

AIDS COMMITTEE OF WINDSOR (“the ACW”)

BY-LAW NUMBER FOUR

Approved and Effective as of:

June 26, 2007

TABLE OF CONTENTS

	Page
1. INTERPRETATION	1
1.1. Meaning of Words	1
2. ORGANIZATIONAL MATTERS	2
2.1. Head Office	2
2.2. Corporate Seal	2
2.3. Financial Year	2
2.4. Banking Arrangements	2
2.5. Execution of Instruments	2
2.6. Authorization by Board Resolution	2
3. BOARD OF DIRECTORS	3
3.1. Number of Directors	3
3.2. Qualifications	3
3.3. Election and Term	3
3.4. HIV Positive Directors	4
3.5. Removal by Members	4
3.6. Vacation of Office	4
3.7. Filling Vacancies	5
4. QUORUM AND MEETINGS	5
4.1. Place of Meetings	5
4.2. Quorum	5
4.3. Calling of Meetings	5
4.4. Regular Meetings	5
4.5. First Meeting of New Board	5
4.6. Notice	5
4.7. Omission of Notice	6
4.8. Votes to Govern	6
4.9. Interest of Directors in Contracts	6
4.10. Declaration of Interest	6
4.11. Directors' Remuneration	7
4.12. Directors' Benefits	7
4.13. Exception	7
4.14. Electronic Participation	7
5. POWERS OF DIRECTORS	7
5.1. Powers of Directors	7
5.2. Borrowing Power	8
5.3. Delegation	8
6. EXECUTIVE COMMITTEE	8
6.1. Composition	8
6.2. Term	8

TABLE OF CONTENTS

	Page
6.3. Vacancies	8
6.4. Place of Meetings	8
6.5. Quorum	8
6.6. Powers	8
6.7. Procedures	9
7. OTHER COMMITTEES	9
7.1. Standing Committees	9
7.2. Executive Committee	9
7.3. Nominating Committee	9
7.4. Ad Hoc Committees	10
7.5. Committee Membership	10
7.6. Terms of Reference	10
7.7. Committee Procedure	11
8. OFFICERS	11
8.1. Officers of the Corporation	11
8.2. Election	11
8.3. Term	11
8.4. Duties of Officers	11
8.5. Removal of Officers	12
8.6. Vacancies	13
9. PROTECTION OF DIRECTORS AND OFFICERS	13
9.1. Limitation of Liability	13
9.2. Indemnity	13
9.3. Validity of Actions	13
9.4. Directors' Reliance	14
9.5. Insurance	14
10. MEMBERS	14
10.1. Members Composition	14
10.2. Termination of Membership	14
10.3. Membership Dues	15
11. MEETINGS OF MEMBERS	15
11.1. Annual Meetings	15
11.2. Special Meetings	16
11.3. Place of Meetings	16
11.4. Notice of Meetings	16
11.5. Signature to Notices	16
11.6. Chairperson, Secretary, and Scrutineers	16
11.7. Quorum	16
11.8. Right to Vote	17
11.9. Proxies	17

TABLE OF CONTENTS

	Page
11.10. Votes to Govern	17
11.11. Show of Hands	17
11.12. Polls	18
11.13. Casting Vote	18
11.14. Adjournment	18
12. NOTICES	18
12.1. Method of Giving Notices	18
12.2. Computation	19
12.3. Omissions and Errors	19
12.4. Waiver of Notice	19
13. TRANSITION	19
13.1. Enactment	19
13.2. Repeal	19
13.3. Proviso	19
13.4. Exception	19
13.5. Dissolution	19
13.6. Auditors	20
13.7. Effective Date of By-Law Four	20

AIDS COMMITTEE OF WINDSOR ("the ACW")

BY-LAW NUMBER FOUR

A By-law to amend and take the place of By-laws Number One (1), Two (2), and Three (3)..

