

# COMMUNITY HEALTH NURSES' INITIATIVES GROUP

## BY-LAW NO. 2022-1

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~~Comment: See various NOTES TO DRAFT throughout which require consideration.~~

# COMMUNITY HEALTH NURSES' INITIATIVES GROUP

## BY-LAW NO. 2022-1

### 1 INTERPRETATION

#### 1.01 Meaning of Words

In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise defined:

- (a) "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent Auditor or person appointed to conduct a review engagement;
- (c) "Annual Meeting" means an annual meeting of Members, as provided in section 6.01;
- (d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a Special Act;
- (e) "Auditor" means the Auditor of the Corporation appointed pursuant to Article 17;
- (f) "Board" means the Directors of the Corporation from time to time;
- (g) "Board Regulation" means a regulation passed by the Board in accordance with Article 7;
- (h) "By-Law" means this by-law and any other by-law of the Corporation that may be in force;
- (i) "Corporation" means COMMUNITY HEALTH NURSES' INITIATIVES GROUP;
- (j) "Director" means a member of the Board;
- (k) "Extraordinary Resolution" means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;
- (l) "Government Regulations" means the regulations made under the Act as amended, restated or in effect from time to time;
- (m) "Member" means a person who has become a Member in accordance with section 2.01;
- (n) "Officer" means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (o) "Ordinary Resolution" means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;

- (p) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
- (i) is a Director of the Corporation;
  - (ii) is an Officer of the Corporation;
  - (iii) is a member of a committee of the Corporation; or
  - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (q) “Special Business” includes all business transacted at a Special Meeting of the Corporation and all business transacted at an Annual Meeting, other than Annual Business;
- (r) “Special Meeting” means a meeting of Members that is not an Annual Meeting;
- (s) “Special Resolution” means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney; and
- (t) “Written Resolution” means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

## 2 MEMBERSHIP

### 2.01 Composition

Subject to the Articles, there shall be one (1) class of membership in the Corporation, consisting of ~~the following:~~(a) those individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board, and who have paid the membership fee for the fiscal period; ~~and~~

- ~~(b) — those persons who are from time to time the Directors of the Corporation, each of whom shall, unless otherwise admitted to membership pursuant to paragraph (a), cease to be Members immediately upon ceasing to be a Director, without further action or formality.~~

***NOTE TO DRAFT: Confirm whether Directors should automatically become Members (as per current bylaw) or whether prior membership in CHNIG should be a pre-requisite for serving as a Director.***

***We have also assumed that all members are individuals, and that there are no corporate or organizational members. Please confirm if otherwise.***

### 2.02 Members’ Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

### 2.03 Transfer of Membership

Membership in the Corporation is not transferable.

### 2.04 Termination of Membership

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

- (a) the resignation in writing of a Member of the Corporation;
- (b) in the case of a Member who has been admitted to membership because the person is a Director, if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the expiration of a Member's term of membership;
- (e) the expulsion of a Member from the Corporation in accordance with section 2.06;
- (f) the liquidation or dissolution of the Corporation under the Act; or
- (g) the cessation of membership for failure to pay membership dues as provided in section 2.05.

### 2.05 Membership Dues and Term of Membership

- (a) The Board may determine the term of membership from time to time. Membership may be renewed automatically upon payment of the required dues.
- (b) Membership dues shall be as ~~set~~approved by the ~~Board~~Members from time to time. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid due date, the Members in default shall automatically cease to be Members of the Corporation.
- (c) Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of this section 2.05 prior to termination of the membership.

**~~NOTE TO DRAFT: We have recommended that the Board be authorized to set membership dues from time to time. Previous bylaws indicated that this would require Special Resolution. Please confirm preference.~~**

### 2.06 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:
  - (i) a material violation of any provision of the Articles, By-Laws, or written policies of the Corporation;
  - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
  - (iii) non-payment of any amount payable to the Corporation.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director, or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.

