

CHATS – Community & Home Assistance to Seniors

GENERAL BY-LAW NUMBER 11

TABLE OF CONTENTS

	page #
1 INTERPRETATION	1
1.01 Meaning of Words	1
2 MEMBERSHIP	4
2.01 Composition	4
2.02 Members' Rights	4
2.03 Transfer of Membership	4
2.04 Termination of Membership	4
2.05 Discipline of Members	4
2.06 No Compensation for Members	5
3 BOARD OF DIRECTORS	5
3.01 Board	5
3.02 Qualifications	5
3.03 Duty to Disclose	5
3.04 Removal of Directors	6
3.05 Vacancies	6
3.06 Remuneration of Directors	6
4 ELECTION OF THE BOARD	6
4.01 Election of Directors	6
4.02 Term of Office	7
4.03 Re-Election	7
4.04 Elections	7
4.05 Nominations	7
4.06 Forms	7
5 MEETING OF DIRECTORS	7
5.01 Calling Meetings	7
5.02 Meeting following Annual General Meeting	7
5.03 Regular Meetings	7
5.04 Notice of Meetings	7
5.05 Content of Notice	8
5.06 In-Camera Meetings	8
5.07 Meetings by Electronic Conference	8
5.08 Quorum	8
5.09 Voting	8
5.10 Written Resolutions	8
5.11 Attendance By Non-Directors	8
5.12 Adjournments	9
6 MEETINGS OF THE MEMBERS	9
6.01 Annual General Meeting	9
6.02 Meetings by Electronic Conference	9
6.03 Special Meeting	9
6.04 Notice of Meetings	9
6.05 Those Entitled To Be Present	10
6.06 Quorum	10
6.07 Chairperson	10
6.08 Voting by Members	10

6.09	Proxies	11
6.10	Ballot	11
6.11	Adjournments	11
6.12	Written Resolutions	11
7	BOARD REGULATIONS	12
7.01	Board Regulations	12
8	OFFICERS	12
8.01	Officers	12
8.02	Term of Office of Officers	12
8.03	Chairperson of the Board	12
8.04	Vice-Chairperson of the Board	13
8.05	Past-Chairperson	13
8.06	Secretary	13
8.07	Treasurer	13
8.08	Delegation of Duties	13
8.09	Board Appointed Other Officers	14
8.10	Holding More Than One Office	14
8.11	Removal from Office	14
8.12	Remuneration of Officers or Employees	14
9	CHIEF EXECUTIVE OFFICER	14
9.01	Chief Executive Officer	14
10	COMMITTEES	14
10.01	Standing Committees	14
10.02	Combined and Inactive Committees	15
10.03	Ad Hoc Committees	15
10.04	Governance Committee	15
10.05	Finance and Audit Committee	15
10.06	Quality Committee	15
10.07	Rules Governing Committees	16
10.08	Limits on Authority of Committees	16
11	CONFLICT OF INTEREST	16
11.01	Conflict of Interest	16
12	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	17
12.01	Insurance	17
12.02	Liability Exclusion	17
12.03	Pre-Indemnity Considerations	18
12.04	Indemnification of Directors, Officers and Others	18
12.05	Discontinuing Insurance	18
13	EXECUTION OF DOCUMENTS	19
13.01	Execution of Documents	19
14	BORROWING BY THE CORPORATION	19
14.01	General Borrowing Authority	19
15	FINANCIAL YEAR	19
15.01	Financial Year Determined	19
16	AUDITOR	19
16.01	Annual Appointment	19
16.02	Removal of Auditor	20
16.03	Vacancy in the Office of Auditor	20
16.04	Remuneration of Auditor	20
17	NOTICE	20
17.01	When notice deemed given	20
17.02	Declaration of Notice	21

	17.03 Computation of Time	21
	17.04 Omissions and Errors	21
	17.05 Waiver	21
18	BY-LAWS AND EFFECTIVE DATE	21
	18.01 Effective Date of this By-Law	21
	18.02 Amendments requiring Special Resolution	21
	18.03 By-Laws and Effective Date.....	22
19	REPEAL OF PRIOR BY-LAWS	22
	19.01 Repeal.....	22
	19.02 Prior Acts.....	22