BE IT ENACTED as a By-law of AIDS COMMITTEE OF WINDSOR as follows:

ARTICLE ONE—INTERPRETATION

1.1 Meaning of Words. In this By-law and all other By-laws and special resolutions of the AIDS Committee of Windsor (ACW), unless the context otherwise requires:

- (a) words importing the singular number include the plural and vice versa;
- (b) words importing one gender include the other gender;
- (c) words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (d) "**Act**" means the *Corporations Act* of Ontario and any act that may be substituted thereof, as from time to time amended;
- (e) "**Board**" means the board of directors for the ACW;
- (f) "**By-laws**" means this By-law and all other By-laws of the ACW from time to time in force and effect;
- (g) "**Corporation**" means the corporation without share capital incorporated under the Act by letters patent dated October 4, 1983 and named "AIDS COMMITTEE OF WINDSOR";
- (h) "**Letters Patent**" mean the letters patent incorporating the ACW, as from time to time amended and supplemented by supplementary letter patent; and
- (i) "**Meeting of Members**" includes an annual meeting of members and a special meeting of members.

ARTICLE TWO—ORGANIZATIONAL MATTERS OF THE ACW

- 2.1 Head office.** Until changed in accordance with the Act, the head office of the ACW shall be in the Municipality of Metropolitan Windsor, in the Province of Ontario.
- 2.2 Corporate Seal.** The seal of the Corporation shall be that as the Board may from time to time by resolution approve.
- 2.3 Financial Year.** Until otherwise ordered by the Board, the financial year of the ACW shall end on the last day of March in each year.
- 2.4 Banking arrangements.** The banking business of the ACW shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
- 2.5 Execution of Instruments.** Contracts, documents or instruments on behalf of the ACW shall be in writing and signed by any two (2) of the following:
- a) President;
 - b) Vice-President;
 - c) Secretary; or
 - d) Treasurer.

and all contracts, documents and instruments in writing so signed shall be binding upon the ACW without any further authorization or formality.

Without limiting the generality of the foregoing, any two (2) of the above noted officers may transfer any and all shares, bonds or other securities from time to time standing in the name of the ACW in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the ACW transfers of shares, bonds or other securities from time to time transferred to the ACW, and may affix the corporate seal to any such transfers or acceptances of transfers, and make, execute or deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

- 2.6 Authorization by Board Resolution.** Notwithstanding any provisions to the contrary contained in the By-laws of the ACW, the Board may at any time by resolution direct the manner in which and the person or persons by

whom, any particular instrument, contract or obligations of the ACW may or shall be executed.

ARTICLE THREE—BOARD OF DIRECTORS

- 3.1 Number of Directors.** The affairs of the ACW shall be managed by its Board of directors. Until changed in accordance with the Act, the number of directors shall be a total of fifteen (15).
- 3.2 Qualifications.** Every director shall be eighteen (18) or more years of age and shall at the time of her or his election and throughout her or his term of office be a member of the Corporation. No staff person shall be a director of the Board. No director shall have served as an employee of the Corporation in the two years immediately preceding their nomination as director. No director shall have been convicted of any criminal offence, unless the Board determines that the conviction will not impair the director's discharge of his or her duties.
- 3.3 Election and Term** The directors shall be elected and retire in rotation as follows:
- (a) At the annual meeting of the members of the ACW, held in 1996, and following the confirmation of this By-law, one-third (1/3) or five (5) out of fifteen (15) of the directors shall be elected to hold office for a term of three (3) years from their election or until their successors are duly elected.
 - (b) At this annual meeting of the members of the ACW following the confirmation of this By-law, one-third (1/3) or five (5) out of fifteen (15) of the directors shall be elected to hold office for a term of two (2) years from their election or until their successors are duly elected.
 - (c) At this annual meeting of the members of the ACW following the confirmation of this By-law, one-third (1/3) or five (5) out of fifteen (15) of the directors shall be elected to hold office for a term of one (1) year from their election or until their successors are duly elected.
 - (d) Directors shall subsequently be elected for a term of three (3) years from their election or until the annual meeting after such date.
 - (e) The directors of the Corporation shall hold office for the term to which they were elected or until their successors are duly elected or appointed; provided that where a director has been elected or appointed to take the place of a director whose term of office has been vacated prior to the expiration of his or her term, that director shall hold office only for the unexpired term of the office of the director whose place he or she was elected or appointed to take.

