



BYLAW of APPLGROVE COMMUNITY COMPLEX

Original Constitution amended at the Annual Meeting on October 22, 1992
with a major revision adopted at the Annual Meeting on March 31, 2005.
Separate constitutions for the not-for-profit corporation/charity and City of Toronto
Agency adopted at the Annual Meeting on March 28, 2007.
Bylaw under the Not-for-Profit Corporations Act, 2010 (Ontario) adopted at a Special Meeting
of the Members called for the purpose of adopting a new bylaw on October 10, 2024.

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BE IT ENACTED as a bylaw of the Corporation as follows:

Article 1. Definitions

In this Bylaw and all other Bylaws and resolutions of the Corporation, unless the context otherwise requires:

- (a) **“Act”** - means the Not-for-Profit Corporations Act, 2010 (Ontario) together with the regulations made pursuant thereto, as amended from time to time;
- (b) **“Articles”** - means the Letters Patent or the articles of the Corporation as amended or restated from time to time;
- (c) **“Board”** - means the Board of Directors of the Corporation;
- (d) **“Bylaws”** - means this bylaw and all other bylaws of the Corporation as amended from time to time and which are, from time to time, in force and effect;
- (e) **“Catchment Area”** - means the area in Toronto encompassed by the railway tracks north of Gerrard Street, the northern shore of Lake Ontario, and the centers of Jones and Woodbine Avenues
- (f) **“Catchment Member”** - means a Member in good standing that resides in the Catchment Area and has voting rights to elect candidates for the Board;
- (g) **“Chair”** - means the Chair of the Board of the Corporation;
- (h) **“City”** - means the City of Toronto; and **“Council”** means Toronto City Council;
- (i) **“Community Directors”** – means Directors who have been elected to the Board by the Members of the Corporation or appointed to the Board by the Directors of the Corporation to fill a vacancy, the majority of which must reside in the Catchment Area;
- (j) **“Corporation”** - means Applegrove Community Complex (“Applegrove”);
- (k) **“Director”** - means an Individual occupying the position of Director of the Corporation by whatever name they are called;
- (l) **“Director’s Term”** - terms exist independently from the person filling them;
- (m) **“Ex Officio Director”** – means a Director who was not elected to the Board, but is on the Board by virtue of an office or position that they hold, with all responsibilities and privileges of a Director, including voting;
- (n) **“Individual”** - means a human person;
- (o) **“Meeting of Members”** - means any meeting of members, whether annual or special; and **“special Meeting of Members”** means a special meeting of all members entitled to vote at an annual Meeting of Members and a meeting of any class or classes of members entitled to vote on the question at issue;
- (p) **“Member”** - An Individual who is eligible and applied for membership at Applegrove Community Complex. If used without specificity, Member means both Catchment Members and Non-Catchment Members of Applegrove;

- (q) **“Non-Catchment Member”** - means a Member in good standing who does not reside in Applegrove’s Catchment;
- (r) **“Ordinary Resolution”** - means a resolution about the Corporation that is made by the members and approved by not less than 50% plus 1 of the votes cast on that resolution;
- (s) **“Relationship Framework”** – means the Relationship Framework for The City of Toronto and The Boards of Management for Association of Community Centres including the Board of Management for Applegrove Community Complex, as amended from time to time.
- (t) **“Special Resolution”** - means a resolution about the Corporation that is made by the Members and approved by not less than two-thirds (2/3) of the votes cast on that resolution; and
- (u) **“Telephonic or Electronic Means”** - means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer or computer networks.

In this Bylaw words in the singular include the plural and vice-versa.

Save as aforesaid, all the words and terms appearing in this Bylaw shall have the same definitions and application as in the Act.

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions in the Articles or the Act shall prevail.

Article 2. Head Office

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Toronto in the Province of Ontario.

Article 3. Structure

3.1 Non-Profit Corporation

In 1979, Applegrove was incorporated as a non-profit corporation under the provincial Corporations Act, incorporation number 417388. Applegrove is registered by Revenue Canada as charitable organization Number 10671 8943 RR0001 (previously Number 0570838-59).