CHATS – Community & Home Assistance to Seniors

GENERAL BY-LAW NUMBER 11

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions, Board Regulations and any other policies of the Corporation, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Ad Hoc Committee” means a Committee established by the Board pursuant to section 10.03;
- (c) “Annual General Meeting” means an Annual General Meeting of Members as provided in section 6.01.
- (d) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; reappointment of the incumbent Auditor or person appointed to conduct a review engagement and, following the coming into force of the ONCA, an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (e) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including letters patent, supplementary letters patent, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization or articles of revival;
- (f) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 16;
- (g) “Board” means the Directors of the Corporation from time to time;
- (h) “Board Regulation” means a regulation passed by the Board in accordance with Article 7;
- (i) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (j) “Committee” means a Standing Committee or Ad Hoc Committee established from time to time by the Board;
- (k) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) *Pecuniary or financial interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation, participation or influence in

Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the Corporation; or

- (iii) *Adverse interest* - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation.
- (l) "Corporation" means CHATS – Community & Home Assistance to Seniors;
- (m) "Director" means a Director elected pursuant to Article 3;
- (n) "Extraordinary Resolution" means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney, provided however, that an Extraordinary Resolution is only applicable following the coming into force of the ONCA;
- (o) "Government Regulations" means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;
- (p) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹
- (q) "Member" means a person who has become a Member in accordance with section 2.01;

¹ As of March 13, 2012, section 149.1 of the *Income Tax Act* defines "ineligible individual" as follows:

"ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (r) "Governance Committee" means a Governance Committee established by the Board as described in section 10.04;
- (s) "ONCA" means the Ontario *Not-for-profit Corporations Act, 2010*, S.O. c. 15, and any statute or regulations that may be substituted, as amended from time to time;
- (t) "Officer" means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (u) "Ordinary Resolution" means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (v) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a Committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (w) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual General Meeting, other than Annual Business;
- (x) "Special Meeting" means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 6.03;
- (y) "Special Resolution" means as follows:
 - (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of considering the resolution, or by the consent in writing of the Members entitled to vote; or
 - (ii) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney; and
- (z) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

There shall be one (1) class of Members in the Corporation, consisting of those individuals who are the Directors and Committee members of the Corporation from time to time, each of whom shall automatically become a Member upon becoming a Director or Committee member and cease to be a Member immediately upon ceasing to be a Director or a Committee member, without further action or formality.

2.02 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

2.03 Transfer of Membership

Membership in the Corporation is not transferable.

2.04 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) if the person ceases to be a Director or a Committee member of the Corporation;
- (c) the death of a Member;
- (d) the expulsion of a Member from the Corporation in accordance with section 2.05; or
- (e) the liquidation or dissolution of the Corporation under the Act.

2.05 Discipline of Members

- (a) The Board shall have authority to expel any Member from the Corporation for any one or more of the following grounds:
 - (i) a material violation of any provision of the Articles, By-Laws, Board Regulations, or other policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Corporation.
- (b) In the event the Board determines that a Member should be expelled from membership in the Corporation, the Chief Executive Officer, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Chief Executive Officer, or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.
- (c) In the event that no written submissions are received, the Chief Executive Officer, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is expelled from membership in the Corporation. If written

submissions are received in accordance with this section 2.05, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.06 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

3 BOARD OF DIRECTORS

3.01 Board

Subject to the Act or the ONCA, as applicable, the affairs of the Corporation shall be managed by a Board consisting of twelve (12) Directors, and who shall be elected as Directors in accordance with section 4.01. The number of Directors may be increased or decreased, to not less than three (3) Directors, in the following manner:

- (a) while the Act is in force, by Special Resolution as provided in section 1.01(y)(i); and
- (b) following the coming into force of the ONCA, by Special Resolution as provided in section 1.01(y)(ii).

3.02 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of a bankrupt;
- (c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- (e) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.05.

3.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.² If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 3.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 3.05.

² The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

3.04 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office as follows:
 - (i) so long as the Act is in force, by a two-thirds (2/3rds) vote cast by the Members entitled to vote at a Special Meeting duly called for the purpose; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) The Members may elect a person to replace the removed Director for the remainder of the term of office.
- (c) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05.

3.05 Vacancies

- (a) Except as provided in the Act or the ONCA, as applicable, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.
- (b) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote. At the first meeting of Members following the enactment of this By-Law No. 2016-1 at which there is an election of Directors,

- (a) previously elected Directors who have two (2) years remaining in their terms of office shall continue to serve for the remaining two (2) years;
- (b) previously elected Directors who have one (1) year remaining in their terms of office shall continue to serve for the remaining one (1) year; and
- (c) four (4) Directors shall be elected for a term of three (3) years.