- (f) Directors may be elected for no more than two (2) consecutive, three (3) year terms. That is to say, a Director may only be elected for six (6) consecutive years. However, Directors may be appointed mid-term, and then subsequently be elected for two (2) full terms. In such an instance, it is possible that a Director could hold his or her position for (9) years minus 1 day (i.e. if he or she fills a position left vacant by an elected Director who resigns the day after the Annual General Meeting).

3.4 HIV Positive Directors. In order to ensure adequate involvement of people living with HIV/AIDS (PHAs), (people diagnosed with the Human Immunodeficiency Virus) and having regard to the appropriate mix of skills, PHAs will be given priority for all directorships. At least two (2) of the fifteen (15) directors shall be persons living with HIV/AIDS ("PHA Representative"). If no nomination is presented by the PHA Caucus, the PHA nominations will be received from the general membership. Potential directors (other than those holding the PHA representative seats) who are PHAs need not reveal their status to the board as a whole.

3.5 Removal by Members. The members may, by resolution passed by a vote of two-thirds (2/3) of the members of the ACW at a meeting of members called for such purpose, remove any director before the expiration of her or his term of office and may, by two-thirds (2/3) vote of the directors, elect any person as a replacement for the remainder of the term of the director who has been removed.

3.6 Vacation of Office. The office of a director shall be vacated upon the occurrence of any of the following events:

- a) **Receiving Order.** If a receiving order is made against her or him or she or he makes an assignment under the *Bankruptcy Act*.
- b) **Mentally Incompetent.** If an order is made declaring her or him a mentally incompetent person or incapable of managing her or his own affairs.
- c) **Not Qualified.** If she or he ceases to be qualified as provided in section 3.2.
- d) **Removal by Members.** She or he shall be removed from office as provided in section 3.5.
- e) **Resignation.** If by notice in writing to the ACW she or he resigns her or his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- (f) **Death of the Director.**

- 3.7 Filling Vacancies.** Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office and subject to section 3.5 of this By-law, be filled by the directors, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

ARTICLE FOUR—QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS

- 4.1 Place of Meetings.** Meetings of the Board shall be held at the head office of the Corporation or elsewhere inside Ontario or, if the Board so determines, outside Ontario if all the directors are present or if those absent consent to the meeting being held in their absence.
- 4.2 Quorum.** A majority of the total number of members of the Board of directors presently serving, shall be quorum for the transaction of business. For the purposes of this section, a “majority” shall be 50% of directors plus one.
- 4.3 Calling of Meetings.** Meetings of the Board may be formally called by the President or by the Secretary on direction in writing by any two (2) directors.
- 4.4 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent
- 4.5 First Meeting of New Board.** Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.
- 4.6 Notice.**
- (a) **Time and Place.** Subject to sections 4.4 and 4.5 of this By-law, notice of the time and place of every meeting shall be given to each director not less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be required if all the directors are present or if those absent waive notice or otherwise signal their consent to such meeting being held.

(b) **Statutory Declaration.** The statutory declaration of the Secretary or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

(c) **Waiver of Notice.** A director may in any manner and at any time waive notice of a meeting of directors.

(d) **Waiver by Attendance.** Attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(e) **Waiver by Full Attendance.** Meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of the meeting.

4.7 Omission of Notice. The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at the meeting.

4.8 Votes to Govern. All Board Members, except the Chairperson, shall be entitled to one (1) vote on each question to be decided by the Board. In case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by the usual way of assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

4.9 Interest of Directors in Contracts. Subject to the provisions of this By-law and the Act, no director shall be disqualified by her or his office from contracting with the Corporation or shall any contract or arrangement entered into or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.10 Declaration of Interest. It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner

and at the time required by the Act and such declaration shall be recorded in the minutes of the meeting. A director who has made a declaration of interest shall not vote on the matter in which she or he is interested.

- 4.11 Directors' Remuneration.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her/his position as such, provided that directors may be paid for reasonable expenses incurred by them in the performance of their duties.
- 4.12 Directors' Benefits.** Subject to section 4.13, no salary, wages, fees or other remuneration shall be paid to any director of the Corporation who is an employee of or who performs services for the Corporation or is a person who has an interest in a person who is employed by or performs services for the Corporation.
- 4.13 Exception.** Payments referred to in sections 4.11 and 4.12 may be made if permitted under the regulations to the Charities Accounting Act or by order of the court.
- 4.14 Electronic Participation** If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors may be held by means of any telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in that meeting by those means is deemed for the purpose of the Act and these By-Laws to be present at that meeting.

