

## BY-LAW NO. 1- E

Being a by-law to amend By-Law No. 1-D of

### **COUNTRY ROADS COMMUNITY HEALTH CENTRE**

**BE IT ENACTED** as a by-law of **COUNTRY ROADS COMMUNITY HEALTH CENTRE** that By-Law 1-D is hereby repealed in its entirety and replaced with the following:

BY-LAW NO. 1-E

Being a By-Law relating to the organization and the transaction of the affairs of the **COUNTRY ROADS COMMUNITY HEALTH CENTRE**.

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#### **ARTICLE ONE** **INTERPRETATION**

##### **1.01 DEFINITIONS**

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

**“Act”** means the Ontario *Not-for-Profit Corporations Act*, 2010, SO 2010 c15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**“Board”** means the Board of Directors of the Corporation and a **“Director”** means a member of the Board;

**“Corporation”** means the Country Roads Community Health Centre which was incorporated without share capital incorporated under the Act by letters patent dated December 2, 1987, as amended by Supplementary Letters Patent dated May 10, 1994;

**“Letters Patent”** means the letters patent incorporating the Corporation as from time to time amended and any supplementary letters patent;

**“Articles of Amendment”** means any articles of amendment filed with the Ontario Ministry of Government Services amending the Corporation’s letters patent and supplementary letters patent;

**“meetings of members”** means an annual meeting of members or a special meeting of members;

## **1.02 ARTICLES AND SECTION HEADINGS**

The Article and Section headings are included herein for convenience of reference only and shall not constitute a part of this by-law for any other purpose.

## **1.03 GENDER AND PLURALITY**

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **ARTICLE TWO** **TRANSACTION OF THE AFFAIRS OF THE CORPORATION**

### **2.01 HEAD OFFICE**

The head office of the Corporation shall be 4319 Cove Road, Portland, Ontario K0G 1V0.

### **2.02 FINANCIAL YEAR**

Until otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of March in each year.

### **2.03 FINANCIAL STATEMENTS**

The Corporation shall make its financial statement available to all of its members and may do so by publishing a notice to its members stating that the annual financial statements are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

**ARTICLE THREE**  
**EXECUTION OF DOCUMENTS**

**3.01 CHEQUES, DRAFTS, NOTES, ETC.**

All cheques, drafts or orders for the payment of money and all notes and acceptance 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.

**3.02 EXECUTION OF DOCUMENTS**

Documents requiring execution by the Corporation may be signed by two of the Chair or a Vice-Chair or the Secretary or the Treasurer and all documents so signed are binding upon the Corporation and 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.

**3.03 BOOKS AND RECORDS**

The Board shall see that all necessary books and records of the Corporation required by the Act, the Articles and the By-Laws of the Corporation or by any applicable statute are regularly and properly kept. Subject to the Act, all members of the Corporation shall have the right, upon written request, to see the financial statements of the Corporation and to make copies for their personal use.

**ARTICLE FOUR**  
**BANKING AND BORROWING BY THE CORPORATION**

**4.01 BANKING**

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the Corporation's accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer of any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Corporation;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

#### **4.02 DEPOSIT OF SECURITIES**

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.

#### **4.03 BORROWING**

Unless the articles or the by-laws of the Corporation provide otherwise, the Board may, without authorization of the members,

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge 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, 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.

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 therefore, 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.

### **ARTICLE FIVE** **DIRECTORS**

#### **5.01 NUMBER OF DIRECTORS AND QUORUM**

The business and affairs of the Corporation shall be managed or supervised by a Board composed of a minimum of seven (7) and a maximum of eleven (11) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, except exercise such powers or do any such acts or things that are by virtue of the by-laws or by the Act expressly directed or required to be done by the Corporation at meetings of the members. At any meetings held to conduct the said affairs of the Corporation a majority of members of the existing Board shall constitute

a quorum. The number of Directors comprising the Board of Directors must be within the range stated in this Section 5.01 and shall be determined by Special Resolution of the Board.

## **5.02 NOMINATION OF DIRECTORS**

Nominations will be accepted at the head office of the Corporation up to thirty (30) days before the date of the Annual General Meeting. Reasonable effort should be made to encourage interest and involvement by members of the community. The Board Nominating Committee shall ensure that prospective candidates are interviewed and briefed. Candidates will file a written acceptance of nomination with the Board Nominating Committee for presentation to the Annual General Meeting and a personal background summary will be requested. The Board Nominating Committee will nominate candidates for vacant positions on the Board of Directors.

