

BY-LAW NO. 1

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

ONTARIO ASSOCIATION OF FOOD BANKS

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BE IT ENACTED as a by-law of ONTARIO ASSOCIATION OF FOOD BANKS (the "Corporation") as follows:

1.00 INTERPRETATION

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

- .01 the singular includes the plural;
- .02 the masculine gender includes the feminine;
- .03 "Board" or "Board of Directors" means the board of directors of the Corporation;
- .04 "Corporation" means ONTARIO ASSOCIATION OF FOOD BANKS;
- .05 "Corporations Act" means the Corporations Act, R.S.O. 1990, c.C. 38, and any statute amending or enacted in substitution therefore, from time to time;
- .06 "delegates" means these persons appointed by members pursuant to the provisions of Section 8.01 to represent the Member at the Annual Meeting of Members and such other general and special members
- .07 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;
- .08 "Executive Committee" means a committee of Board members as more particularly described in section 6;
- .09 "Executive Officers" means the persons who hold the offices enumerated in section 7.01;
- .10 "Letters Patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- .11 "Member" means such organizations or agency that who meets the qualifications for membership as set out in Section 8.01 of this by-law and has been admitted into membership by the Board ;
- .12 "Nominating Committee" means a committee established by the Board in accordance with the provisions set out in Section 10.01;

- .13 “Non-Voting Members” means an individual who has been elected as a director by the Members having the right to vote; and
- .14 “Standards of Operation” means the Mission Statement, Code of Ethics and Standards of Conduct of the Corporation as approved by the Board of Directors from time to time.

- 1.02 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 1.03 If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.

2.00 HEAD OFFICE

- 2.01 The head office of the Corporation shall be in the City of Toronto, and the Province of Ontario and at such place therein as the Board may from time to time determine.

3.00 SEAL

- 3.01 The seal which is impressed hereon shall be the corporate seal of the Corporation.

4.00 DIRECTORS

- 4.01 Board Composition. The affairs of the Corporation shall be managed by a Board composed of between eleven (11) and fifteen (15) directors of who shall be elected and retired in rotation as provided in section 5.03. At least five (5) of such directors shall be direct representatives of Voting Members. At least five (5) of such directors shall be general community representatives who are not affiliated with any Voting Member in a governing, employment, or other substantial capacity. The composition of the membership of the Board of Directors should be equitably balanced between community representatives and Voting Members, and should strive to reflect the diversity of OAFB’s membership and the province, particularly with respect to geography and community size. The Executive Director and Past Chairperson shall be ex-officio, non voting members of the Board of Directors.
- 4.02 Election of Directors. Subject to the provisions of section 4.04, directors shall be elected in the manner set out in section 5.00, each of whom, subject to the provisions of the Letters Patent, shall hold office until the later of the second annual meeting after election to office and the day his successor has been elected and qualified.

4.03 Qualifications. Each director shall:

- .01 be at the date of, or become within ten (10) days after his election, and thereafter remain throughout his term, a Non-Voting Member of the Corporation who is qualified by the terms of section 8.01 to hold office;
- .02 be at least twenty-one (21) years of age;
- .03 have evidenced agreement in writing with the Standards of Operation of the Corporation and;
- .04 not be an undischarged bankrupt nor a mentally incompetent person.

4.04 A member of the Board shall cease to be a director if:

- .01 he fails in any year of his term as a director to attend in person or by other means three (3) consecutive meetings of the Board unless there is good cause, as determined by the Board, for such failure;
- .02 he ceases to be a member of the Corporation who is qualified to hold office;
- .03 he becomes bankrupt or a mentally incompetent person;
- .04 he fails to support Standards of Operation to which the director has subscribed.

The vacancy so created may be filled in the manner prescribed by section 4.05.

4.05 Vacancies. So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board. 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.

4.06 Removal of Directors. The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director elected by the Members before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any Member in his stead for the remainder of his term.

4.07 Quorum. A quorum for the transaction of business at meetings of the Board shall be a majority of all the members of the Board present in person or in the alternative by telephone conference whereby all parties are able to hear and reply to the

comments of the other Board members and all directors have consented to such meetings.

