

## **BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

### **REGENT PARK NEIGHBOURHOOD ASSOCIATION**

(the "Corporation")

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

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#### **SECTION 1 GENERAL**

##### **1.01 Definitions**

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

- (a) "Act" means the *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;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;

- (d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (f) "ordinary resolution" means a resolution of the members of the Corporation passed by a majority of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "Special resolution" means a resolution of the members of the Corporation passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 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 in section 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

## **1.03 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: 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 the Corporation to be a true copy thereof.

## **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the board.

## **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may

designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

### **1.07 Annual Financial Statements**

The Corporation 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 the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation 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. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **1.08 Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

## **SECTION 2 MEMBERSHIP**

### **2.01 Membership Conditions**

In accordance with the articles, there shall be one class of members in the Corporation.

#### **2.01(a) Members Requirements:**

- 16 years of age or older
- membership will end when they no longer live in Regent Park.
- commit to declaring any conflicts of interest and/or perceived conflicts of interest prior to any votes in accordance with the RPNA's conflict of interest policy.
- A member must be a resident of Regent Park. For greater clarity, a member must live in Regent Park or be registered with TCHC to return to Regent Park.
- All Regent Park residents can become a member of RPNA as a Delegate for a Housing Group
- A residential owner who does not live in Regent Park cannot be a member.
- Each housing group in Regent Park may nominate two representatives from their housing group as members.

- members must sign a membership agreement to represent and consult residents in their housing group in accordance with the RPNA values.
- As new Housing Groups are built and occupied, the Board will organize an orientation for the Housing Group to support the election of members within one calendar year of the first move-in date for residents.
- As existing older Housing Groups are vacated, their delegates will lose delegated membership

#### 2.01 (b). Non-voting members

Non-voting members are referred to as ‘Friends of RPNA’, which the Corporation has designated as: (a) any community representatives within the Corporation’s catchment such as businesses or grass-roots groups, community organizations; local elected politicians from whatever party or affiliation and city officials. Individuals that are residents are eligible to join if they physically reside in the neighborhood; (b) any community representatives outside of the Corporation’s catchment such as community organizations or individuals are eligible to join if they are interested in participating.

#### 2.01 (c)

The Board, in seeking advice and counsel may invite individuals with community, government, or business experience to become a Friend of RPNA which will as a result become: (a) entitled to receive notice of and attend Members Meetings, Annual General Meetings, Special Meeting and to speak when invited to by the Meeting Chair; and (b) able to participate in the Corporation’s initiatives in accordance with the policies of the Corporation.

2.01 (d) Members and Friends of RPNA shall agree that they are aligned with the Corporation’s mission, mandate and objectives and will comply with the Corporation’s policies as posted on the Corporation's website.

#### 2.01 (e) Transfer of Membership.

Membership in the Corporation is not transferable.

Membership in the Corporation shall be limited to the directors of the corporation from time to time. A director automatically becomes a member of the corporation upon his or her appointment or election as a director without further act, deed or approval. Each director shall be a member of the corporation for the period of time they serve as a director. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation.

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

## **2.02 Notice of Member's Meetings**

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:

- (a) 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
- (b) 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 Changes) of the Act, a special resolution of the members is required to make any amendment to the by-law of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.03 Absentee Voting at Members Meetings**

### **(a) Voting by Mailed-In or Electronic Ballot**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-law of the Corporation to change this method of voting by members not in attendance at a meeting of members.

### **(b) No Voting by Proxy**

Members shall NOT have the right to vote by proxy.

## **SECTION 3 MEMBERSHIP DUES AND TERMINATION**

### **3.01 Membership Dues**

There are no membership dues Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) the member resigns;
- (c) the member is removed from membership in accordance with section 3.03 below;
- (d) the member's term of membership, if any, expires;
- (e) the Corporation is dissolved under the Act; or
- (f) The member's membership is otherwise in accordance with the articles or the by-law.