## **5.03 QUALIFICATION**

The following persons are disqualified from being a Director of the Corporation:

- a) a person who is not an individual;
- b) a person who is under 18 years old;
- c) a person who has been found under the Ontario *Substitute Decisions Act*, 1992 or under the Ontario *Mental Health Act* to be incapable of managing property;
- d) a person who has been found to be incapable by any court in Canada or elsewhere;
- e) a person who has the status of bankrupt.

To qualify as a Director of the Corporation, an individual must also be admitted as a Director Member of the Corporation within thirty (30) days of being elected a Director Member.

## **5.04 VACANCY**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office, if they see fit to do so; otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected, but if there is no quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy and, in default or if there are no Directors then in office, the meeting may be called by any member.

#### **5.05 VACATION OF OFFICE**

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- b) if an order is made declaring a Director to be a mentally incompetent person or incapable of managing his or her affairs;
- c) on death; or
- d) if by notice in writing to the Secretary of the Corporation the Director resigns his or her office.

#### **5.06 REMOVAL OF DIRECTORS**

The members may, by resolution passed by at least two thirds ( $\frac{2}{3}$ ) of the votes cast thereon at a Special Meeting of members called for the purpose, remove any Director before the expiration of such Director's term of office and may, by majority vote, elect any person in such Director's stead for the remainder of such term.

#### **5.07 CALLING OF MEETINGS**

Meetings of the Board shall be held from time to time at the call of the Board or the Chair or any two (2) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

#### **5.08 FIRST MEETING OF NEW BOARD**

Provided a quorum of Directors are present, each newly-elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

#### **5.09 REGULAR MEETINGS**

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

#### **5.10 PLACE OF MEETING**

Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines or all absent Directors consent, at some place outside of Ontario.

## **5.11 CHAIR**

The Chair or in the Chair's absence, a Vice-Chair who is a Director shall be Chair of any meeting of Directors; and, if no such Officer be present, the Directors present shall choose one (1) of their number to be Chair.

## **5.12 VOTES TO GOVERN**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chair of the meeting shall cast the deciding vote.

## **5.13 CONFLICT OF INTEREST**

Where a Director or Officer of the Corporation has any direct or indirect pecuniary interest in a contract or proposed contract or other matter which is the subject of consideration by the Board, such Director or Officer shall, as soon as practicable after the commencement of the meeting disclose her or his interest and shall not take part in the consideration or discussion of, or vote on any question relating to the matter in question. Where the interest of a Director or Officer has not been disclosed as required by reason of the Director's or Officer's absence from the meeting referred to therein or by reason of such interest having been acquired after such meeting, such Director or Officer shall immediately communicate her or his interest to the Chair, and otherwise comply with the provisions herein at the next meeting of the Board. In the event that a matter arises regarding a conflict of interest involving the Chair, the Chair shall communicate such interest to the Vice-Chair.

## **5.14 REMUNERATION**

The Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The Directors may be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members. No confirmations by the members of any such payment shall be required.

## **5.15 COMMITTEES AND ADVISORY BODIES**

The Board shall appoint and maintain a Client-Community Experience Committee (CCEC) which shall be governed by terms of reference approved by the Board from time to time.

- a) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
- b) The Board shall have the power to appoint committees it deems necessary to meet the objectives of the Corporation and such committees shall report to the Board.

- c) Nothing herein shall give any member of any committee or other advisory body of the Corporation the right to vote as a Director or Member of the Corporation.

## **ARTICLE SIX** **OFFICERS**

### **6.01 ELECTION OF OFFICERS**

From time to time the Board shall elect a Chair who shall be a Director.

### **6.02 APPOINTMENT OF OTHER OFFICERS**

From time to time the Board shall appoint a Secretary and may appoint one (1) or more Vice-Chairs, a Treasurer and such other Officers as the Board may determine. The Officers so appointed may, but need not be, Directors and one (1) person may hold more than one (1) office, save that the Chair may not hold the office of Secretary.

### **6.03 TERMS OF APPOINTMENT**

The Board may remove at its pleasure any Officer of the Corporation. Otherwise, each Officer appointed by the Board shall hold office until such Officer's successor is appointed save that the term of Office of any Officer who is a Director shall expire if and when such Officer shall cease to be a Director.

### **6.04 CHAIR**

The Chair shall have the general management and direction, subject to the authority of the Board, of the organization and transaction of the affairs of the Corporation. The Chair shall have such other powers and duties as the Board may prescribe.

### **6.05 VICE-CHAIR**

During the absence or disability of the Chair, the Chair's duties shall be performed and powers shall be exercised by the Vice-Chair or, if there is more than one (1), by the Vice-Chair in order of seniority. A Vice-Chair shall have such other powers and duties as the Board or the Chair may prescribe.