- 4.08 Meetings. Meetings of the Board and of the Executive Committee may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the Chairperson, Vice-Chairperson or by the Secretary on direction in writing of two directors.
- 4.09 Notice. Subject to the provisions of section 4.08, notice of Board and Executive Committee meetings shall be delivered, telegraphed, telephoned, faxed or transmitted by other form of electronic communication to each director not less than five (5) days before the meeting is to take place, or shall be mailed to each director not less than fourteen (14) days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 4.10 Regular Meetings. The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named and no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business. A minimum of one meeting of the Board shall be held every three months throughout the fiscal year. Provided all directors in attendance at a meeting of the Board so agree, a director may participate in a meeting of the Board by telephone or other means of communication provided all directors participating may simultaneously hear each other during the meeting. A director participating by this means shall not be counted in determining if a quorum has been met.
- 4.11 Voting. Questions arising at any meeting of the Board shall be decided by a two-thirds (2/3) majority vote. The Chairperson shall vote in the first instance upon the calling of the question. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairperson or requested by any director. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 4.12 Remuneration of Directors. The directors of the Corporation shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

- 4.13 Indemnities to Directors. Every director and officer of the Corporation and 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,
- .01 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
 - .02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.
- 4.14 Protection of Directors and Officers. No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.
- 4.15 Responsibility for Acts. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.
- 4.16 Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at meetings of the Board but shall not be entitled to vote thereat.
- 4.17 Powers. The directors of the Corporation shall 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. The Board may delegate any of its powers to the Executive Committee and may delegate administrative powers to officers and committees. Save as hereinafter provided, the Board may exercise all such other powers and do all such other acts

and things as the Corporation is, by its Letters Patent or otherwise, authorized to exercise and do.

5.00 ELECTION OF BOARD

- 5.01 Rotation. Subject to the provisions of the Corporations Act, directors shall be elected and rotated as provided in 5.03.
- 5.02 Re-Election. A director shall be entitled to serve for two (2) full consecutive terms and thereafter must not be a director for a period of twelve (12) months before being able to serve again, if otherwise qualified, as a director of the Corporation.
- 5.03 Elections. Save and except as hereinafter provided, the directors of the Corporation shall be elected and shall retire in rotation every three (3) years. At the first meeting of members for the election of directors in rotation: one-third of elected directors shall be elected to hold office for a term of three (3) years; one-third of elected directors shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual meeting after such date, whichever shall first occur; and one-third of elected directors shall be elected to hold office for a term of one (1) year from the date of their election or until the first annual meeting after such date, whichever shall first occur.
- 5.04 Nominations. Candidates for the office of director shall include the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee. Nominations may be made by the Voting Members prior to the Annual Meeting provided the nominees has evidenced his consent in writing to the nomination and not less than two (2) Voting Members have executed the nomination of such candidate. The nomination must also be filed with the Secretary of the Corporation not less than seven (7) days prior to the Annual Meeting of the Members.

6.00 EXECUTIVE COMMITTEE

- 6.01 Constitution. The Board may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than four, as the Board may by resolution determine. The Executive Committee shall include the Chairperson, Vice-Chairperson, Secretary and Treasurer. A quorum of the Executive Committee shall be determined in accordance with Section 6.03. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a director. The Board may fill vacancies in the Executive Committee by election from among the remaining members of the Board. If and whenever a vacancy shall exist in the Executive Committee, the remaining members of the Executive Committee may exercise all its powers so long as a quorum of the Executive Committee remains in office.

- 6.02 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 in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.
- 6.03 Procedures. Subject to section 6.04, 6.05 and 6.06 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may 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 actions taken by it. A copy of the minutes shall be submitted to the Board for the next regular meeting of the Board.
- 6.04 Quorum. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present in person or by teleconference or other means of communication that permits all directors participating in the meeting to simultaneously hear each other during the meeting. All directors participating in person or otherwise in the meeting shall be counted in determining if a quorum has been met.
- 6.05 Place of Business. Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting. Members of the Executive Committee may participate in meetings of the Executive Committee either in person or by other means of communication provided all directors participating may simultaneously hear each other during the meeting.
- 6.06 Other Directors Present. Each director who is not a member of the Executive Committee shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he is present. However, no director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and his presence shall not be included for the purpose of calculating a quorum.
- 6.07 The Executive Committee may invite such other directors, officers and employees of the Corporation as it may deem necessary or appropriate to attend its meetings and to take part in the discussion and consideration of the affairs of the Corporation.

