or as the person to conduct a review engagement of the Corporation, if applicable).
- 11.3 Removal** – The auditor (or the person appointed to conduct a review engagement, if applicable) shall cease to hold such position when such person dies or resigns, is declared disqualified by a court, or is removed by the Members in accordance with the Act.
- 11.4 Vacancy** – The Board shall immediately fill a vacancy in the position of auditor (or person appointed to conduct a review engagement, if applicable) if such appointment is permitted by the Act.

ARTICLE XII. BY-LAW AND EFFECTIVE DATE

- 12.1 By-Law and Effective Date** – Subject to the Articles, the Board may make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it must be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Laws, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This Section 12.1 does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.

Upon the enactment of this By-Law No. 1, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.

APPROVED by the Board of Directors as of the November day of 23rd, 2022.

Jessica Urzua

Lionel Campbell

Chair –

Secretary –

CONFIRMED by the Members as of the March day of 29th, 2023.

Jessica Urzua

Lionel Campbell

Chair –

Secretary –