

BY-LAW NO. 1

By-Law No. 1 Relating Generally to the Conduct of the Affairs of Workplace Safety North (the “Corporation”)

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

1.00 INTERPRETATION

- 1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:
- .01 the singular includes the plural;
 - .02 a reference to one gender includes all genders;
 - .03 “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, and the regulations enacted pursuant to it and any statutes or regulations that may be substituted therefor, as from time to time amended;
 - .04 “Annual General Meeting” means an annual meeting of the Members;
 - .05 “Board” means the Board of Directors of the Corporation;
 - .06 “by-laws” means this by-law and all other by-laws and special by-laws of the Corporation that are in force and effect;
 - .07 “CEO” means Chief Executive Officer;
 - .08 “Chair” means the Chair of the Board of the Corporation;
 - .09 “Corporation” means the Corporation incorporated under the Act by Letters Patent and named Workplace Safety North;
 - .10 “Director” means a member of the Board of Directors of the Corporation as outlined in Section 3.00; “documents” include deeds, mortgage, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings;
 - .11 “Officers” mean the persons who hold the offices enumerated in Section 4.01;
 - .12 “Governing Policies” means the Workplace Safety North Board Governance Policy Manual, as may be amended by the Board from time to time.
 - .13 “Letters Patent” means the letters patent incorporating the Corporation, or as amended by supplementary letters patent, articles of amendment and any restated articles of incorporation;
 - .14 “Meeting of Members” includes an Annual General Meeting of Members and a Special Meeting of Members;
 - .15 “Members” means the Members of the Corporation, and “Member” means any one (1)

Member of the Corporation;

- .16 “Officer” means an officer of the Corporation elected or appointed in accordance with Section 4.00;
- .17 “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- .18 “persons” include individuals, corporations, partnerships, trusts, unincorporated organizations, and any number or aggregate of persons;
- .19 “Special Meeting” means a meeting of Members other than an Annual Meeting;
- .20 “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- .21 “WSIB” means the *Workplace Safety and Insurance Board* (Ontario).

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

2.00 REGISTERED OFFICE

2.01 The Registered Office of the Corporation shall be in the City of North Bay, in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the Registered Office is from time to time situated as the Directors of the Corporation may from time to time by resolution fix.

3.00 BOARD

3.01 Until changed by Special Resolution approved by the Members, the number of Directors within the minimum and maximum numbers provided for in the articles of restatement, shall be twelve (12) elected in accordance with Section 5.00 and one (1) ex-officio Director where a CEO is appointed, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner.

3.02 **Elected Directors.** Subject to the qualifications in Sections 3.04, 3.05 and 3.06, all Directors shall be elected in the manner set out in Section 5.00.

3.03 **Ex-Officio Directors.** There shall be no Ex-officio Directors.

3.04 **Qualifications.** Each Director shall:

- .01 be at the date of their election, appointment pursuant to Section 3.08 and thereafter remain throughout their term, a Member of the Corporation;
- .02 be at least eighteen (18) years of age;
- .03 not be an undischarged bankrupt;
- .04 be and remain in compliance with the Corporation’s Code of Ethics and the Conflict of Interest Policy;
- .05 not have been removed as a Director in accordance with Section 3.09 in the preceding six years; and
- .06 fulfill the competency requirements for Board membership as determined and set out

by the Governance and Strategic Planning Committee's Nominating Committee.