4.02 Term of Office

The term of office of each Director shall be three (3) years, to expire at the third Annual General Meeting following election, or, if no successor is elected at the Annual General Meeting, to expire when a successor is elected.

4.03 Re-Election

- (a) Each Director is eligible for election for two (2) consecutive full terms.
- (b) The maximum combined number of years that an individual may serve as a Director and a Committee member shall not exceed nine (9) years, and afterwards the individual shall not be eligible for re-election as a Director or a Committee member.
- (c) The Members may at their discretion and on recommendation of the Board extend the term limits set out in 4.03(a) and (b) by one (1) year in order that such Director may serve for a subsequent term as an Officer.

4.04 Elections

At each Annual General Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.05 Nominations

Candidates for the office of Director shall comprise the slate of candidates for office proposed by the Governance Committee. There shall be no nominations from the floor of the meeting at which Directors are elected.

4.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the Chairperson of the Board or any four (4) Directors and shall be held at the place specified in the notice.

5.02 Meeting following Annual General Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual General Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. 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 as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least five (5) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Content of Notice

Any notice of a Board meeting shall specify the nature of the business to be conducted.

5.06 In-Camera Meetings

- (a) The Board shall have the discretion at any time to declare a meeting or any portion of a meeting to be in-camera. A motion to go into and out of session is required.
- (b) Minutes of in-camera meetings shall be kept confidential and separate from other records in accordance with the Corporation's In-Camera Meetings Policy.

5.07 Meetings by Electronic Conference

- (a) If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

5.08 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

5.09 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.10 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.11 Attendance By Non-Directors

- (a) The Board may, in its sole discretion, invite non-Directors to attend specific meetings of the Board, without a vote, save and except with respect to those meetings, or parts of meetings, held in-camera.
- (b) The Chief Executive Officer shall be entitled to attend, speak at, but not vote at meetings of the Board.

5.12 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual General Meeting

- (a) An Annual General Meeting shall be held within Ontario for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual General Meeting shall be held not later than fifteen (15) months following the last Annual General Meeting provided that any Annual General Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

- (a) Following the coming into force of the ONCA, a Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) Following the coming into force of the ONCA, the Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting.³ A Special Meeting may be held separately from or together with an Annual General Meeting.

6.04 Notice of Meetings

Notice of the time, place and date of any Annual General Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery; or
- (b) telephone, fax, e-mail or other electronic means.

³ Pursuant to the ONCA, a Special Meeting is required to pass an Extraordinary Resolution or a Special Resolution, to remove a Director, Auditor or a person appointed to conduct a review engagement from office and to fill a vacancy on the Board if there is no quorum of directors.

6.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation;
- (c) the Chief Executive Officer of the Corporation; and
- (d) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the Chairperson of the Board or by Ordinary Resolution of the Members.

6.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least a majority of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) Provided however that where:
 - (i) less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; or
 - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.
- (d) If a quorum is not present throughout a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

6.07 Chairperson

In the absence of the Chairperson of the Board, the Vice-Chairperson shall act as Chair of the meeting. In the absence of both the Chairperson and the Vice-Chairperson, the Members present and entitled to vote at any meeting of the Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

6.08 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.

- (b) 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, the Act or the ONCA, as applicable or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.09 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote; or
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

6.10 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.11 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.12 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual General Meeting, is valid as if it had been passed at a meeting of

Members, provided that, following the coming into force of the ONCA, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7 BOARD REGULATIONS

7.01 Board Regulations

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

8 OFFICERS

8.01 Officers

- (a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual General Meeting.
 - (i) while the Act is in force, a President (who shall be known as the Chairperson of the Board), elected by and from among the Directors;
 - (ii) once the ONCA is in force, a Chairperson of the Board, elected by and from among the Directors;
 - (iii) a Vice-Chairperson of the Board, elected by and from among the Directors;
 - (iv) a Past-Chairperson of the Board, who shall be the individual who has completed his or her term in the office of Chairperson in the preceding year;
 - (v) a Secretary and a Treasurer, each of whom may, but is not required to be a Directors, appointed by the Board.
- (b) There may be such other Officers that may be established by Board Regulation from time to time.