- (c) In the event that no written submissions are received, the Executive Director, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.06, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

### 2.07 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

### 2.08 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.

## 3 BOARD OF DIRECTORS

### 3.01 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at sixteen (16). The Members may by Special Resolution fix the number of Directors of the Corporation from time to time. ~~¶~~The Members thereafter delegate to the Directors the right to fix the number of Directors from time to time by Ordinary Resolution. ~~¶~~

**~~NOTE TO DRAFT: Please confirm number of Directors.~~**

**~~The bracketed language is an alternative way to fix the number of Directors within the By-Law rather than pass a separate Special Resolution.—Please confirm preference.~~**

### 3.02 Qualifications

Each Director shall:

- (a) be a Member in good standing;
- (b) ~~(a)~~ be an individual who is at least eighteen (18) years of age;
- (c) ~~(b)~~ not have the status of bankrupt;
- (d) ~~(c)~~ not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (e) ~~(d)~~ not be a person who has been declared incapable by any court in Canada or elsewhere;
- (f) ~~(e)~~ not be absent for two (2) consecutive meetings without first notifying the Chair, and not be absent for three (3) consecutive meetings without explanation satisfactory to the Board; and
- (g) ~~(f)~~ consent in writing to hold office as a Director within ten (10) days after his or her election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate his or her election or appointment as a Director.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04.

### 3.03 Removal of Directors

- (a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) A Director is entitled to give the Corporation a statement opposing his or her removal if a Special Meeting is called for that purpose.
- (c) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.04.

### 3.04 Vacancies

- (a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting of Members to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.
- (b) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

### 3.05 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

### 3.06 Responsibility for Acts

The Directors, while in office, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

## **4 ELECTION OF THE BOARD**

### 4.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote.

### 4.02 Term of Office

Subject to this section 4.02, the term of office of each Director shall be two (2) year(s), to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected. In order to preserve or maintain a desirable rotation of

Directors, Directors may from time to time be elected for terms of differing length, provided that no term of office shall exceed four (4) years.

#### 4.03 Re-Election

A Director shall be eligible to serve for an unlimited number of consecutive or non-consecutive terms.

#### 4.04 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

#### 4.05 Nominations

Candidates for the office of Director shall include:

- (a) the slate of candidates for office proposed by the Nominations Committee, or if there is no Nominations Committee, by the Executive Committee (if any) or the Board; and
- (b) the persons whose names have been duly nominated in writing by such process, and by such deadline, as the Board determines from time to time.

#### 4.06 Election Method and Forms

Elections shall be conducted in such manner as the Board approves from time to time. The Board may prescribe the form of nomination paper and the form of a ballot.

### 5 MEETING OF DIRECTORS

#### 5.01 Calling Meetings

Meetings of the Board and of the Executive Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, Past-President, or President-Elect.

**~~NOTE TO DRAFT:—Language above is consistent with existing bylaws.—Board Policies state that additional Board meetings may be called at request of any Board member or at the call of the President. Please confirm preferred approach.~~**

#### 5.02 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business.

#### 5.03 Notice of Meetings

Subject to the provisions of sections 5.02 and 18.06, notice of the time, place and date of any meeting of the Directors shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by prepaid mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

#### 5.04 Meetings by Telephonic or Electronic Means

- (a) If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

#### 5.05 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least fifty-percent (50%) of the Directors.

**~~NOTE TO DRAFT: Please confirm quorum requirement. The Board Governance Policies state that certain matters require 100% participation, and may be requested by specific offices. This is not generally recommended, as it can make quorum difficult to obtain. Recommend discussion on this point.~~**

#### 5.06 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-Law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

#### 5.07 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

#### 5.08 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

## **6 MEETINGS OF THE MEMBERS**

### **6.01 Annual Meeting**

- (a) An Annual Meeting shall be held within Ontario, unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

### **6.02 Meetings by Telephonic or Electronic Means**

- (a) A Member may participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

### **6.03 Special Meeting**

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

### **6.04 Fixing a Record Date**

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

### **6.05 Notice of Meetings**

Subject to section 18.06, notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) prepaid mail, courier or personal delivery;
- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members; or

- (d) in a publication of the Corporation sent to all Members entitled to vote.