- 3.05 In addition to the qualifications set out in Section 3.04, to reflect the Corporation's intent to ensure that the Directors maintain sufficient expertise and experience from the Corporation's Stakeholders and primary geography served, as amended from time to time by the Chief Prevention Officer of the Ministry of Labour, Immigration, Training and Skills Development, Directors shall represent one of the following groups:
- .01 stakeholder worker;
 - .02 stakeholder management; and/or
 - .03 those individuals that have experience in one or more of the following areas such as:
 - i. financial/accounting;
 - ii. legal;
 - iii. human resources;
 - iv. information technology;
 - v. serving on not-for-profit boards;
 - vi. government relations;
 - vii. occupational health and safety;
 - viii. public relations.
- 3.06 Notwithstanding Section 3.05, if the Corporation is unable to recruit an individual to satisfy a particular qualification set out in Section 3.05 for a particular election or appointment, then, upon a resolution passed by the unanimous approval of the Board, such qualification shall not apply with respect to such election or appointment, provided that a minimum of two (2) management and two (2) non-management worker representatives is maintained.
- 3.07 **Vacancy of Office.** The office of a Director shall be vacated upon the occurrence of any of the following events:
- .01 if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - .02 if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - .03 if by notice in writing to the Corporation the Director resigns from the Corporation's office, 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;
 - .04 if the Director dies;
 - .05 if the Director is not in compliance with the Corporation's Code of Ethics and the Conflict of Interest Policy;
 - .06 if a Director fails to attend three (3) successive meetings of the Board without leave of the remaining Board; or
 - .07 if the Director is removed from office by the Members, in accordance with Section 3.09.

- 3.08 **Vacancies.** So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors, if they see fit to do so; otherwise, such vacancy shall be filled at the next meeting of Members, and any Director appointed to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy. If no quorum of Directors exists, the remaining Directors shall forthwith call a Special Meeting to fill the vacancies on the Board.
- 3.09 **Removal of Directors.** The Members entitled to vote may, by an Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of their term of office, and may, by an Ordinary Resolution, elect any person in their stead for the remainder of their term.
- Should allegations of impropriety be levied against a Director, that Director shall be suspended pending investigation and decision by the Members at a Special Meeting called for that purpose.
- 3.10 **Quorum.** A quorum for the transaction of business at meetings of the Board shall be the next whole number that is greater than fifty-one percent (51%) of the Directors of the properly constituted Board.
- 3.11 **Meetings.** Meetings of the Board may be held at any place designated in the notice calling the meeting. Meetings of the Board may be called by the Chair, Vice-Chair, or the Secretary or any two (2) Directors.
- 3.12 **Notice.** Subject to the provisions of Section 3.13, notice of Board meetings shall be delivered, mailed or sent by telephone transmission of a facsimile of the notice or by another form of electronic transmission where there is a record that the notice has been sent, to each Director not less than fifteen (15) days before the meeting is to take place, except in emergency circumstances when notice of a Board meeting may be given as aforesaid to each Director not less than two (2) days before the meeting is to take place. Inability to contact a Director in such circumstances shall not invalidate such notice. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 3.13 **Adjournment.** Any meeting of Directors may be adjourned from time to time by the Chair of the meeting, with the consent of the Directors, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form a quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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 calling the same.

- 3.14 **Regular Meetings.** The Board may appoint one (1) or more days in each year for regular meetings of the Board at a place and time named, and a copy of any resolution of the Board fixing the time and place of regular meetings of the Board shall be sent to the Directors forthwith after being passed, but no further notice of the regular meetings need be given. The Board shall hold a meeting immediately following the Annual General Meeting of the Corporation for the purpose of organization, the electing and appointing of Officers and the transaction of any other business.
- 3.15 **Voting.** Motions arising at any meeting of the Board shall be decided by a majority of the votes cast by Directors who are present at such meeting. Each Director shall have one (1) vote. At all meetings of the Board, every motion shall be decided by a show of hands unless a poll on the motion is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 3.16 **Dissent.** Pursuant to section 45 of the Act, a Director who is present at a meeting is deemed to have consented to any resolution passed or action taken unless:
- (a) the Director's dissent is entered in the minutes of the meeting;
 - (b) the Director requests that their dissent be entered in the minutes;
 - (c) the Director gives their dissent to the secretary of the meeting before the meeting is terminated;
 - (d) the Director submits their dissent immediately after the meeting is terminated to the Corporation.