7.00 OFFICERS

- 7.01 Executive Officers. There shall be a Chairperson, Vice-Chairperson, Treasurer, Secretary, and such other officers as the Board of Directors may determine by by-

law from time to time. One person may hold more than one office except the office of Chairperson, Vice-Chairperson and Treasurer. The Chairperson and Vice-Chairperson shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected. The Secretary and the Treasurer shall also be members of the Board.

- 7.02 Chairperson. The Chairperson shall, when present, preside at all meetings of the Board, the Executive Committee and meetings of the members. The Chairperson shall supervise the affairs and operations of the Corporation and with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board or incident to his office.
- 7.03 Vice-Chairperson. During the absence or inability to act of the Chairperson, his duties and powers may be exercised by the Vice-Chairperson. If the Vice-Chairperson exercises any of those duties or powers, the absence or inability to act of the Chairperson shall be presumed with reference thereto. The Vice-Chairperson shall also perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.
- 7.04 Secretary. The Secretary shall be ex officio clerk of the Board or Executive Committee, and shall attend all meetings of the Board and of the Executive Committee and at all meetings of the members of the Corporation, to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.
- 7.05 Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee. He shall disburse the funds of the Corporation under the direction of the Board or Executive Committee, taking proper vouchers therefore and shall render to the Board or Executive Committee, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall co-operate with the auditor of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.

- 7.06 Executive Director. The Executive Director shall be an employee of the Corporation but not a director. He shall serve as the Chief executive officer of the Corporation and be responsible for the day to day operations of the Corporation. The Executive Director shall be entitled to attend all meetings of the Board of Directors and participate therein but shall not have the right to vote.
- 7.07 Other Officers. The Board may appoint other officers, including without limitation Honorary Officers and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board or Executive Committee shall be such as the terms of their engagement call for or the Board or Executive Committee prescribe.

8.00 MEMBERSHIP

- 8.01 Classes. There shall be two (2) classes of membership in the Corporation. A Voting Member shall be an organization or agency operating in Ontario which:
- .01 subscribes to the Standards of Operation of the Corporation, as amended from time to time;
 - .02 has as its primary activity:
 - (a) the large-scale collection of food, either as an independent organization or as a regional affiliation of food relief organizations;
 - (b) the large-scale distribution of food among other feeding organizations within the geographical territory in which it is located; or
 - (c) the provision of food directly to people in need where there are no organizations or regional associations within the community to otherwise provide the services of large-scale food collection and distribution in the manner set out above;
 - .03 has paid the annual membership fee in accordance with Section 8.02;
 - .04 is a registered charity pursuant to the provisions of the Income Tax Act;
 - .05 is incorporated or, if not incorporated, has provided to the Board of Directors, letters of support from community agencies that are acceptable to the Board of Directors; and
 - .06 has been admitted into membership by the Board of Directors.

A Non-Voting Member shall be an individual who has been elected by the Voting Members as a director of the Corporation. A Non-Voting Member shall have all the rights of a Voting Member but shall not have the right to vote on issues coming before the members.

- 8.02 Applications. Unless otherwise determined by the Board, and save and except for Non-Voting Members applicants for membership in the Corporation shall be admitted as Voting Members. Each member shall be informed by the Secretary of its admission as a Voting Member. Annual membership dues or fees for Voting Members shall be determined by the Board of Directors from time to time. Such membership dues or fees shall be paid by on or before January 31st in each year. In the event the membership dues or fee is not paid by such date, membership shall terminate without further notice.
- 8.03 Voting. Each Voting Member of the Corporation shall, at all meetings of the Corporation at which it is represented by a delegate or alternative delegate, be entitled to one vote on each resolution before the meeting. The Chairperson of the meeting shall not have a second or casting vote to break a tie vote.
- 8.04 Proxies/Delegates. Each Voting Member shall appoint in writing an individual and, if desired, an alternative individual, to represent the Voting Member at all meetings of members in the Corporation and may, from time to time, remove any such delegate. Written notice of an appointed delegate shall be provided to the Secretary of the Corporation by the Voting Member making such appointment. Such Notice shall be in the form of a proxy, duly executed by the Voting Member and such proxy shall cease to be valid one (1) year from its date. A proxy shall be in such form as the Board from time to time prescribes or in such other form as the Chairperson of the meeting may accept as sufficient. The proxy shall be deposited with the Secretary before any vote is called under its authority or at such earlier time and in such manner as the Board may prescribed.
- 8.05 Holding Office. No person shall be qualified to hold office in the Corporation as a director unless he becomes a member of the Corporation within ten days after his election or appointment as a director.
- 8.06 Transfer of Membership. The interest of a Voting or Non-Voting Member in the Corporation is not transferable and lapses and ceases to exist in accordance with the by-laws of the Corporation. Provided, however, if a non-member coalition of agencies is established within the geographical area in which a Voting Member is active for the purposes of establishing a hub for distribution, the Corporation shall encourage mutual co-operation between the Voting Member and the non-member coalition. In the event the Voting Member fails to so co-operate, the Corporation shall be entitled to recognize the efforts of both parties and may provide assistance to the party it determines to best be able to deliver the required services within the