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

### **3.03 Removal from Membership**

A member may be removed from membership in the Corporation in accordance with the following

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

- a) violating any provision of the articles, by-laws, or policies of the Corporation, including the Corporation's Code of Conduct;
- b) carrying out any conduct which may be detrimental to The Corporation, or cause The Corporation reputational harm, as determined by the Board in its sole discretion; and
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation. In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty-one (21) days notice of suspension from the day after determination of expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within that twenty-one (21) day period. In the event that no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Board may proceed to notify the member as suspended or expelled from membership in the Corporation. 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-one (21) 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.

## **SECTION 4 MEETINGS OF MEMBERS**

### **4.01 Place of Members Meetings**

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

### **4.02 Annual Meetings**

The annual meeting of members shall be held at such time in each year and, subject to section 4.08 below, at such place as the board may from time to time determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing or waiving the appointment of a public accountant, fixing or authorizing the directors to fix the remuneration payable to any such public accountant and for the transaction of such other business as may properly be brought before the meeting.

### **4.03 Special Meetings**

The board shall have power to call a special meeting of members at any time.

### **4.04 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, the articles or the by-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.05 Chair of the Meeting**

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.

### **4.06 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of: (i) 50% of the members entitled to vote at the meeting, or (ii) ten (10) members entitled to vote at the meeting and at least four (4) members of the Board, of which 2 will be TCH Tenants and 2 Private market residents. 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.

### **4.02 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or the by-law or by the Act, be determined by a double majority vote of TCH and Market members present. A majority is needed by each side for a decision to be approved on the question. In case of an equality of votes at any meeting of members on a show of hands, on a poll or on the results

of an electronic ballot, the chair of the meeting shall not be entitled to a second or casting vote.

#### **4.03 Electronic Meetings of Members**

Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the Regulations, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting is deemed for the purposes of the Act 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 Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the directors or members call a meeting of members under the Act, the directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Regulations, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.02 Resolutions in Lieu of Meeting**

Except where a written statement is submitted by a director under subsection 131(1) or by a public accountant under subsection 187(4) of the Act,

- (a) a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of members.

### **SECTION 5 DIRECTORS**

#### **5.01 Directors' Powers**

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, the articles or the by-law expressly directed or required to be done in some other manner. Subject to the Act, the articles and the by-law, the board shall manage or supervise the management of the activities and affairs of the Corporation.

#### **5.02 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 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.



## **5.01 Election and Term**

At the first election of Directors following the approval of this by-law, approximately one-third (1/3) directors shall be elected for a term expiring at the close of the third (3<sup>rd</sup>) annual meeting of members following their election, approximately one-third (1/3) directors shall be elected for a term expiring at the close of the second (2<sup>nd</sup>) annual meeting of members following their election and approximately one-third (1/3) directors shall be elected for a term expiring at the close of the next annual meeting of members following their election. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for terms expiring at the close of the third (3<sup>rd</sup>) annual meeting of members following their election.

## **5.01 Removal of Directors**

Subject to the Act, the members may by ordinary resolution passed at a special meeting of members of which notice specifying the intention to pass the resolution has been given, remove any director from office, and the vacancy created by such removal may be filled as specified by section 5.05.

## **5.02 Vacancy in Office of Director**

The office of a director shall be automatically vacated if:

- (a) the director dies;
- (b) the director delivers a written notice of resignation to the Corporation;
- (c) the director ceases to be a member;
- (d) the director ceases to be qualified for election as a director; or
- (e) the director is removed from office by the members.

## **5.01 Filling Vacancy in Office of Director**

A quorum of the board may fill a vacancy in the board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of directors provided for in the articles; or
- (b) a failure of the members to elect the number or minimum number of directors provided for in the articles.

# **SECTION 6 MEETINGS OF DIRECTORS**

## **6.01 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

## **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.

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 a 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.

## **6.01 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **6.01 Quorum**

A majority of directors in office from time to time shall constitute a quorum for meetings of the board.

## **6.02 Votes to Govern**

At all meetings of the board, every question shall be decided by consensus **first** and when consensus is not possible then by a double majority vote of TCH and Market members present. A majority is needed by each side for a decision to be approved.