A Director who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

- (a) registers their dissent with the minutes of the meeting; or
 - (b) submits their dissent to the Corporation.
- 3.17 **Remuneration of Directors.** The Directors of the Corporation shall serve as directors without remuneration, provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of his/her duties and the performance of any other activities for which reimbursement of reasonable expenses has been authorized by the Board. These expenses shall be expenses of the Corporation. The provision of Director's and Officer's liability insurance shall not be considered remuneration.
- 3.18 **Indemnities to Directors and Officers.** Every Director and Officer and the heirs, executors and administrators, and estate and effects, respectively, of such Directors and Officers shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- .01 all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of such office provided that he/she acted in good faith and the

same was not occasioned by his/her own willful neglect or default; and

.02 all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own willful neglect or default.

- 3.19 **Protection of Directors and Officers.** No Directors or Officers of the Corporation 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 act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.
- 3.20 **Insurance.** Subject to applicable law, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.
- 3.21 **Responsibility for Acts.** The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.
- 3.22 **Others Present.** The CEO and such others as the Board may by resolution determine, may be invited to attend and to speak at meetings of the Board, but shall not be entitled to vote thereat.
- 3.23 **Distribution of Minutes.** Minutes of meetings of the Board shall be prepared as promptly as possible and be distributed to all Directors in good standing.
- 3.24 **Participation in meetings by electronic means.** A Director may, if all the Directors of the Corporation assent, participate in a meeting of the Board or of a committee of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating in a meeting using such a method is deemed to be present at the meeting.
- 3.25 **Resolutions in Lieu of Meeting.** A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.
- 3.26 **Chair.** The Chair, in their absence, the Vice-Chair, in their absence, another Director selected from the Directors present, shall chair all Board meetings. The Chair shall not have a second or casting vote.

4.00 **OFFICERS**

4.01 **Appointment.** The Board shall every two years and more often as may be required:

- .01 elect a Chair from among themselves;
- .02 subject to Section 4.04, elect a President from among themselves;
- .03 elect a Vice-Chair from among themselves;
- .04 appoint a Secretary; and
- .05 appoint a Treasurer.

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- i. the Officer's resignation,
- ii. the appointment of the Officer's successor,
- iii. the Officer ceasing to be a Director or Member of the Corporation if such is a necessary qualification of appointment, and
- iv. the meeting at which the Directors annually appoint the Officers of the Corporation.

4.02 **Consideration and Term:**

- .01 The Board's election and appointment of Officers shall take into account the duties of the office for which the election or appointment is being made and the skills and experience of the person seeking election or appointment, as applicable, as an Officer. All Officers may serve more than one (1) Officer's term if otherwise qualified.
- .02 The term of the Chair and the Vice-Chair shall not exceed two years.

4.03 **Duties of Officers**

- .01 The duties of the Chair are, subject to Special Resolution of the Directors, to:
 - i. preside at Annual General Meetings and Special Meetings and meetings of the Board;
 - ii. in circumstances where it is impossible or inappropriate to exercise the powers and discharge the duties of their office, delegate such powers and duties to the Vice-Chair or failing that to the Secretary; and
 - iii. perform such other duties as may be assigned to them by the Board.
- .02 The duties of the Vice-Chair are to:
 - i. exercise the powers of and discharge the duties of the Chair in the Chair's absence until such time as the Chair resumes the duties of the office of Chair; or
 - ii. if the Chair is unable to resume those duties, until the Board elects a new Chair in accordance with Section 4.09, to complete the Chair's original Term of office.
- .03 The duties of the Secretary are to:
 - i. attend all meetings of the Board and Board Committees and ensure a record is made of all facts and minutes of all proceedings in the books kept for that

purpose;

- ii. give all notices required to be given to Members and to Directors;
- iii. be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which they shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution; and
- iv. perform such other duties as may be determined by the Board.