8.02 Term of Office of Officers

- (a) The term of office of each Officer of the Corporation shall be one (1) year, to expire at the next Annual General Meeting following election or appointment.
- (b) The Past-Chairperson shall only be permitted to serve as an Officer for one (1), one (1) year term.
- (c) Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

8.03 Chairperson of the Board

The Chairperson of the Board shall supervise and control the operations of the Corporation if there shall be no Chief Executive Officer in office. The Chairperson of the Board shall, when present, preside at all meetings of the Board and Members. The Chairperson of the Board shall sign all

documents requiring the signature of that office, and have such other powers and duties as may be prescribed by the Board.

8.04 Vice-Chairperson of the Board

The duties and powers of the Chairperson of the Board may be exercised by the Vice-Chairperson of the Board when the Chairperson is absent or unable to act. If the Vice-Chairperson of the Board exercises any of those duties or powers, the Chairperson's absence or inability to act shall be referenced in the minutes. The Vice-Chairperson of the Board shall also perform such other duties as may be prescribed by the Board or incident to the office.

8.05 Past-Chairperson

The Past-Chairperson of the Board shall perform such duties as may be prescribed by the Board from time to time. The Past-Chairperson has a right to attend meetings but is not counted in quorum nor has a vote.

8.06 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation and the Board;
- (b) attend all meetings of the Corporation and the Board to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors;
- (d) be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform such other duties as may be prescribed by the Board.

8.07 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) 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;
- (c) disburse the funds of the Corporation under the direction of the Board;
- (d) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform such other duties as may be prescribed by the Board.

8.08 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

8.09 Board Appointed Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

8.10 Holding More Than One Office

Except for holding the offices of Chairperson of the Board and Vice-Chairperson of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

8.11 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

8.12 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Chief Executive Officer, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Chief Executive Officer.

9 CHIEF EXECUTIVE OFFICER

9.01 Chief Executive Officer

The Chief Executive Officer shall:

- (a) be appointed by the Board to serve at the pleasure of the Board;
- (b) be accountable to the Board;
- (c) subject to the direction of the Board and/or the Chairperson of the Board, supervise and control the operations of the Corporation;
- (d) have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, Members and Committees, except for meetings held in-camera or meetings where the terms of employment, compensation or performance of the Chief Executive Officer are discussed;
- (e) be the Secretary of the Board; and
- (f) perform such other duties as may be prescribed by the Board or incident to the office.

10 COMMITTEES

10.01 Standing Committees

There shall be the following Standing Committees unless otherwise determined by the Board:

- (a) Governance Committee;
- (b) Finance and Audit Committee; and
- (c) Quality Committee.

10.02 Combined and Inactive Committees

The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

10.03 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- (a) the delivery of its report;
- (b) the completion of its assigned task;
- (c) a change in the membership of the Board by which it was constituted; or
- (d) a resolution to that effect of the Board by which it was constituted.

In the case of termination pursuant to subsection 10.03(b), the Board may continue such Ad Hoc Committee.

10.04 Governance Committee

The Governance Committee shall:

- (a) ensure that the Board and Committee structure and processes provide effective governance;
- (b) review and make recommendations to the Board on all matters related to the governance of the Corporation, including issues related to compliance, accountability and Board effectiveness;
- (c) make recommendations to the Board on innovation and responsiveness to the changing service needs of the community, seniors and care-givers;
- (d) consider all applications and prepare a slate of one (1) or more candidates for each office which will be vacant and for which an election will be held at or after the Annual General Meeting; and
- (e) make recommendations to the Board of names of persons to fill vacancies in offices of the Directors and Officers that occur throughout the year.

10.05 Finance and Audit Committee

The Finance and Audit committee assists the Board in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board on matters related to the financial affairs of the Corporation.

10.06 Quality Committee

The Quality Committee shall:

- (a) review and make recommendations to the Board on all matters related to quality, excellence and safety of care provided by the Corporation to its clients;
- (b) ensure effective processes are in place to review and monitor compliance with quality and safety standards;
- (c) promote a quality improvement philosophy and culture for the Corporation; and

- (d) foster and support an open and transparent culture of continuous learning, quality improvement, safety, innovation and excellence within the Corporation.