ARTICLE FIVE—POWERS OF DIRECTORS

- 5.1 Powers of Directors.** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation by its Letters Patent or otherwise is authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

5.2 Borrowing Power. The directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;-and
- c) charge, mortgage, hypothecate or pledge any or all of the real or personal property of the ACW including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or other obligation or liability of the Corporation.

5.3 Delegation. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to arrange and modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing on money by the Corporation.

ARTICLE SIX – EXECUTIVE COMMITTEE

6.1 Composition. The Board must elect from its number an executive committee consisting of not less than three (3).

6.2 Term. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as she or he shall be a director.

6.3 Vacancies. If and whenever a vacancy shall exist on the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office. The Board may fill vacancies in the Executive Committee by election from among its number.

6.4 Place of Meetings. Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place in Ontario as specified in the notice calling the meeting.

6.5 Quorum. The Executive Committee shall have power to fix its quorum but it shall be fixed at not less than a majority of its members.

6.6 Powers. During the intervals between the meetings of the Board the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts as must by law be

performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of the Corporation in all cases in which specific directions shall not have been given by the Board.

- 6.7 Procedures.** Subject to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the Board.

ARTICLE SEVEN—OTHER COMMITTEES

- 7.1 Standing Committees.** There shall be the following Standing Committees:

- (a) Executive Committee;
- (b) Nominating Committee;

7.2 Executive Committee

7.3 Nominating Committee

- (a) The Board shall, after Enactment and at the first meeting of directors following each annual meeting of the Members, appoint a Nominating Committee consisting of a minimum of three (3) directors, each of whom shall serve until the later of the first annual meeting of Members following his or her appointment and the day his or her successor is appointed. Any vacancy occurring on the Nominating Committee shall be filled for the remainder of the term by the directors then in office.
- (b) The Nominating Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may, from time to time, adopt, amend, or repeal rules or procedures in this regard,; provided, however, that the Nominating Committee shall meet on at least one (1) occasion during each term.
- (c) For each annual meeting of Members at which elections to the Board are to be held, the Nominating Committee shall, at least thirty (30) days prior to each such annual meeting, seek nominations from the Members and, from those nominations, compile a slate of those persons that it thinks fit and proper persons for election to the Board. The Nominating Committee shall endeavour to provide a slate which is representative of the diverse communities that we serve. This Board's slate shall also consist of:
 - (1) proposals to fill the positions of those directors whose terms of office have expired, which directors are to hold office of a term of three (3) years; and/or

- (2) proposals to fill the positions of any director whose office has been vacated prior to the expiration of his or her term and which office has not been filled by election or appointment pursuant to the provisions of section 4.6 which director will hold office only for the unexpired term of the director whose place he or she is to be appointed to take;
- (d) At least fifteen (15) days prior to each meeting of the Members for the election of directors, the Nominating Committee shall provide the Secretary of the Corporation with the slate of nominees for election of directors to the Board plus the names of any other members nominated in accordance with Section 7.3.c, which slate shall be appended to the notice of that meeting. At each meeting of the Members for the election of directors, the Members shall vote to approve or disapprove each nominee on the proposed slate. Directors shall be appointed as follows:
 - (e) If the slate contains a greater number of nominees than the number of vacancies on the Board of Directors, then those nominees who receive a majority of votes cast by Members shall be appointed directors, in priority by the higher number of votes approving each nominee, in descending order of number of votes in approval of that nominee, until the available vacancies on the Board of Directors are filled; If the slate contains a number of nominees that is equal or less than the number of vacancies on the Board of Directors, then those nominees who receive a majority of votes cast by Members shall be appointed Directors, and those nominees who do not receive a majority of votes shall not be appointed directors; and,
 - (f) In the event there are fewer directors who may be appointed pursuant to Section 7.3.e there shall continue to be a vacancy or vacancies on the Board of Directors until such time as the Board may fill such vacancies pursuant to Section 7.3.c.
 - (g) In the event of nominations from the floor at the AGM, the members would be able to accept the nomination to add the individual to the slate by a 2/3 majority of the members present at the AGM.