.04 The duties of the Treasurer are to:

- i. ensure full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account and that all moneys or other valuable effects in the name and to the credit of the Corporation are deposited in such bank or banks as may be designated by the Board;
- ii. ensure disbursement of the funds of the Corporation under the direction of the Board, taking proper vouchers thereof;
- iii. render to the Board at the regular meetings thereof or whenever required of him/her, an account of all their transactions as Treasurer, and of the financial position of the Corporation; and
- iv. perform such other duties as may be determined by the Board.

.05 The duties of the President are those attributed to the President in the Act and such other duties as may be determined by the Board from time to time.

4.04 **Chief Executive Officer.** The Board may also hire and appoint a CEO as an Officer Where a CEO is appointed: (i) the Board shall also appoint such CEO as the President; and (ii) such CEO shall supervise the affairs and operations of the Corporation, act as the public spokesperson for the Corporation, sign all documents requiring their signature and have the other powers and duties as prescribed by the Board or incident to their office.

4.05 **Multiple Offices.** No person may hold more than one (1) office, except the CEO.

4.06 **Other Officers.** The Board may appoint other Officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe) as it considers necessary, and all Officers shall have the authority and perform the duties as prescribed by the Board. The Board may also remove at its pleasure any such Officer or agent of the Corporation. The duties of all other Officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

4.07 **Remuneration and removal of Officers.** The Officers who also serve as Directors shall serve as Directors and Officers without remuneration provided that such Director or Officer may be paid reasonable expenses incurred through the performance of duties. The remuneration of all Officers elected or appointed by the Board who do not also serve as Directors shall be determined from time to time by resolution of the Board. The fact that any Officer or employee is a Member of the Corporation shall not disqualify the person from receiving such remuneration as an Officer or employee as may be determined. All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time,

with or without cause.

4.08 **Duties and Officers may be delegated.** In case of the absence or inability to act of any Officer or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

4.09 **Vacancies.** If the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall, in the case of the President, the Chair, and the Vice-Chair elect from among themselves a person to fill such vacancy and in the case of the Secretary or the Treasurer appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

5.00 ELECTION OF BOARD

5.01 **Election of Directors and Term.** Subject to the provisions of the Act, Directors shall be elected for a term of three (3) years by Members entitled to vote at a meeting of the Members.

5.02 **Limit on number of terms.** No Director may be elected for more than three (3) consecutive full terms. For certainty, this restriction does not apply to ex officio Directors. For the sake of clarity, a Director who has reached the Term Limit shall be eligible to be elected as a Director after an absence from the Board of two years.

5.03 **Terms of Office.** The Directors shall be elected and shall retire in rotation, in such a way that there is continuity on the Board. At each Annual General Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term from the date of their election until the third Annual General Meeting of Members thereafter. If Directors are not elected at a meeting of Members, the incumbent Directors may continue in office until their successors are elected.

5.04 **Re-Election.** A Director, if otherwise qualified, is eligible for re-election, subject to Section 5.01, 5.02 and 5.03.

5.05 **Nominations.** Candidates for the office of Director shall be the slate of candidates for office presented by the Nominating and Recruitment Committee. Members may also submit nominations to the Nominating and Recruitment Committee, provided that such nominations be submitted to the Nominating and Recruitment Committee for its consideration not later than 60 days prior to the meeting of the Members. Notwithstanding the foregoing, nothing in the by-laws shall preclude nominations being made by Members at a meeting of Members.

5.06 **Election Method.** Where:

- .01 the number of candidates recommended for election is equal to the number of board positions to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates to the Board; and
- .02 the number of candidates recommended for election is greater than the number of board positions to be filled, the election shall be by ballot.

5.07 **Forms.** The Board shall prescribe the form of nomination paper and the form of ballot.

6.00 MEMBERSHIP

6.01 **Membership.** The Members shall be comprised of:

- .01 Stakeholders; and

.02 those individuals who are from time to time the Directors.