3.2 Agency of the City of Toronto

The Board of the Corporation operates alongside the “Board of Management” which is a local and city board of the City of Toronto in accordance with the City of Toronto Act, 2006. The

authorities and governance structure for the Board of Management are set out in former City of Toronto Municipal Code, Chapter 25, Community and Recreation Centres, and the Relationship Framework for the Association of Community Centres adopted by Toronto City Council.

The Board of the Corporation and Board of Management will operate to ensure the Board of Management can effectively carry out the authorities delegated to it by City Council under Municipal Code Chapter 25 and the Relationship Framework.

Article 4. Conflict with Other Bylaws or Statutes

4.1 Municipal

If this Bylaw conflict with any municipal legislation or policy, the municipal legislation and policy will prevail.

4.2 Other Levels of Government

If this Bylaw or prevailing municipal legislation or policy conflict with legislation or policy of the provincial or federal governments, the provincial or federal legislation and policy will prevail.

Article 5. Membership

5.1 Eligibility

Membership in the Corporation shall be available only to Individuals who meet the following conditions, as determined at the sole discretion of the Board and which is not subject to review or appeal:

- (a) agree to further the purposes of the Corporation as contained in the Articles;
- (b) agree with the provisions in the Articles, Bylaws and Policies of the Corporation; and
- (c) additional qualifications, if any, as outlined in the Policies of the Corporation;

Employees of Applegrove Community Complex are not eligible to become Members.

5.2 Membership Categories

- (a) Catchment Membership
Any Individual residing within the Catchment Area may become a Catchment Member.
- (b) Non-Catchment Membership
Any other Individual may become a Non-Catchment Member.

5.3 Terms

The Board may establish the term of membership for Catchment Members and Non-Catchment Members and shall ensure the maintenance of up-to-date records of all Catchment and Non-Catchment Members in good standing, including maintaining evidence of Member application or renewal in accordance with Board policy.

5.4 Dues

The Board may require Members to pay membership dues and may determine the manner in which the dues are to be paid. The Board may waive fees for good cause. Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within two (2) calendar months of a membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

5.5 Responsibilities of Membership

Acceptance of membership in the Corporation will bind the Member to abide by the Bylaws and Policies of the Corporation and by decisions of its governing bodies.

5.6 Privileges of Membership

All Members of the Corporation shall have the right to receive notice of, attend, speak and participate at all Meetings of Members.

Catchment Members of the Corporation who are 18 years of age and over, except as otherwise restricted, will have the right to:

- except as specified in the Corporation's policies, participate in the activities of the Corporation's Committees and vote on all matters brought before those Committees of which they are members;
- nominate Individuals as Directors;
- vote in the election of Individuals as Directors subject to the processes and limitations set forth in the Bylaws; and
- cast one (1) vote on any and all matters brought before the Members at a Meeting of Members.

Non-Catchment Members of the Corporation who are 18 years of age and over, except as otherwise restricted, will have the right to:

- except as specified in the Corporation's policies, participate in the activities of the Corporation's Committees and vote on all matters brought before those Committees of which they are members;
- cast one (1) vote on matters brought before the Members at a Meeting of Members, with the exception of the election or removal of Individuals as Directors.

5.7 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member fails to pay membership dues, if any;
- (c) the Member ceases to maintain the qualifications for membership;

- (d) the Member resigns by delivering a written resignation to the Chair of the Board;
- (e) the Member is removed as a Member of the Corporation in accordance with section 5.8;
- (f) the Member's term of membership expires, if any; or
- (g) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a Committee Member, as applicable.

5.8 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, Bylaws, or 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; and
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The Chair or their delegate shall provide at least 15 days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair or their delegate in response to the notice received. In the event that no submissions are received by the Chair or their delegate, they may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received, the Board will consider such submissions and shall notify the Member concerning its final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal to the Corporation.

Article 6. Meetings of the Membership

6.1 Record Date

The Directors may fix a record date no more than 50 days before the day of an event or action to which notice relates for:

- (a) Determining Members entitled to receive notice of a Meeting of Members;
- (b) Determining Members eligible to vote at a Meeting of Members; or
- (c) Any other purpose as defined in the Act.