#### 6.06 Those Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

#### 6.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least ten (10 people) of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.

***NOTE TO DRAFT: —Please specify number or percentage required for quorum.—Policies indicate that quorum is simply the number of members that attend the meeting.***

- (b) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

#### 6.08 Chair

The President shall chair all meetings of the Members. In the absence of the President, the Members present and entitled to vote and present at any meeting of Members shall choose another Director to act as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

#### 6.09 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) 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 the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting 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.

#### 6.10 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and

- (b) not allow the Corporation to identify how each Member voted.

#### 6.11 Proxies

- (a) Unless the Directors allow for electronic voting in accordance with section 6.10, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
- (i) the Member entitled to vote;
  - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
  - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized, or by the Authorized Representative.
- (c) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy 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; provided that any proxy deposited by a Member that is a corporation and which has been executed by other than the Authorized Representative shall be accepted and counted over a proxy form signed by the Authorized Representative. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours excluding Saturdays and holidays before the meeting.

#### 6.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

#### 6.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

#### 6.14 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

## **7 BOARD POLICIES**

### **7.01 Board Policies**

The Board may from time to time make, amend and repeal any rules, regulations and policies with regard to any matter not inconsistent with the Act or the By-Laws.

## **8 OFFICERS**

### **8.01 Officers**

The Board may from time to time appoint Officers, specify their duties and delegate to them such powers as the Board deems advisable and which are permitted by the Act to be so delegated. Such Officers shall include the following:

- (a) a President, who shall act as chair of the Board, elected from among the Directors;
- (b) a Past-Present or President-Elect, elected from among the Directors; and
- (c) a Secretary and a Treasurer (or a Secretary-Treasurer), who may but need not be Directors, appointed by the Board.

The Board may also from time to time appoint persons to serve the Corporation in such positions other than as Officers, with such titles and such powers and duties and for such terms of service, as the Board deems advisable.

### **8.02 Holding More Than One Office**

Except for holding the office of President, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

### **8.03 Removal from Office**

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

### **8.04 Remuneration of Officers or Employees**

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the executive director, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the executive director.

## **9 COMMITTEES**

### **9.01 ~~Standing Board May Establish Committees~~**

~~There shall be a Nominations Committee at any time there is no Executive Committee, and there may be such other Standing Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution.~~

### **9.02 ~~Combined and Inactive Committees~~**

~~The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.~~

### **9.03 ~~Ad Hoc Committees~~**

~~There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee, if any, may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:~~

- ~~(a) — the delivery of its report;~~
- ~~(b) — the completion of its assigned task; or~~
- ~~(c) — a resolution to that effect of the Board or Executive Committee.~~

~~In the case of termination pursuant to subsection 9.03(b), the Board or the Executive Committee may continue such Ad Hoc Committee.~~

### **9.04 ~~Nominations Committee~~**

~~The Nominations Committee shall:~~

- ~~(a) — consider all applications and prepare a slate of one (1) or more candidates for each office which will be vacant and for which an election will be held at or after the Annual Meeting;~~
- ~~(b) — make recommendations to the Board of names of persons to fill vacancies in offices of the Directors and Officers that occur throughout the year.~~

### **9.05 ~~Rules Governing Committees~~**

~~Subject to the By-Laws provisions of the Corporation and any other policies, all Committees other than the Executive Committee are subject to the requirements listed below:~~