- 6.02 **Stakeholders.** Stakeholders shall be those employers who contribute to WSIB under the Workplace Safety and Insurance Act (WSIA), as amended and replaced from time to time, and designated from time to time by the Chief Prevention Officer of the Ministry of Labour, Immigration, Training and Skills Development in writing as employers to be serviced by the Corporation. Each Stakeholder shall be represented at Members' meetings by two (2) individuals: one (1) representing management; and one (1) representing non-management workers, designated by that Stakeholder.
- 6.03 **Directors.** Upon becoming a Director of the Corporation, the Director shall automatically be a Member during the period such person serves as a Director of the Corporation.
- 6.04 **Entitlement.** Members shall be entitled to:
- .01 receive notice of any Meeting of Members;
 - .02 in the case of each Stakeholder, exercise one vote by the individual representing management; and one vote by the individual representing non-management workers;
 - .03 in the case of Directors, exercise one vote at Members' meetings; and
 - .04 receive a copy of the Annual Financial Statements.
- 6.05 **Resignation.** Members may resign by resignation in writing, which shall be effective upon receipt by the Board. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance by the Corporation.
- 6.06 **Termination of Membership.** The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when the person's period of membership expires (if any) or when the person ceases to be a Member by resignation or otherwise in accordance with the by-laws.
- 6.07 **Liability of Members.** Members shall not, as such, be held answerable or responsible for any act, default, obligation, or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter, or thing relating to or connected with the Corporation.
- 6.08 **Annual General Meeting.** The Annual General Meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:
- .01 Presenting the financial statements and the report of the auditor;
 - .02 electing such Directors as are to be elected at such Annual General Meeting;
 - .03 appointing the auditor and fixing or authorizing the Board to fix his/her remuneration; and
 - .04 the transaction of any other business properly brought before the meeting.
- 6.09 **Special Meeting.** The Board may at any time call a Special Meeting for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A Special Meeting may also be called by the Members as provided in the Act. In addition, the Board shall call a Special Meeting of Members upon the deposit, at the Registered Office of the Corporation, of a written requisition signed by not less than one-tenth (1/10th) of the Members. Such

requisition shall set out the general nature of the business to be presented at the requisite meeting. In the event the Board does not call the meeting within twenty-one (21) days from the date of deposit of such requisition, any one of the Members who signed such requisition may call such meeting, which shall be held within sixty (60) days from the date of the deposit of the requisition.

- 6.10 **Notice of Meetings.** Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be delivered, sent by prepaid mail to the last address of the addressee shown on the Corporation's records or by telephone transmission of a facsimile of the notice or by another form of electronic transmission where there is a record that the notice has been sent, at least ten (10) days and not more than fifty (50) days before the date of the meeting to each Member (and in the case of an Annual General Meeting to the auditor of the Corporation).
- 6.11 **Quorum.** A quorum for the transaction of business at meetings of Members shall be the smallest whole number that is not less than twelve (12) Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
- 6.12 **Voting by Members.** Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all motions proposed for consideration at a meeting of Members shall be determined by an Ordinary Resolution approved by Members present at such meeting of Members. In the case of an equality of votes, the Chair presiding at the meeting shall not be entitled to have a second or casting vote, and the motion shall be defeated.
- 6.13 **Proxies.** Voting by proxy is not permitted at a meeting of the Members.
- 6.14 **Show of Hands.** At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a ballot is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, present in person, shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question unless a ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 6.15 **Chair.** The Chair, or in the absence of the Chair, the Vice Chair who is a Director shall preside as Chair at a meeting of Members. In the absence of the Chair or the Vice-Chair, the Members entitled to vote who are present at any meeting of Members shall choose another Director as Chair of the meeting of Members, and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose one
(1) of their number to be Chair of the meeting of the Members. The Chair shall not have a second or casting vote.
- 6.16 **Ballots.** Prior to the chair of the meeting calling for a vote on a question, a Member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. The result of the vote by ballot shall be the decision of the Members upon the said question.

6.17 **Adjournments.** Any meeting of Members may be adjourned to any time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

6.18 **Resolutions in Lieu of Meeting.** A resolution in writing signed by all of 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.