6.2 Annual Meeting

There will be an annual Meeting of Members between January 1 and June 30 as determined by the Board, however no later than 15 months following the preceding annual Meeting of Members. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing or reappointing the auditor and carrying out such other business as may properly be brought before the meeting or is required under the Act.

6.3 Notice of the Annual Meeting of Members

Notice of the annual Meeting of Members will be given to Members, to each Director and the auditor of the Corporation between fourteen (14) and fifty (50) calendar days in advance and in such manner as to ensure reasonable opportunity to receive such notice. Notice will include:

- (a) date and time of the meeting;
- (b) for meetings held in person, the location of the meeting;
- (c) for meetings held by Telephonic or Electronic Means, instructions for attending and participating and, if applicable, voting by such means;
- (d) availability of audited financial statements seven (7) days prior to the meeting upon request;
- (e) last date for which nominations of eligible candidates to the Board will be accepted;
- (f) intent to propose any amendments to the Bylaws; and
- (g) any other proposed business.

6.4 Special Meetings

A special Meeting of Members will be called upon

- (a) a motion passed by the Board to call a meeting of the membership; or
- (b) submission to the Board of a request for a special meeting signed by 3% of eligible adult Members stating the object of the proposed meeting. A meeting so requested will be held no later than six weeks after the date the request was submitted to the Board.

6.5 Notice of Special Meeting of Members

Notice of a special Meeting of Members will be given in the same manner as for the annual Meeting of Members at least fourteen (14) calendar days prior to the meeting. The only business to be carried out will be that for which the meeting is called.

Notice of a special Meeting of Members shall state:

- (a) the nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon; and
- (b) the text of any Special Resolution or Bylaw to be submitted to the meeting.

6.6 Special Business

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is special business except for the following which constitutes ordinary business:

- (a) consideration of the financial statements;
- (b) consideration of the audit or review engagement report, if any;
- (c) 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; and
- (e) appointment or reappointment of the auditor.

6.7 Quorum

The presence of 20 eligible adult Members will constitute a quorum at any Meeting of Members. Notwithstanding the foregoing, should the election of Directors be occurring at a Meeting of Members, quorum will only be met if 20 Catchment Members over the age of 18 are present. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. 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 but may not transact any other business.

6.8 Place of Meetings

Meetings of Members may be held in person at any place within the City of Toronto, as the Board may determine.

Meetings of Members may be held entirely by Telephonic or Electronic Means or by any combination of in-person attendance and by one or more Telephonic or Electronic Means, as the Board may determine. A Meeting of Members held in such a manner must enable all persons entitled to attend the meeting to reasonably participate and must provide that all persons attending the meeting are able to communicate adequately with each other.

6.9 Chairperson of the Meeting

The chairperson of a Meeting of Members shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

6.10 Voting

(a) Right to Vote

At any Meeting of Members, only adult Members in good standing at least thirty (30) days prior to the date of the meeting, will be entitled to cast a vote, subject to the provisions of the Act

and to Section 5.6 of this Bylaw. Subject to Section 5.6 of this Bylaw, each Member will have one vote and such a vote will be given in person and not by proxy.

(b) Votes to Govern

Subject to Section 5.6 of this Bylaw, at any Meetings of Members questions shall be determined by a majority of the votes cast on the question by all membership classes. A tie vote will result in the matter failing/not being adopted.

(c) Motions from the Floor

In the case of voting for the election of Directors, if there are more nominations than the number of vacancies, voting will be by secret ballot and only adult Catchment Members will receive ballots and may vote.

(d) Show of Hands

All questions at a Meeting of Members shall be decided by a show of hands or equivalent electronic method unless a ballot has been required by the chairperson of the meeting or demanded by a Member who is present and entitled to vote. After a show of hands has been taken, the chairperson or any Member present entitled to vote, may demand a ballot thereon. Unless a ballot is demanded, declaration by the chairperson as to whether or not the question or motion has been carried and an entry to that effect in the minutes 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 question. The result of the vote so taken and declared shall be the decision of the Corporation on the question.

(e) Voting by Ballot

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken thereon, the chairperson of the meeting or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chairperson shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

6.11 Resolution in Lieu of Meeting

Subject to the provisions of the Act, 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.