7.4 Ad Hoc Committees. There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee may determine from time to time by resolution.

7.5 Committee Membership. Membership on committees shall not be restricted to members of the Board, however the President of the Corporation shall be an ex officio member of all committees provided for by this article.

- 7.6 Terms of Reference.** The Board shall provide to each committee, written terms of reference.
- 7.7 Committee Procedure.** Each committee shall from time to time formulate its own rules of procedure, subject to such requirements or directions as the Board may from time to time make.

ARTICLE EIGHT—OFFICERS

- 8.1 Officers of the Corporation.** There shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers (i.e. Executive Director) as the Board of directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the directors from among their number. The other officers must be members of the Corporation but need not be members of the Board.
- 8.2 Election.** Officers shall be elected by the Board at its first meeting following each annual meeting of members and thereupon the term of office of the previously existing officers (except such of them as have been re-elected to their previous positions) shall cease, provided that in default of such election, the existing officers shall continue to hold office until such election is held.
- 8.3 Term.** Officers shall hold office until removed in the manner specified in this By-law. An officer's term of office shall also be terminated by such officer's written resignation which may be effective immediately or upon a date named therein, provided that a resignation naming an effective date later than the date of the election of officers following the next annual meeting shall not have the effect of extending such officer's term beyond the date of such election.
- 8.4 Duties of Officers.** The duties of all officers of the Corporation shall be such as the terms of their engagement call for as from time to time the Board of directors may from time to time require of them and shall include:
- (a) **President** – The President shall, when present, preside at all meetings of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates.
 - b) **Vice President** – During the absence or inability of the President, her or his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board may from time to time

appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

- c) **Secretary** – The Secretary shall be ex officio clerk of the Board. She or he shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. She or he shall give all notices required to be given to members and to directors. She or he shall be the contact person for the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which she or he 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 she or he shall perform such other duties as may from time to time be determined by the Board.
- d) **Treasurer** – The Treasurer, or person performing the usual duties of a Treasurer, shall be responsible for ensuring the accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. The Treasurer shall ensure the disbursement of the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of her or him, an account of all her or his transactions as Treasurer, and of the financial position of the Corporation. She or he shall also perform such other duties as may from time to time be determined by the Board.
- e) **Executive Director** – The Board shall appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board and/or members) and to employ and discharge agents and employees of the Corporation or any delegate to that person any lesser authority. An Executive Director shall report to the Board and attend all Board meetings as required by the Board; shall conform to all lawful orders given by the Board of the Corporation and shall, at all times, give to the directors or any of them all information they may require regarding the affairs of the Corporation.
- f) **Other Officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

8.5 Removal of Officers. Any officer of the Corporation may be removed by a two-thirds (2/3) vote of those present and entitled to vote at a special meeting of the Board called for such purpose upon the giving of written notice as pursuant to this By-law, which notice shall be served upon the directors and upon the officer whose removal is proposed and shall specify the proposed removal as the subject matter of such meeting. The provisions of said section 4.6 permitting the holding of meetings of the Board without

notice shall not apply to a meeting at which an officer is or is proposed to be removed pursuant to this section.

- 8.6 Vacancies.** Vacancies among the officers, however caused, shall be filled by election by the Board after the vacancy occurs. The election of officers by the directors may be by a show of hands or by resolution unless a ballot be demanded by any director. Any director who is removed as director pursuant to this By-law who is also an officer of the Corporation shall cease to be an officer upon removal as a director.

ARTICLE NINE—PROTECTION OF DIRECTORS AND OFFICERS

- 9.1 Limitation of Liability.** No director or officer 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 other 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 order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgment or oversight on her or his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of her or his office or in relation thereto unless the same are occasioned by his or her own willful neglect.
- 9.2 Indemnity.** Every director and officer of the Corporation and her or his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him for or in respect of any deed, act, matter or thing whatsoever made, done or permitted by her or him in or about the execution of his or her office; and
 - (b) all other costs, charges and expenses that he or she sustains or incurs about in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
 - (c) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim

indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

- 9.3 Validity of Actions.** No act or proceeding of any director or Board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or Board of directors.
- 9.4 Directors' Reliance.** Directors may rely upon the accuracy of any report or statement prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 9.5 Insurance.** The Corporation shall bear the full cost of adequate public liability insurance, directors liability insurance and shall name all directors on such a policy. Each director will be supplied with a copy of said policy upon her or his election to the Board.