### **6.06 SECRETARY**

The Secretary shall attend and be the Secretary of all meetings of members and Directors maintain the records required by the Act and in the manner specified in the Act. The Secretary shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat; the Secretary shall give or cause to be given, as and when instructed, all notices to members and Directors; the Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other Officer or agent has been appointed for that purpose; and the Secretary shall perform such duties as the Board or the Chair may prescribe.

## **6.07 TREASURER**

The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall render to the Board whenever required, an account of all the Treasurer's transactions as Treasurer and of the financial position of the Corporation; and the Treasurer shall perform such other duties as the Board or the Chair may prescribe.

## **6.08 DUTIES OF OTHER OFFICERS**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the Chair may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chair otherwise directs.

## **6.09 VARIATION OF DUTIES**

From time to time, the Board may vary, add to or limit the powers and duties of any Officer.

## **6.10 AGENTS AND ATTORNEYS**

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such power of management or otherwise (including the power to appoint) as may be thought fit.

# **ARTICLE SEVEN**

## **PROTECTION OF DIRECTORS AND OFFICERS**

### **7.01 LIMITATION OF LIABILITY**

No Director or Officer in 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 of other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own willful neglect or default.

### **7.02 INDEMNITY**

Every Director and Officer of the Corporation, and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in the execution of the duties of such Director or Officer's office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasioned by such Director or Officer's own willful neglect or default.

## **ARTICLE EIGHT** **MEMBERS**

### **8.01 MEMBERS**

The membership of the Corporation shall consist of a single class of membership, namely, the "Director Members". Each member shall be promptly informed by the Board of his or her admission as a member of the Corporation. Upon election, an up-to-date membership list shall be maintained by the Secretary of the Corporation. The interest of any member in the Corporation is not transferrable.

### **8.02 DIRECTOR MEMBERS**

Director members shall consist of those individuals who are members of the Board. Director members must be individuals and each Director Member shall be entitled to one (1) vote on all matters upon which members are entitled to vote.

### **8.03 TRANSFER OF MEMBERSHIP**

Other than a transfer of membership to the Corporation, memberships are non-transferable.

### **8.04 RESIGNATION**

A member may resign by a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board.

### **8.05 TERMINATION OF MEMBERSHIP**

A membership in the Corporation is terminated when:

- a) a member becomes insolvent, bankrupt or is dissolved, liquidated or wound-up;

- b) a member fails to maintain any qualifications for membership described in this Article on membership;
- c) a member resigns by delivering a written resignation to the chairperson of the Board in which case such resignation shall be effective on the date specified in the resignation;
- d) a member is removed in accordance with Section 3.7 - Discipline of Members or is otherwise terminated in accordance with the Articles or By-laws;
- e) the Corporation is liquidated or dissolved under the Act; or
- f) a member dies or otherwise notifies the Corporation of the termination of his or her membership.

#### **8.06 EFFECT OF TERMINATION OF MEMBERSHIP**

Subject to the Articles, upon any termination of membership, the rights of the departing member, including any rights in the property of the Corporation, automatically cease to exist. Upon any termination of his or her membership, the departing member shall automatically cease to be a Director of the Corporation.

#### **8.07 REMOVAL**

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

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation; or
- b) carrying out any conduct which may be detrimental or contrary to the values of the Corporation as determined by the Board in its sole discretion.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the chairperson, or such other officer as may be designated by the Board, shall provide seven (7) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Board in response to the notice received within such seven (7) day period.

In the event that no written submissions are received by the Board, the chairperson, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

**ARTICLE NINE**  
**MEETINGS OF MEMBERS**

**9.01 ANNUAL MEETING**

The Annual General Meeting of members shall be held such time and on such day in each year as the Board or the Chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the Annual General Meeting, electing Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting. The Annual General Meeting of member shall be held in each year no later than fifteen (15) months from the date of the last Annual General Meeting of members.

**9.02 SPECIAL MEETINGS**

The Board, the Chair, or any two (2) Directors shall have the power to call a Special Meeting of members at any time.

**9.03 PLACE OF MEETINGS**

Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, pursuant to section 9.05 or if the Board shall so determine, at some other place in Ontario or elsewhere; provided that every meeting of members at which Directors are elected shall be held within Ontario.

**9.04 NOTICE OF MEETINGS**

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

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 10 to 50 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

**9.05 MEETINGS WITHOUT NOTICE**

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent to, such meeting being held, and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.

## **9.06 PARTICIPATION BY ELECTRONIC MEANS**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting and is entitled to vote. Meetings of members may be held entirely by secure telephonic, electronic or other communication facility provided participants can communicate adequately with each other.

