

BY-LAW NO. 2

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

COMMUNITY LIVING TORONTO (the “Corporation”)

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) **"Act"** means the Ontario *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **"Board"** means the Board of Directors of the Corporation;
- (d) **"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) **"chair"** means the chair of the Board;
- (f) **"Corporation"** means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) **"Director"** means an individual occupying the position of the Director of the Corporation by whatever name they are called;
- (h) **"member"** means a member of the Corporation;
- (i) **"members"** means that collective membership of the Corporation;
- (j) **"meeting of members"** includes an annual general meeting of members or a special meeting of members; **"special meeting of members"** includes a special meeting of all members entitled to vote at an annual general meeting of members;
- (k) **"Officer"** means an Officer of the Corporation; and
- (l) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of the by-law. If any of the provisions contained in the by-law are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed in accordance with the policies of the Corporation. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

Unless otherwise ordered by the Board of Directors, the financial year end of the Corporation shall be March 31st in each year.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted as the Board may designate, appoint or authorize from time to time by resolution.

1.07 Appointment of Auditors

The members shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting, provided that the Directors may fill any casual vacancy in the office of auditor.

1.08 Head Office

The head office of the Corporation shall be in the city of Toronto, in the province of Ontario, or,

at such other location as the Board may determine from time to time.

SECTION 2 – MEMBERS

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to 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. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Membership Fees

The membership fee, if any, shall be determined in accordance with the Policies of the Corporation.

2.03 Transferability of Membership

Membership in the Corporation is not transferable and automatically terminates if the member resigns or such membership is otherwise terminated in accordance with the Act.

2.04 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 2.05 or is otherwise terminated in accordance with the Articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.05 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation 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 discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Upon 15 days' written notice to a member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or the by-law.

The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

One year after membership has been terminated, membership in the Corporation may be applied for once again, and the Board will determine on a case by case basis whether such request shall be granted.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.

3.02 Persons Entitled to be Present at a Meeting of Members

Any person may be entitled to be present at a meeting of members, including, but not limited to, those entitled to vote at the meeting, the Directors, the auditors of the Corporation and such others who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.

3.03 Chair of the Meeting of Members

In the event that the chair and the vice-chair of the Board is absent, the members who are

present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

3.04 Quorum at a Meeting of Members

A quorum for the transaction of business at any meeting of the members shall be a majority of the Directors, if they are also Voting Members, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.05 Voting of Members

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

- a. Each member entitled to vote shall be entitled to one vote at any meeting;
- b. Votes shall be taken by a show of hands among all members present and the chair of the meeting, if a member, shall have a vote;
- c. An abstention shall not be considered a vote cast;
- d. Before or after a show of hands has been taken on any resolution, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. If there is a tie vote, the chair of the meeting shall require a written ballot and shall have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. Whenever a vote by show of hands is taken on a resolution, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.06 Participation by Electronic Means at a Meeting of Members

Participation at any meeting of members may be by telephonic, electronic or other communication facility.

3.07 Virtual Meetings of Members

Any meeting of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.08 Annual General Meeting

The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual general meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the by-laws or articles.

An annual general meeting of members shall be held for the transaction of the following business:

- a. Approval of the Minutes of the previous Annual General Meeting of the membership;
- b. Receiving reports of the activities of the Corporation during the previous year, the Annual Financial Statement and the Audit Report;
- c. The appointment of auditors for the current year;
- d. The election of Directors;
- e. Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the Annual General Meeting with at least ten (10) days notice before the meeting.

3.09 Special Meetings of Members

The chair, vice-chair or a majority of Directors may call a special meeting of the members. The Board shall call a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.10 Proxies

A member entitled to vote at a meeting of members may by means of a proxy authorize another individual, or one or more alternate individuals who need not be members of the Corporation, to attend and act on the member's behalf to the extent and with the authority conferred by the proxy, in accordance with the policies of the Corporation. A proxy holder has the same rights as the member to speak and to vote.

3.11 Adjournment of Meeting of Members

The chair may, with the majority consent of any members' meeting, adjourn a meeting of the members. If a meeting of the members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the meeting shall be given to the members. Any business

may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice of the original meeting.

SECTION 4 – DIRECTORS

4.01 Board of Directors

The Board shall consist of the number of Directors as specified in the articles. A Director is required to be a member of the Corporation, in accordance with the policies of the Corporation.