ARTICLE TEN – MEMBERS

- 10.1 Members Composition.** The membership shall consist of those individuals who support the aims and objectives of the Corporation, as demonstrated through the signing of a membership pledge card, and who have paid the annual membership fees established by the Board, provided that the Board may waive such membership fees in particular cases where it, in its sole discretion, determines that there is just cause for so doing. Staff of the agency shall receive all membership applications and approve all applicants for membership who meet the above criteria.
- 10.2 Termination of Membership.** Membership is not transferable and shall cease on occurrence of any one of the following:
- (a) **Death** – Upon death of a member.
 - (b) **Resignation** – If the member resigns by resignation in writing, which shall be effective upon acceptance thereof by the Board. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by her or him to the Corporation prior to acceptance of her or his resignation.
 - (c) **Qualifications Not Met** – If the member no longer qualifies for membership in accordance with the By-laws.
 - (d) **Removal of Members**
 - (1) **By the Board and Confirmation by Members:** Upon resolution by the Board subject to confirmation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of

the Corporation duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of her or his membership.

(2) **By the Members:** The Members, by resolution passed by at least two-thirds (2/3) of the votes cast by the Members at a general meeting of which notice specifying the intention to pass such resolution has been given may terminate the membership of any Member of the Corporation.

- e) Any such Member may re-apply for membership in the Corporation, but if his or her re-application occurs within twenty-four (24) months of the Member's removal, he or she shall not become a member until the membership re-application is approved by resolution of the Board. Each such applicant shall be informed promptly by the Secretary of the outcome of her or his application.
- f) **Failure to Pay Membership Dues.** The member fails to pay membership fees owed by her or him within ten (10) days that such membership fees become due as provided by article 10.07.
- g) **Director Ceases to be a Director** – Where an individual is a member by virtue of being a director and that individual ceases to be a director for whatever reason.

10.3 Membership Dues.

There shall be dues or fees payable by Members, as are from time to time fixed by 2/3 approval of the Board, which approval shall become effective only when confirmed by a vote of the Members at an annual or general meeting of the Members.

The secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of the notice, the Members in default shall then automatically cease to be Members, but those defaulting Members may, on payment of all unpaid dues or fees, be reinstated by majority vote of the Board. In the case of financial hardship of any Member, the Board may, at any time in their absolute discretion, waive any dues or fees payable by that Member for a period of time as deemed appropriate.

ARTICLE ELEVEN—MEETINGS OF MEMBERS

- 11.1 Annual Meetings.** The annual meeting of members shall, subject to the Act, be held within 15 months of the previous annual meeting. The annual meeting shall be held at such time and on such day in each year as determined by the Board for the purpose of:

- (a) hearing and receiving the reports and statements required by the Act to be placed before the annual meeting;
- (b) election of such directors as are to be elected at such annual meeting;
- (c) the appointment of auditors for the ensuing year; and
- (d) reviewing the financial statements and the report of the auditor brought before the annual meeting; and
- (e) transacting any other business which may be properly brought before the meeting by giving notice to the Chair, at least ten (10) days prior to the meeting, which notice shall set out the particulars of any such other business to be transacted.

11.2 Special Meetings. The Board or President shall have power to call a special meeting of members at any time. Further, upon written petition by not less than thirty (30) percent of the members of the Corporation, the Board shall call a special meeting of the members-within sixty (60) days after the petition is received by the Corporation at its-head office.

11.3 Place of Meeting. Meetings of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in the municipality where the head office is situate, or, if the Board shall so determine, at some other place in Ontario.

11.4 Notice of Meetings. Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered on the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

11.5 Signature to Notices. The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.6 Chairperson, secretary and scrutineers. The Board may designate a chairperson, who may be but need not be a director, for the whole or any part of any meeting of members. If no such designation is made, the persons present and entitled to vote shall choose one of their number to be chairperson. The chairperson shall, at the outset of each meeting of members, appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by resolution or by the chairperson with the consent of the meeting.