## **6.03 Electronic Meetings of Directors**

If all the directors consent thereto generally or in respect of a particular meeting, a director may, in accordance with the Regulations, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

## **SECTION 7 OFFICERS**

### **7.01 Appointment**

The board may designate the offices of the Corporation, 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 the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless this by-law otherwise provides. Two or more offices may be held by the same person.

### **7.01 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 the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board - The chair of the board, if one is appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify. The board may appoint two (2) Co-Chairs of the Board and the board can determine the powers and duties of the Co-Chairs.
- (b) Vice-Chair of the Board - The vice-chair of the board, if one is appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (c) President - The president, if one is appointed, shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (d) Secretary - The secretary, if one is appointed, 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 the Corporation'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, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) Treasurer - The treasurer, if one is appointed, shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement called for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

#### **7.01 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 the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director (if a necessary qualification of appointment);  
or
- (d) such officer's death.

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

### **SECTION 8 COMMITTEES**

#### **8.01 Committees**

The board may from time to time establish 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, or terminate any committee or other advisory body, as it deems necessary or appropriate.

The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

#### **8.02 Nominating Committee**

A Nominating Committee shall be established by the board in accordance with section 8.01 above for the purpose of proposing a list of candidates for election to the board. In selecting candidates for the board, the Nominating Committee shall have regard to the skills and selection criteria as established by the board.

The list of candidates proposed by the Nominating Committee shall be subject to approval by the board before circulation to the members of the Corporation.

## **SECTION 9 NOTICES**

### **9.01 Method of Giving Notices**

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-law or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) If delivered personally to the person to whom it is to be given or if delivered to person's such address as shown in the records of the corporation or, in the case to a director if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed under the Act to administer the Act;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as 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 so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The signature of any director or officer of the Corporation to any notice to be given by the Corporation may be written, stamped, type-written or printed.

### **9.01 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 10            INDEMNITIES TO DIRECTORS AND OTHERS**

### **10.01   Indemnification**

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or an individual who acts or acted at the corporation's request as a director or an officer or in a similar capacity of another entity, and their heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual:

(a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done;

(b) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for acted as director or officer or in a similar capacity at the corporation's request; and

(c) in the case of which the individual of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such individuals in such other circumstances as the Act or law permits or requires to the maximum extent permitted by law. 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.

### **10.01   Advance of Defence Costs**

The Corporation shall advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 10.01. The individual shall repay the monies if he or she does not fulfill the conditions of section 10.03.

### **10.02   Impermissible Indemnification**

The Corporation shall not indemnify an individual under section 10.01 unless he or she (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

### **10.01   Limitation of Liability**

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by 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 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 tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

#### **10.01 Insurance**

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in section 10.01 as the board may from time to time determine.

### **SECTION 11- DISPUTE RESOLUTION**

#### **11.01 Dispute Resolution Mechanism**

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the Act, the articles or the by-law, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. The place of arbitration shall be the City of Toronto in the Province of Ontario, unless otherwise agreed by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding on the parties and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

### **SECTION 12 BY-LAWS AND AMENDMENTS**

#### **12.01 By-laws and Amendments**

Subject to the articles, the board may, by resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. 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 Changes) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

## **12.01 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.

## **SECTION 13 EFFECTIVE DATE**

This By-law shall come into force when enacted by the directors.

**CERTIFIED** to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 15 day of February , 2022 and, in lieu of confirmation at a meeting of members, confirmed by the members by a resolution in writing on the 15 day of February , 2022 signed by all the members of the Corporation.

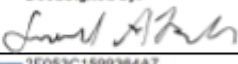
**DATED** as of the DATE day of MONTH, 2023.

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**MARLENE DE GENOVA -**  
Director

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**MIGUEL AVILA VELARDE -** Director

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**GAIL E. LYNCH -** Director

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**WALIED KHOGALI ALI-** Director

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**SHANA OMAR** Director