- ~~(a) — the chair and members shall be appointed by the Executive Committee, if any, otherwise by the Board, from among the Members of the Corporation who are qualified to hold office;~~
- ~~(b) — at least one member of the Board shall be appointed to serve on each Committee;~~
- ~~(c) — in addition to the members of a Committee appointed pursuant to subsection 9.05(a), the Executive Committee, if any, otherwise the Board, may appoint to any Committee, persons who are not members of the Corporation who are qualified to hold office;~~
- ~~(d) — a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;~~

- ~~(e) — each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the Board;~~
- ~~(f) — each Committee shall be responsible to, and report after each meeting to, the Executive Committee, if any, otherwise by the Board;~~
- ~~(g) — subject to any rules established by the Executive Committee, if any, otherwise by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.~~

~~**NOTE TO DRAFT: — The above is taken from CHNIG's existing bylaw. Please advise if it reflects committee governance in practice. It is possible to use a simpler and less prescriptive approach in the bylaws. SIMPLIFY LANGUAGE — BOARD CAN ESTABLISH COMMITTEES, SET TERMS OF REFERENCE.**~~

#### 9.06 — Limits on Authority of Committees

~~Ne~~Act, the Board may appoint annually from among its members an audit committee and one or more other committees of Directors, including a committee designated as an Executive Committee, and delegate to such committee or committees any of the powers of the Board except those powers which, under the Act, a committee of Directors has no authority to:

- ~~(a) — submit to the Members any question or matter requiring approval of the Members;~~
- ~~(b) — fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;~~
- ~~(c) — appoint additional Directors;~~
- ~~(d) — issue debt obligations except as authorized by the Board;~~
- ~~(e) — approve any financial statements;~~
- ~~(f) — adopt, amend or repeal any By-Law; or~~
- ~~(g) — establish contributions to be made, or dues to be paid, by Members exercise.~~

### 10 — EXECUTIVE COMMITTEE ~~[SIMPLIFY — OPTIONAL]~~

#### 10.01 — Composition

~~The Board, whenever it consists of more than six (6) individuals, may establish an Executive Committee by electing, from among its number, such number of members that is not less than three (3). The Executive Committee may be composed of Officers who are also Directors and the chairs of the Standing Committees. The President shall be ex officio the Chair of the Executive Committee. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only for as long as such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as a quorum remains in office.~~

#### 10.02 — Powers

~~Subject to the By-Laws or any other policies of the Corporation, during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee deems to be in the best interests of the Corporation.~~

### 10.03 – Meetings of the Executive Committee

~~Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that written notice of the meeting be given in the same manner and within the same time frame as meetings of the Board, as required by section 5.03. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.~~

### 10.04 – Procedures

#### ~~The Executive Committee~~

~~Unless otherwise determined by the Board, each committee appointed by the Board shall have the power to fix ~~its~~the quorum for its meetings at not less than a majority of its members, to elect its presiding officer and may~~to~~ fix its ~~own~~ rules of procedure, ~~subject to sections 10.05, 10.06 and 10.08 or any Board policies.~~ The Executive Committee shall keep minutes of its meetings recording all action taken by it, and a summary of the meeting shall be submitted to the Board as determined by the Board.~~

### 10.05 – Quorum

~~The quorum of any meeting of the Executive Committee shall be determined in accordance with section 10.04. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.~~

### 10.06 – Place of Business

~~Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place within or outside the geographical location of the registered office as specified in the notice calling the meeting.~~

### 10.07 – Meetings by Electronic Conference

- ~~(a) — Each member of the Executive Committee may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Executive Committee from time to time.~~
- ~~(b) — The chair of the Executive Committee may call a meeting of the Executive Committee and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.~~

### 10.08 – Other Directors Present

~~Each Director shall be entitled to speak, but not to vote, at any meeting of the Executive Committee at which the Director is present. However, only a Director elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and the presence of such Director shall not be included for the purpose of calculating a quorum.~~