4.02 Nomination to the Board

Nominations made for the election of Directors must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received at the head office of the Corporation at least twenty-one (21) days prior to the Annual General Meeting.

4.03 Election and Term

Subject to the articles, the members will elect the Directors at the first meeting of members and at each succeeding meeting at which an election of Directors is required. The term of office of each Director is three (3) years. Each Director shall be eligible to serve for a maximum of three (3) consecutive terms. After a period of two (2) years' absence, a Director may be eligible for re-election.

Where the Board finds it in the best interest of the Corporation, a Director who has served the maximum number of terms may be eligible for re-election for a term of two (2) years.

4.04 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under the *Substitute Decisions Act, 1992* or the *Mental Health Act*; or

- e. if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the Director before the expiration of the Director's term of office.

4.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors, and the appointee shall hold office until the next annual general meeting of members. After that, the appointee shall be eligible to be elected as a Director. The total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual general meeting of members;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member;
- c. if the vacancy occurs as a result of the members removing a Director, the members may fill the vacancy by a majority vote of the members and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote of the members, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

SECTION 5 – MEETING OF DIRECTORS

5.01 Regular Meetings of Directors

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

5.02 Special Meetings of Directors

The chair, vice-chair or if two (2) Directors so request in writing, may call a special meeting of the Board, at any time and any place on notice as required by this by-law.

5.03 Notice of Meeting of Directors

Notice of the time and place for the holding of a regular meeting of the Board shall be given to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held.

Notice of the time and place for the holding of a special meeting of the Board shall be given to every Director of the Corporation not less than one (1) day 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual general meeting of the Corporation.

5.04 Quorum at a Meeting of Directors

A quorum for transaction of business at any meeting of Directors shall be a majority of the Directors. If a quorum is present at the opening of a meeting of the Directors, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

5.05 Chair of a Meeting of Directors

The chair shall preside at Board meetings. In the absence of the chair, the vice-chair shall preside at Board meetings. In the absence of the chair or vice-chair, the Directors present shall choose one of their number to act as the chair.

5.06 Voting at a Meeting of Directors

At all meetings of the Board, every resolution shall be decided by a majority of the votes cast on the resolution. Each Director shall be entitled to one vote. In the event of a tie, the chair shall have a second or casting vote.

5.07 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

5.08 Participation by Electronic Means at a Meeting of Directors

A Director may participate in a meeting of the Board by telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

SECTION 6 – OFFICERS

6.01 Officers

The Board shall appoint from among the Directors a chair and may also appoint other Officers and agents as it deems necessary, at its first meeting following the annual general meeting of the Corporation. If appointed, such other Officers and agents shall have the authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Duties of the Chief Executive Officer

The Chief Executive Officer of the Corporation shall be appointed by the Board. The Chief Executive Officer shall be responsible to the Board for the direction and management of the affairs and undertakings of the Corporation within the limitations of the mission statement and policies of the Corporation. All staff members shall be under the direction of and be responsible to the Chief Executive Officer.

6.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board of Directors may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director (if a necessary qualification of appointment) or

- d. such Officer's death.

If the office of any Officer shall be or become vacant, the Directors may, by ordinary resolution, appoint a person to fill such vacancy.

SECTION 7 – INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Indemnification of Directors and Officers

Every Director or Officer, former Director or Officer, and an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, shall be indemnified against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the association with the Corporation. A Corporation shall not indemnify an individual unless:

- a. the individual acted honestly and in good faith with a view to the best interest of the Corporation; and
- b. if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

7.02 Insurance

The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this by-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice required to be sent to any member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, email or other electronic means to any such member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given then to the last address of such member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.02 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws 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.

SECTION 9 – CONFLICT OF INTEREST

9.01 Conflict of Interest

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION 10 - DISPUTE RESOLUTION

10.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation, arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the parties, such dispute or controversy shall be settled by a process of dispute resolution with external counsel. Such process of dispute resolution shall occur without prejudice to or in any other way derogate from the rights of the parties as set out in the articles, by-laws or the Act, and act as an alternative to such parties instituting a law suit or legal action.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

This by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the Directors of the Corporation by resolution on the XX day of MONTH, 2022 and confirmed by the members of the Corporation on the XX day of MONTH, 2022.

NAME

Board Chair
Community Living Toronto

NAME

Secretary
Community Living Toronto

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