6.12 Meetings Held by Electronic Means

Subject to the provisions of the Act, any person entitled to attend a Meeting of Members may participate by Telephonic or Electronic Means only if these means are made available by the Corporation. A person participating in such a meeting by such means is deemed for the purposes of the Act and these by-laws to be present at the meeting.

6.13 Adjournment

Subject to the provisions of the Act, the chairperson of any Meeting of Members may with the consent of the meeting adjourn the meeting to a fixed time and place and no notice of

adjournment need be given to the Members provided that the meeting is adjourned for less than thirty (30) days. If a meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice shall be in the manner as if it is an original meeting.

Article 7. Board of Directors

7.1 Composition of the Board

The number of directors shall be determined from time to time by a Special Resolution at a Meeting of Members duly called for the purpose of determine the number of directors to be elected to the Board or, if a Special Resolution empowers the directors to determine the number, by resolution of the directors. The Board will be composed as follows:

- (a) Nine (9) persons, the majority of whom live in the Catchment Area. These will generally be known as the Community Directors. A Director who moves outside of the Catchment Area during their term of office may retain office until the expiration of their term.
- (b) One City Councillor will be appointed by City Council to the Board of Management, and if they so choose and meet all qualifications of Directors, may be an Ex Officio Director with all responsibilities and privileges thereto.
- (c) The Toronto District School Board (TDSB) may nominate one person for appointment to the Board of Management, who once appointed and if they so choose and meet all qualifications of Directors, may be an Ex Officio Director with all responsibilities and privileges thereto.

All Directors must be Individuals who:

- (a) are at least eighteen (18) years of age;
- (b) are a member of, or have been nominated for appointment to the Board of Management;
- (c) have not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (d) have not been found to be incapable by any court in Canada or elsewhere;
- (e) do not have the status of bankrupt;
- (f) are not an ineligible Individual as defined in the Income Tax Act (Canada); and
- (g) meet additional qualifications set out in the policies of the Corporation.

Community Directors must be Individuals who:

- (h) are Members of Applegrove (or become Members within 10 days after election);
- (i) meet eligibility criteria for the Board of Management:
 - reside in the City;

- not an employee of the City of Toronto nor of any of its Agencies, Boards, Commissions or Corporations;
- not the spouse, child or parent of a Member of Council; and
- not serving on another City Agency, Board, Commission, or Corporation except they can be a member of a Business Improvement Area.

Directors are required to maintain this status throughout their term of office.

7.2 Election

At the annual Meeting of Members, adult Catchment Members will elect Community Directors to the Board of Directors. Ex Officio Directors automatically serve as Directors as a result of their office. They are not elected and their appointment does not need to be approved by the Members.

7.3 Nomination

Subject to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Community Directors of the Corporation:

- by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporation that may be in place; or
- by or at the direction or request of one or more Members pursuant to a proposal or a requisition of the Members made in accordance with the Act.

(a) Proper Written Form

A nominating Member's notice to the Secretary of the Corporation or their designate must include:

- the name, address, occupation of the nominee and any other information confirming that the person meets all qualification requirements of Directors; and
- the name and address of the nominating Member and confirmation that the person has the right to vote at the Meeting of Members where election is to be held.

The Corporation may also require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Community Director of the Corporation.

(b) Eligibility

No person shall be eligible for election as a Community Director of the Corporation unless nominated in accordance with the provisions of this Section. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.

(c) Delivery of Notice

Notwithstanding any other provision of this Bylaw, notice given to the Secretary of the Corporation or their designate pursuant to this Section may only be given by personal delivery or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice).

If the number of nominees is insufficient to fill the number of vacancies, or at the chairperson's discretion, the chairperson may request nominations from eligible voters at the annual Meeting of Members.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

The eligible nominees with the highest number of votes in an election conducted by secret ballot at the annual Meeting of Members will be forwarded to City Council for appointment to the Board of Management.

7.4 Term of Office

The term of office for Community Directors will be two (2) years. Terms should be staggered so that in alternating years the terms of either four (4) or five (5) Community Directors will expire at the annual Meeting of Members.

Terms exist independently of the Individual filling them. Terms expire upon the dissolution or adjournment of the meeting at which a successor is elected.