community to the exclusion of the other party even when the excluded party is a Voting Member.

- 8.07 Revocation of Membership. Any Voting and Non-Voting Member may be expelled from the Corporation for cause by a majority vote of the directors at a duly constituted meeting of the Board called for the purpose of considering such revocation. "Cause" shall include but not be limited to the failure of the Voting Member or Non-Voting Member to comply with the Standards of Operation". In its determination of the issue of revocation of membership, the Board shall establish such procedure as it determines, in its sole discretion, to be appropriate, provided it follows the rules of natural justice and allows the member an opportunity to address the Board on the issues prior to its decision on revocation. The Board shall also be entitled to impose on a Voting Member such sanctions as it may consider appropriate where a complaint in writing has been received by the Corporation with respect to a Voting Member and the Board determines an investigation is warranted.
- 8.08 Termination of Membership. A membership in the Corporation automatically terminates upon the happening of any of the following events:
- .01 if a Voting or Non-Voting Member resigns in writing as a member of the Corporation;
 - .02 if a Non-Voting member dies;
 - .03 if a Voting or Non-Voting Member is expelled from the Corporation pursuant to section 8.07;
 - .04 if a Non-Voting Member is found to be of unsound mind;
 - .05 if a Voting-Member no longer meets the qualifications of membership set out in Section 8.01
 - .06 if, for any reason, a Non-Voting Member no longer continues to be a director of the Corporation;
 - .07 if a Voting or Non-Voting Member fails to pay the annual membership dues or fees provided for in Section 8.02;
 - .08 if a Voting or Non-Voting Member fails to provide to the Board of Directors on or before January 31st of each year a summary of clients served and food distributed by the Voting Member during the prior calendar year; and
 - .09 if a Voting or Non-Voting Member fails to provide the Board of Directors annually a current list of the officers and directors of the Voting and Non-Voting Member.

- 8.09 Liability of Members. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.
- 8.10 Annual Meeting. The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:
- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
 - .02 electing such directors as are to be elected at such annual meeting;
 - .03 appointing the auditor and fixing or authorizing the Board to fix his remuneration;
 - .04 receiving financial statements and the report of the auditor;
 - .05 approving the operating budget of the Corporation; and
 - .06 transacting any other business properly brought before the meeting without any notice thereof.
- 8.11 General Meeting. The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. Upon receiving a request in writing duly signed by not less than twenty percent (20%) of the delegates representing the Voting Members of the Corporation to convene a Special Meeting of the Members of the Corporation, the directors of the Corporation shall proceed forthwith to call such a Special Meeting of the members.
- 8.12 Notice of Meetings. Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least fourteen (14) days or more before the date of the meeting to each member entitled to notice of the meeting (and in the case of an annual meeting, to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee as shown on the Corporation's records. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- 8.13 Quorum. A quorum for the transaction of business at meetings of members shall be a majority of the Voting Members, present in person, through the appointed delegates.

- 8.14 Voting By Members. Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. If the Chairperson is a Voting Member delegate, they shall vote in the first instance upon the calling of the question. In the case of an equality of votes, the Chairperson presiding at the meeting shall not be entitled to a second or casting vote.
- 8.15 Show of Hands. At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any member entitled to vote. Upon a show of hands, every Voting Member delegate present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 8.16 Chairperson of Meeting. In the absence of the Chairperson, the Chairperson, or the Treasurer, the members entitled to vote present at any meeting of members shall choose another director as Chairperson and if no director is present or if all the directors present decline to act as Chairperson, the Voting Members delegates present shall choose one of their number to be Chairperson.
- 8.17 Polls. If at any meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.
- 8.18 Adjournments. Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9.00 STANDING COMMITTEES

- 9.01 The Board of Directors by Resolution may establish such Standing Committees as it determines necessary from time to time.
- 9.02 The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Board from time to time unless otherwise established by the provisions of this By-law.