7.00 STANDING COMMITTEES, AD HOC COMMITTEES AND SUB-COMMITTEES, AND ADVISORY COUNCILS

7.01 The Board shall appoint the following standing Committees of the Board:

- .01 Governance and Strategic Planning;
- .02 Finance and Audit;
- .03 Human Resources and Legal;
- .04 Nominating and Recruitment; and
- .05 such other Committees as the Board may approve.

7.02 The functions of the Governance and Strategic Planning, Audit and Finance, Human Resources and Legal, Nominating and Recruitment and such other Committees as the Board may approve, are those that are delegated in writing by the Board and/or are stated under the Terms of Reference or the Governing Policies.

7.03 The Board may establish and constitute such additional standing Committees, ad hoc Committees, external advisory bodies, and sub-Committees to standing Committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit.

7.04 Committees of the Board may establish and constitute sub-Committees and external advisory bodies, as required, subject to the approval of the Board.

7.05 Appointments to Committees shall be made in accordance with the terms of the Governing Policies of the Corporation and these By-laws. Committee Members shall be appointed by the Board from among the Members and Directors as defined herein and shall hold their office at the will of the Board. The Board shall determine the powers and duties of such Committees.

7.06 The Corporation may establish advisory councils to serve as a forum providing sector-specific expertise. The terms of the reference for the advisory councils shall be as determined by the Board and shall be included in the Governing Policies.

8.00 EXECUTION OF DOCUMENTS

8.01 **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 such Officer or Officers, or person or persons, whether or not Officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

8.02 **Execution of Documents.** Documents requiring execution by the Corporation must be signed by any two (2) Officers or Directors of the Corporation, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may 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.

- 8.03 **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.

9.00 BANKING ARRANGEMENTS

- 9.01 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:
- 9.02 Operate the Corporation's accounts with the banker;
- .01 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;
 - .02 issue receipts for and orders relating to any property of the Corporation;
 - .03 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - .04 authorize any Officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.
- 9.03 **Deposit of Securities.** The securities of the Corporation shall be deposited for safekeeping with one (1) or more bankers, trust companies, or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, 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 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.

10.00 BORROWING BY THE CORPORATION

- 10.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:
- .01 borrow money on the credit of the Corporation;
 - .02 issue, sell or pledge securities of the Corporation; or
 - .03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating

expenses.

- 10.02 The Board may authorize any Director, Officer or 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.

11.00 FINANCIAL YEAR

- 11.01 The financial year of the Corporation shall terminate on March 31st each year or on such other date as the Board may by resolution determine.

12.00 NOTICE

- 12.01 **Computation of Time.** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included, and the date of the meeting of other event is excluded.
- 12.02 **Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

13.00 BY-LAWS AND AMENDMENTS, ETC.

- 13.01 **Enactment.** The Directors may by resolution make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in section 103 (1) (g), (k) or (l) of the Act which can only become effective when approved by the Members. For greater clarity, the matters set out in those sections are as follows:

- (g) add, change, or remove a provision respecting the transfer of a membership;
- (k) change the manner of giving notice to members entitled to vote at a meeting of members;
- (l) change the method of voting by members not in attendance at a meeting of the members

The Directors shall submit the by-law, amendment, or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.

- 13.02 **Effect of Repeal of By-laws.** The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, officers of the Corporation and other persons acting under any By-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-law.
- 13.03 **Review.** By-laws of the Corporation shall be reviewed annually and amended as approved by

the Members.

14.00 EFFECTIVE DATE

14.01 This by-law shall come into force without further formality upon its enactment.

ENACTED as By-law No. 1 by the Directors of the Corporation on the **25th day of March 2025**.



Derek Budge

Chair



Mike Parent

Secretary

The foregoing By-law No. 1 was enacted by the Directors of the Corporation on **March 25, 2025**, and confirmed, subject to certain variations, by the unanimous affirmative vote of all Members entitled to vote on the **2nd day of October 2025**.



Derek Budge

Chair



Mike Parent

Secretary