

Bylaws of South Shore Joint Initiative (SSJI) **amended March 2026 to be confirmed at the AGM May 13, 2026**

in accordance with the Canada Not-For-Profit Corporations Act 2009

BE IT ENACTED as a by-law of SSJI as follows:

1. Definition

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

"Act" means the Canada.Not_For_Profit.Corporations.Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of SSJI;

"board" means the board of directors of SSJI and "director" means a member of the board;

"by-law" means this by-law and any other by-law of SSJI as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of SSJI that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by SSJI may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of SSJI to be a true copy thereof.

4. Financial Year

The financial year end of SSJI shall be April 1 of any year to March 31 of the following year.

5. Banking Arrangements

The banking business of SSJI shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of SSJI and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of SSJI may from time to time:

1. borrow money on the credit of SSJI;
2. issue, reissue, sell, pledge or hypothecate debt obligations of SSJI; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of SSJI, owned or subsequently acquired, to secure any debt obligation of SSJI.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of SSJI to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by SSJI on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of SSJI.

7. Annual Financial Statements

SSJI shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of SSJI reproducing the information contained in the documents. Instead of sending the documents, SSJI may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. SSJI is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. Membership Conditions

Subject to the articles, there shall be one class of members in SSJI.

Membership in SSJI shall consist of persons who are interested in furthering SSJI's purposes and who have been accepted into membership by payment of an annual membership fee. The fee schedule shall be determined from time to time by the Board of Directors. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of SSJI. Each member shall be entitled to one vote.

The membership and financial year shall be from April 1 of one year to March 31 of the following year. The Annual General Meeting (AGM) **will be within six months of the end of the fiscal year** and any changes to membership fees will be proposed by the Board and presented for approval by the membership at that time. Membership fees are payable **by March 31** and if not paid by April 30 are considered to be in arrears.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of SSJI to change the manner of giving notice to members entitled to vote at a meeting of members.

10. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 20% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

1. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
2. a member may revoke a proxy by depositing an instrument or act in writing executed by the member or by their agent or mandatary
 1. at the registered office of SSJI no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 2. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
3. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
4. if a form of proxy is created by a person other than the member, the form of proxy shall

1. indicate, in bold-face type,
 1. the meeting at which it is to be used,
 2. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 3. instructions on the manner in which the member may appoint the proxyholder,
2. contain a designated blank space for the date of the signature,
3. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
4. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
5. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
6. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
5. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
6. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
7. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of SSJI to change this method of voting by members not in attendance at a meeting of members.

12. Termination of Membership

A membership in SSJI is terminated when:

1. the member dies, or, in the case of a member that is a corporation, SSJI is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

3. the member resigns by delivering a written resignation to the chair of the board of SSJI in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. SSJI is liquidated or dissolved under the Act.

13. Effect of Termination of Membership

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

14. Discipline of Members

The board shall have authority to suspend or expel any member from SSJI for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of SSJI;
2. carrying out any conduct which may be detrimental to SSJI as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of SSJI.

In the event that the board determines that a member should be expelled or suspended from membership in SSJI, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in SSJI. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

15. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 2 of the members entitled to vote at the meeting at which the proposal is to be presented.

16. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Ontario determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Ontario.

17. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of SSJI are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

18. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

19. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least **10%** of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

20. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

21. Participation by Electronic Means at Members' Meetings

If SSJI chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that SSJI has made available for that purpose.

22. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

The business of the Organization shall be carried out without purpose of gain for its members and any profits or other gains to the Organization shall be used in promoting and furthering its objectives and activities. A Director shall serve as such and in any capacity as Officer without remuneration, and no Director shall directly or indirectly receive any profit from the position of Director or Officer, provided that a Director may be paid reasonable expenses incurred in the performance of the duties of a Director or Officer.

23. Term of Office of Directors

The Officers and Directors of the Board of Directors shall be elected annually at the Annual General Meeting and shall hold office until the completion of the next Annual General Meeting, or until their successors are elected. Directors shall be elected for a two-year term at the Annual General Meeting. Directors may hold the same position for a maximum of two terms, i.e., four years. The Board of Directors shall have the power to fill any vacancy occurring between Annual General meetings.

A Nominating Committee consisting of a Chairperson and one member from the membership at large shall be appointed by the Board of Directors, at least one month before the date of the Annual General Meeting.

The Nominating Committee shall nominate the Officers and Directors of the Board of Directors for the ensuing year. The Nominating Committee shall endeavour to stagger elections so that approximately half of the Director positions are put up for election each year. Additional nominations may be made, in writing, by any two members of the Organization at the Annual General Meeting. The written consent of the nominee must accompany all nominations.

24. Calling of Meetings of Board of Directors

Meetings of the Board of Directors shall be called at such times as the President may decide and must be called by the President within three weeks of the written request of three members of the Board of Directors.

25. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of SSJI not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

26. Votes to Govern at Meetings of the Board of Directors

- At all meetings of the board, **the decision on every question will be reached by consensus vote or where necessary if consensus cannot be reached by decision of the Chair.**
- **The majority (50% + 1) of the members** of the Board of Directors shall form a quorum but one of these directors must be the President, Vice President or appointed Chairperson.

27. Committees of the Board of Directors

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

28. Appointment of Officers

The board may designate the offices of SSJI, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of SSJI. A director may

be appointed to any office of SSJI. An officer must be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

29. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of SSJI, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. President –the president shall be the chief executive officer of SSJI and shall be responsible for implementing the strategic plans and policies of SSJI. The president shall, subject to the authority of the board, have general supervision of the affairs of SSJI.
2. Vice-President – The Vice-President shall, in the absence of the President, preside at meetings and perform all duties of the President.
3. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in SSJI's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to SSJI.
4. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
5. Immediate Past-President – The Immediate Past-President shall provide advice and leadership to the Board regarding past practices and other matters to assist the Board in governing.

30. Vacancy in Office

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

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. such officer's death.

If the office of any officer of SSJI shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

31. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

32. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of SSJI. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Bylaw amendments:

Bylaw change regarding membership fees June 7, 2023

The new fees will be raised from \$20 to \$25 for individual membership and from \$35 to \$40 for a family membership. Motion was moved by Amy Bodman and seconded by Paula Peel. There were no comments and no one opposed. The motion was approved.

Bylaw increasing the number of possible members of the board to 15 passed on May 8, 2025