## 10 ~~11~~ **CONFLICT OF INTEREST**

### 10.01 ~~11.01~~ **Conflict of Interest**

In accordance with the Act or any Board policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

## 11 ~~12~~ **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### 11.01 ~~12.01~~ **Insurance**

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
  - (i) property and public liability insurance;
  - (ii) Directors' and Officers' insurance; and
  - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

**~~NOTE TO DRAFT: The ONCA says "may" but we strongly recommend changing the language to "shall".~~**

### 11.02 ~~12.02~~ **Liability Exclusion**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

### 11.03 ~~12.03~~ Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
  - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
  - (ii) in relation to the affairs of the Corporation generally;save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
  - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
  - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 12 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 12.

### 11.04 ~~12.04~~ Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

## 12 ~~13~~ EXECUTION OF DOCUMENTS

### 12.01 ~~13.01~~ 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.

## 12.02 ~~13.02~~ Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Past-President, Executive Director, if any, the Secretary, the Treasurer (or Secretary-Treasurer) or any one (1) of the foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents.

## 12.03 ~~13.03~~ 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.

## 13 ~~14~~ **BANKING ARRANGEMENTS**

### 13.01 ~~14.01~~ Board Designate Bankers

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

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

### 13.02 ~~14.02~~ 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 confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 14 ~~15~~ **BORROWING BY THE CORPORATION**

### 14.01 ~~15.01~~ General Borrowing Authority

The Directors may, without authorization of the Members:

- (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 obligation of the Corporation.

#### 14.02 ~~15.02~~ Specific Borrowing Authority

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

### 15 ~~16~~ FINANCIAL YEAR

#### 15.01 ~~16.01~~ Financial Year Determined

The financial year of the Corporation shall terminate on the last day of October in each year or on such other date as the Board may determine.

### 16 ~~17~~ AUDITOR

#### 16.01 ~~17.01~~ Annual Appointment

Subject to the Act and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or subject to the Act, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members, subject to the Act, do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

#### 16.02 ~~17.02~~ Removal of Auditor

- (a) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 17.03.
- (b) The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

### 16.03 ~~17.03~~ Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

### 16.04 ~~17.04~~ Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

## 17 ~~18~~ NOTICE

### 17.01 ~~18.01~~ When Notice Deemed Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by e-mail, notice is deemed given when sent;
- (b) if given by electronic means, other than in accordance with 18.01(a), notice is deemed given when transmitted;
- (c) if given in writing by prepaid mail, notice is deemed given on the fifth (5<sup>th</sup>) day after mailing;
- (d) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (e) if posted on a notice board pursuant to section 6.05(c), notice is deemed given on the date of posting; and
- (f) if published pursuant to section 6.05(d), notice is deemed given on the date of publication.

### 17.02 ~~18.02~~ Address for Notice

A notice or other document required or permitted by the Act, the Government Regulations, the Articles or the By-Laws to be given to a Member or Director may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation; or
- (b) a Director at his or her latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the *Corporations Information Act*, whichever is the more current.

### 17.03 ~~18.03~~ Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

### 17.04 ~~18.04~~ Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at

midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

#### 17.05 ~~18.05~~ Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated, unless otherwise challenged, by:
  - (i) an error in notice that does not affect its substance;
  - (ii) the accidental omission to give notice; or
  - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and thereby ratify and approve, any proceeding taken at any meeting.

#### 17.06 ~~18.06~~ Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

### 18 ~~19~~ **BY-LAWS AND EFFECTIVE DATE**

#### 18.01 ~~19.01~~ Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

#### 18.02 ~~19.02~~ Enactment

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

### 19 ~~20~~ **REPEAL OF PRIOR BY-LAWS**

#### 19.01 ~~20.01~~ Repeal

Subject to the provisions of section 20.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

#### 19.02 ~~20.02~~ Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

**ENACTED** by the Directors as a By-Law of **Name of Corporation** on \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members in accordance with the *Not-for-Profit Corporations Act, 2010* on \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary



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