The term of office for the City and Toronto District School Board appointees to the Board of Management will be determined by Toronto City Council. Their term of office on the Board of Directors shall not exceed four (4) years. The City and Toronto District School Board appointees may serve multiple consecutive terms as a Director.

Directors, with exception of City and Toronto District School Board appointees, continue to serve past the expiration of their term until their successors have been appointed to the Board of Management by the City, except if the Director ceases to be qualified, is removed, dies, or becomes incapacitated.

Any retiring Community Directors will be eligible for re-election if otherwise qualified, but should not serve more than four consecutive two-year terms. Directors who have served four (4) consecutive two-year terms will be eligible for nomination as of the first annual Meeting of Members that follows their departure from the Board.

7.5 Resignation

A Director may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

7.6 Removal

The Members may, by Ordinary Resolution at a Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Community Director from office before the expiration of the Community Director's Term. The Members may, by a majority of the votes cast at the meeting, elect an Individual to serve as Community Director for the balance of the term of the Community Director who was removed.

An Ex Officio Director can be removed only if:

- (a) the person is removed from the office or position which allows them to be a Director, or
- (b) the Ex Officio position is removed from the Corporation's governing documents.

Three consecutive absences, or missing half the meetings in a year, may be grounds for the Chair to recommend removal of a Director.

7.7 Vacation of Office

A Director ceases to hold office when the Director does not execute a consent to serve; dies; resigns; is removed from office in accordance with this Bylaw; or becomes disqualified to serve as a Director.

7.8 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors then in office may appoint a qualified person to serve for the remainder of the 2-year term for Community Directors. If there is not a quorum of directors, the Directors in office shall call a special Meeting of Members to fill the vacancy, and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. Notwithstanding the foregoing, a vacancy among the Directors is not required to be filled if the vacancy results from an increase in the number or the minimum number of Directors provided for in the Articles or from a failure to elect that increased number or minimum number of Directors.

7.9 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing their duties.

7.10 Conflict of Interest

Every Director or Officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or

transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of Directors the nature and extent of such Individual's interest at the time and in the manner required by the Act.

Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract would ordinarily not require approval by the Board or the Members. A Director disclosing such an interest shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the same except as provided by the Act.

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of the foregoing, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect interest, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which the Director shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

7.11 Confidentiality

Every Director, Officer, Committee Member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

7.12 Place of Meetings

Meetings of the Board may be held in person at any place within The City of Toronto, as the Board may determine.

A Director may participate in a Board meeting, by means of a 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.

7.13 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

7.14 Notice of Meetings

Notice for a meeting of the Board shall be given in the manner provided in Section 6.3(a) – 6.3(c) of this Bylaw to every Director of the Corporation not less than 48 hours before the time

when the meeting is to be held. 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 a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. A Director may waive notice of a Board meeting, and their attendance at a Board meeting is a waiver of notice, except if the Director objects to the holding of the meeting.

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted at the meeting to be specified.

7.15 Quorum

A quorum for Board meetings will be a majority of the minimum number of Directors specified in this Bylaw, notwithstanding any vacant positions. For the purpose of quorum, a Director may be present in person, or by Telephonic or Electronic Means. No person shall act for an absent Director at a Board meeting.

7.16 Chairperson

The chairperson of Board meetings shall be the Chair of the Board, or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Directors who are present shall choose another Director present to chair the meeting.

7.17 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. A tie vote will result in the matter failing/not being adopted.

7.18 Dissent at Meeting

Subject to the Act, a Director present at a Board meeting or a meeting of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless they have confirmed their dissent in a manner pursuant to the Act.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented unless, within seven (7) days after becoming aware of the resolution or action, the Director has requested that their dissent be placed with the minutes of the meeting or has submitted their dissent to the Corporation in such manner required by the Act.

7.19 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting

of Directors or Committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or Committee of Directors.

7.20 Delegation

Subject to the limitations on delegation set out in the Act, Directors may appoint from their number a Committee of Directors and delegate to them any of the powers of the Directors. Unless otherwise determined by the Board and subject to the Act, each Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to regulate its procedure.