10.07 Rules Governing Committees

Subject to the By-Laws of the Corporation and any Board Regulations or other policies, all Committees are subject to the requirements listed below:

- (a) the members shall be appointed by the Board;
- (b) the chair, who unless otherwise specified by the Board shall be a Director, shall be appointed by the Board;
- (c) at least one (1) Director shall be appointed to serve on each Committee;
- (d) the term of office for each Committee member shall be three (3) years. The maximum combined number of years that an individual may serve on all Committees of the Corporation shall not exceed six (6) years;
- (e) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;
- (f) the Chief Executive Officer, and other employees of the Corporation as deemed necessary by the Board or Committee from time to time, shall be entitled to attend, speak at, but not vote at Committee meetings. For greater certainty, the Chief Executive Officer and employees of the Corporation shall not be considered members of Committees;
- (g) each Committee shall be responsible to, and report after each meeting to, the Board; and
- (h) subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

10.08 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

11 CONFLICT OF INTEREST

11.01 Conflict of Interest

In accordance with the Act or the ONCA, as applicable, and any Board Regulations or other policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in

any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

12 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.04, and if the Board has determined to purchase insurance pursuant to section 12.01, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

12.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 12 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 12.

12.05 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

13 EXECUTION OF DOCUMENTS

13.01 Execution of Documents

The signing officers for all documents requiring execution by the Corporation shall be designated by Board resolution or a policy established by the Board.

14 BORROWING BY THE CORPORATION

14.01 General Borrowing Authority

The Directors 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 obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

15 FINANCIAL YEAR

15.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of March in each year.

16 AUDITOR⁴

16.01 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members of the Corporation at each Annual General Meeting shall:

- (a) while the Act is in force, and unless otherwise exempted pursuant to the Act, appoint an Auditor, who shall hold office until the close of the next Annual General Meeting; or
- (b) following the coming into force of the ONCA, appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual General Meeting, or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

⁴ In order to be appointed, the person must be permitted to conduct an audit or review engagement under the *Public Accounting Act, 2004* and be independent of the Corporation and its affiliates. Section 75(7) – (9) requires that any new Auditor must request a statement from the previous Auditor or the new appointment is invalid. Corporations should request that the auditor provide them with confirmation that this request has been made.

16.02 Removal of Auditor

(a) The Members may:

- (i) while the Act is in force, remove any Auditor by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a Special Meeting at which notice of intention to pass the resolution has been given; or
- (ii) following the coming into force of the ONCA, by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the ONCA;

as applicable, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 16.03.

- (b) Following the coming into force of the ONCA, the Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

16.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.

16.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by:

- (a) while the Act is in force, by the Members or, by the Directors if authorized by the Members; provided that the remuneration of an Auditor appointed by the Directors shall be fixed by the Directors; or
- (b) following the coming into force of the ONCA, by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

17 NOTICE

17.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent; and
- (e) if provided by other electronic means, notice is deemed given when transmitted.

17.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting 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 those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

17.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

17.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall, not be invalidated, unless otherwise challenged, by:
 - (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

17.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

18 BY-LAWS AND EFFECTIVE DATE

18.01 Effective Date of this By-Law

This By-Law shall come into force when enacted in accordance with the Act.

18.02 Amendments requiring Special Resolution

Following the coming into force of the ONCA, if the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 18.02, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

- (a) section 2.01 (composition of Members);
- (b) section 2.02 (Members' rights);
- (c) section 6.04 (Notice of Members' meetings);
- (d) section 6.09 (Proxies); and

- (e) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

18.03 By-Laws and Effective Date

- (a) Subject to the Act, the ONCA and the Letters Patent or any Supplementary Letters Patent, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 18.03(b), 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 Ordinary Resolution of the Members.
- (b) 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.

19 REPEAL OF PRIOR BY-LAWS

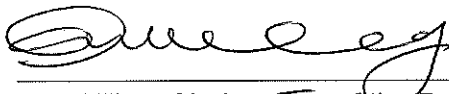
19.01 Repeal

Subject to the provisions of section 19.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

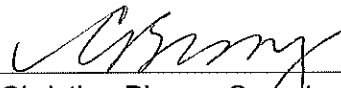
19.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

APPROVED by the Directors as a By-Law of **CHATS – Community & Home Assistance to Seniors** this 30 day of January 2019.

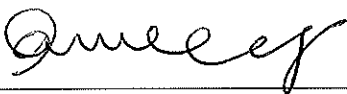


Ian Hilley, Chairperson of the Board

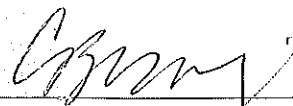


Christina Bisanz, Secretary

ENACTED by the Members in accordance with the *Corporations Act* on the 2nd day of February 2019.



Ian Hilley, Chairperson of the Board



Christina Bisanz, Secretary