11.7 Quorum. A quorum for the transaction of business at any meeting of members shall be thirty (30) of the members present in person and entitled to vote thereat. If a quorum is not present at the time appointed for a meeting of Members or within a reasonable time after as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

11.8 Right to Vote. At any meeting of members every member shall be entitled to one (1) vote who has been a member of the Corporation for a period of not less than thirty (30) days prior to the date of the meeting and continues as of the date of the meeting to be qualified as a member.

11.9 Proxies. Votes of the Members at meetings of the Members may be given either personally or by proxy to represent it at meetings of Members. At every meeting, every Member and every person appointed by proxy to represent one Member who is present in person, shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of Letters Patent, every Member present in person shall have one vote and every person appointed by proxy shall have one vote for the Member proxy which he or she holds.

A proxy must be executed by the Member or the Member's attorney authorized in writing and be received by the Secretary at least two (2) business days prior to the meeting. A proxy-holder may only hold one proxy on behalf of another Member. A person appointed by proxy need not be a Member.

The Board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or an adjourned meeting of Members is to be held and for particulars of those proxies to be sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving those particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with those regulations shall be valid and shall be counted. The chairperson of any meeting of Members may, subject to any regulations made as provided above, in the chairperson's discretion accept facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring that authority has been lodged with the Corporation, and any votes given in accordance with that facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

11.10 Votes to govern. At any meeting every question shall, unless otherwise required by the Letters Patent or By-laws of the Corporation or by law, be

determined by the majority of votes duly cast by members entitled to vote on the question.

- 11.11 Show of hands.** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every one who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken on a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 11.12 Polls.** After a show of hands has been taken on any question, the chairperson may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one (1) vote and the result of the poll shall be the decision of the members upon the said question.
- 11.13 Casting Vote.** In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to an additional or casting vote.
- 11.14 Adjournment.** The chairperson at any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. 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 original meeting.

ARTICLE TWELVE—NOTICES

- 12.1 Method of giving notices.** Any notice (which term in this article 12 includes any communication or document) to be given (which term in this Article 12 includes sent, delivered, or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is given or if delivered to his or her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail to her or him at her or his said address or if sent to her or him at his or her said address by means of telefax or any other form of transmitted or recorded

communication. The Secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by her or him to be reliable. A notice so served shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of telefax or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

- 12.2 Computation.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 12.3 Omissions and errors.** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 12.4 Waiver of notice.** Any member, director, officer or auditor may waive any notice required to be given to her or him under the provisions of the Act, the Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event for which notice is required to be given, shall cure any default in giving such notice.

ARTICLE THIRTEEN – TRANSITION

- 13.1 Enactment.** Subject to the provisions of the Act, the Board may from time to time enact By-Laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-Laws provided for applications for supplementary letters patent, and may from time to time by By-Law amend, repeal or re-enact the By-Laws and any such By-Law shall be approved by the Members and become effective in accordance with the Act.
- 13.2 Repeal.** Subject to article 13.02 of this By-law, all prior By-laws of the Corporation are repealed.
- 13.3 Proviso.** The repeal of prior By-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law.
- 13.4 Exception.** The provisions of section 13.01 shall not extend to any By-Law or resolution previously enacted for the purposes of providing to the Board the power or authority to borrow.

- 13.5 Dissolution.** In the event the Corporation dissolves, after payment of liabilities and all other claims, all assets or the proceeds from the sale thereof shall be distributed in such a way that would further the goals of the ACW.
- 13.6 Auditors.** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and report to Members, who shall hold office until the next following annual meeting; provided, however, that the Board may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or by the Board if they are authorized to do so by the Members and the remuneration of an auditor appointed by the Board shall be fixed by the Board. The Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in the auditor's stead for the remainder of the term.
- 13.7 Effective date.** Except as provided hereafter, this By-law shall come into force when confirmed by the members in accordance with the Act.

Passed by the Board, confirmed by the Membership and sealed with the corporate seal this 26th day of June, 2007.

James Baker, President

Susan Klooster, Secretary