There are seven powers that cannot be delegated by the Board:

- (a) Submit questions to Members for their approval
- (b) Appoint a Director, auditor, or financial reviewer
- (c) Appoint additional Directors of the Corporation
- (d) Issue bonds and other debt obligations unless authorized by the Board
- (e) Approve financial statements of the Corporation
- (f) Change bylaws of the Corporation
- (g) Create or change Member dues

Article 8. Protection of Directors and Officers

8.1 Duties of Directors and Officers

Every Director and Officer 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 exercise 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 Regulations, Articles, By-laws and policies of the Corporation.

8.2 Limitation of Liability

Every Director and Officer of the Corporation, in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

8.3 Indemnification of Directors and Officers.

Subject to the provisions of the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or a person 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 the Individual in respect of any civil, criminal or administrative action or proceeding to which the Individual is made a party by reason of being or having been a Director or Officer of such Corporation or other entity if:

- (a) the Individual acted honestly and in good faith with a view to the best interests of the Corporation;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Individual had reasonable grounds for believing that their conduct was lawful; and
- (c) the Individual 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.

8.4 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

Article 9. Officers

9.1 Appointment

Subject to the provisions of the Act or the Articles, the Board may from time to time appoint a Chair, a Vice-Chair, a Secretary, a Treasurer, an Executive Director and such other Officers as the Board may determine. The Board may specify the duties of and, in accordance with this by-law and subject to the limitation on delegation set out in the Act, delegate to such Officers powers to manage the business and affairs of the Corporation. Save for the Executive Director, all Officers are required to be Directors. Save for the Chair of the Board and Executive Director, one person may hold more than one office.

Subject to the provisions of the Act or the Articles, the offices of the Corporation shall have the duties and powers that the Board may specify from time to time.

9.2 Variation of Duties

From time to time and subject to the provisions of the Act, the Board may vary, add to or limit the powers and duties of any Officer.

9.3 Term of Office

Officers who are not employees of the Corporation shall hold their position for a maximum of four (4) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy

during the year, until the first meeting of the Board immediately following the annual meeting. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

9.4 Absence or Vacancy in Office

The Board may remove any person from an office at any time by a motion passed by a majority vote of the Board. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the officer's successor is appointed, the officer resigns, the officer ceases to be a Director (if a necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

In the event of the absence of an Officer, the Board may delegate the powers and duties of such Officer to any other member of the Board until the return to duty of the incumbent Officer.

9.5 Remuneration of Officers

No Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, Committee Member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, Committee Member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

9.6 Agents and Attorneys

Subject to the Bylaws, the Board may authorize any officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

9.7 Conflict of Interest

An Officer shall disclose their interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 7.10 of these Bylaws.

Article 10. 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 Committee Member may be removed a majority vote of the Board. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.

Article 11. Finance and Execution of Documents

11.1 Policies to Meet Board Standards or Approval

- (a) The Corporation shall adopt and maintain policies, which cover:
 - Procurement of goods and services;
 - Signing authorities;
 - Cheque and electronic funds transfer authorities;
 - Authority to conduct other banking transactions; and
 - Authority to conduct transactions related to investments.
- (b) These policies shall consider and be aligned with City bylaws and policies covering these areas.
- (c) If the Board has approved a matter or action in respect of which a document must be signed on behalf of the Board, designated Officers of the Board are authorised and directed to sign all necessary documents to carry out the Board's approval in accordance with policy.

11.2 Fiscal Year

The Corporation's fiscal year will end on the last day of December in each year.

Article 12. Amendments to the Articles of Incorporation and Bylaws

12.1 Amendments to the Articles

In accordance with Act, a Special Resolution of the Members is required to amend the Articles.

12.2 Amendment of Bylaws

Subject to the Act, the Board may from time to time enact Bylaws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by Bylaw amend, repeal or re-enact the Bylaws but no Bylaw shall be effective until sanctioned by a Special Resolution of the Members.

A Meeting of Members may be called to propose an amendment to the Bylaws.

Upon the enactment of this Bylaw, the present bylaw, which was adopted at a Special Meeting of the Members called for the purpose of adopting new bylaws on [●], any and all prior forms of the Corporation's bylaws become null and void and are of no further effect.

ENACTED on the 23 day of September, 2024.

Secretary

Chair