- 9.03 Membership on each Standing Committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 9.04 All prospective Committee members and the Chairperson of each Standing Committee must first be approved by the Board of Directors before being entitled to serve thereon.
- 9.05 Except as otherwise provided for in this by-law, the Chairperson of each Standing Committee shall be appointed from amongst the membership of the particular Standing Committee at the first meeting of the Standing Committee during each fiscal year.
- 9.06 The specific duties of each Standing Committee shall, unless otherwise provide for in this by-law:
 - .01 be recommended by such Standing Committee in writing and approved by the Board;
 - .02 include the keeping of minutes of each meeting;
 - .03 if deemed necessary by the Board, prepare an annual budget for presentation to the Board and subsequent approval by the Board and the Membership;
 - .04 be task oriented; and
 - .05 require that a report be made to the annual meeting of members through the Board.
- 9.07 Standing Committees shall meet at such times as are determined by the Chairperson of each Standing Committee or as directed by the Chairperson or Vice-Chairperson of the Board, but in any event, no less than once per year.
- 9.08 The procedures to be adopted during meetings of each Standing Committee shall be the same as those set out herein for the Board with modifications as necessary.
- 9.09 The Board of the Corporation may remove any member from any Standing Committee for any reason upon a two-thirds (2/3) majority vote of the Board, in which event the Board may fill such vacancy.

10.00 AD HOC COMMITTEES

10.01 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. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01 the delivery of its report;
- .02 the completion of its assigned task;
- .03 a change in the membership of the Board or Executive Committee by which it was constituted; or
- .04 a resolution to that effect of the Board or Executive Committee by which it was constituted;

whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 10.01.03, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

10.02 The Board is authorized to appoint such Ad Hoc Committees as are deemed necessary from time to time and to empower such committee or committees with such authority or directives as is deemed appropriate.

10.03 The members of such Ad Hoc Committee or Committees shall be appointed by the Board.

10.04 The term of office and the duties of such Ad Hoc Committee as well as the appointment of a Chairperson of such Special Committee shall be determined by the Board unless specifically directed otherwise by members of the Corporation. Members of such Ad Hoc Committees shall serve without remuneration, provided that such committee member may be paid reasonable expenses incurred by him in the performance of his duties.

10.05 The number and time of meetings of such Ad Hoc Committee shall be determined by the Chairperson of such Ad Hoc Committee.

10.06 All Ad Hoc Committees shall report to the members of the Corporation through the Board.

10.07 The procedures to be adopted during meetings of such Ad Hoc Committee shall be the same as those set out herein for the Board with modifications as necessary.

11.00 EXECUTION OF DOCUMENTS

- 11.01 Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.
- 11.02 Execution of Documents. Documents requiring execution by the Corporation may be signed by any two of the Chairperson, Vice-Chairperson, Secretary, Treasurer or Executive Director and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.
- 11.03 Books and Records. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

12.00 DEPOSIT OF SECURITIES

- 12.01 The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

13.00 BORROWING BY THE CORPORATION

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

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

- 13.02 From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

14.00 FINANCIAL YEAR

- 14.01 The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

15.00 AUDITORS

- 15.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. Notice of appointment shall be sent promptly to the auditor by the secretary of the Corporation.

16.00 NOTICE

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

17.00 BY-LAWS AND AMENDMENTS. ETC.

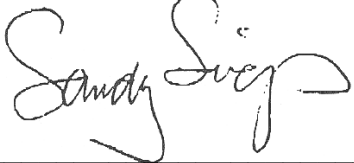
- 17.01 Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the

provisions of, the Corporations Act and shall require a two-thirds (2/3) majority approval of the members in attendance at a duly called members meeting.

18.00 EFFECTIVE DATE

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

Enacted as By-Law No. 1 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 28th day of June, 2005.



Chairperson

Secretary

The foregoing By-law No. 1 as enacted, by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held at the City of Kitchener and at which a quorum was present on the 28th day of June, 2005.

CONFIRMED by a majority of the members of the Corporation, this 28th day of June, 2005.



Secretary

Amended by the majority of the members of the Corporation on the 10th day of June, 2008.