## **9.07 CHAIR, SECRETARY AND SCRUTINEERS**

The Chair or, in the Chair's absence, a Vice-Chair who is a Director of the Corporation shall be Chair of any meeting of members; if no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one (1) of their number to be Chair. If the Secretary of the Corporation be absent, the Chair shall appoint some person, who need not be a member, to act as Secretary of the meeting. If desired, one (1) or more scrutineers, who need not be members, may be appointed by a resolution or by the Chair with the consent of the meeting.

## **9.08 PERSONS ENTITLED TO BE PRESENT**

All members, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting, shall be entitled to notice of and to be present at a meeting of the members. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

## **9.09 QUORUM**

At any meeting of members, the presence in person of at least a majority of Director Members shall constitute a quorum. In the absence of a quorum the members present in person by majority vote may adjourn the meeting to date set. If the members present at the adjourned meeting constitute a quorum, the meeting may proceed with the business for which it was originally called, failing which a new meeting shall be convened.

## **9.10 RIGHT TO VOTE**

At any meeting of members, every Director Member shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Director Member of the Corporation.

## **9.11 RIGHT TO MAKE A PROPOSAL**

Subject to the Act and the Regulations under the Act, any member, including a Director Member or a Public Member, may make a proposal regarding any matter significantly related to the affairs of the Corporation, including a proposal for nominations for the election of directors if the proposal. All

member initiated proposals must be signed by not less than five percent (5%) of Members, including at least one (1) Director Member.

### **9.12 ALTERNATE VOTING**

- a) By mailed-in or electronic ballot. Pursuant to the Act, a Member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
  - (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
  - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- b) By proxy. Pursuant to the Act, a Member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who is required to be a designated representative of any Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements set out in the Regulations to the Act. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

### **9.13 VOTES TO GOVERN**

At any meeting of members, every question shall, unless otherwise required by the letters patent or By-Laws of the Corporation or by law, be determined by the majority of votes cast on the question.

### **9.14 SHOW OF HANDS**

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by show of hands, rising, or by any other accessible means declared by the Chair prior to such decision which enables the full participation of all the full members of the Corporation, unless a poll be demanded by any member. Whenever a vote by show of hands or other method of voting described above shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

## **9.15 POLLS**

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by show of hands, rising, or by any other accessible means declared by the Chair prior to such decision which enables the full participation of all the full members of the Corporation, unless a poll be demanded by any member. After a show of hands or other method of voting as per Section 9.12 has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each person present shall be entitled to one (1) vote, and the result of the poll shall be the decision of the members upon the said question.

## **9.16 CASTING VOTE**

In case of an equality of votes at any meeting of members, either by a show of hands or other method of voting or upon a poll, the Chair of the meeting shall cast the deciding vote.

## **9.17 ADJOURNMENT**

The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

## **ARTICLE TEN** **NOTICES**

### **10.01 METHOD OF GIVING NOTICE**

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the act, the letters patent, the By-Laws or otherwise to any member, Director, Officer or auditor shall be sufficiently given if delivered to such person's last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to such person at such person's last address as recorded in the books of the Corporation or if sent to such person at such person's said address by any means of transmitted or recorded communication. The Secretary may change the address on the Corporation's books of any member, Director, Officer or auditor in accordance with any information believed by the Secretary to be reliable. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

### **10.02 COMPUTATION OF TIME**

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**10.03 OMISSIONS AND ERRORS**

The accidental omission to give any notice to any member, Director, Officer or auditor or the non-receipt of any notice by any member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**10.04 WAIVER OF NOTICE**

Any member (or such member's duly appointed proxy or representative), Director, Officer or auditor may waive any notice required to be given to him under any provision of the Act or the letters patent or the By-Laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**ARTICLE ELEVEN  
AUDITOR**

**11.01 APPOINTMENT AND REMUNERATION**

The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation and 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 of Directors.

**ARTICLE TWELVE  
BY-LAWS**

**12.01 REPEAL AND AMENDMENT**

The By-Laws of the Corporation may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the members at a Special Meeting duly called for the purpose of considering the said by-law.

**ARTICLE THIRTEEN**

**13.01 EFFECTIVE DATE**

This By-Law shall come into force without further formality upon its enactment.

**ENACTED as By-Law No. 1-E** by the Directors of the Corporation at a meeting duly called and regularly held at which a quorum of Directors was present on the 19<sup>th</sup> day of October, 2017.

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Chair

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Secretary

The foregoing **By-Law No. 1-E** 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 on the 19th day of October, 2017.