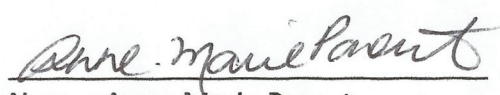


CERTIFIED a true copy of By-law No. 1 of Carlington Community Health Centre / Centre de santé communautaire Carlington (the "Corporation") enacted by the Directors of the Corporation on the 16th day of June 2020, and sanctioned by the members of the Corporation on the 22nd day of September 2020, which by-law is in full force and effect and unamended at the date hereof.

DATED as of the 22nd day of September, 2020



Name: Linda Savoie
Title: Board Chair



Name: Anne-Marie Parent
Title: Secretary

**CENTRE DE SANTÉ COMMUNAUTAIRE
CARLINGTON**

COMMUNITY HEALTH CENTRE

**BY-LAW NO. 1
DATED September 22, 2020**

**PASSED AT A MEETING OF DIRECTORS ON JUNE 16, 2020
AND CONFIRMED AT THE ANNUAL MEETING
OF THE MEMBERS ON SEPTEMBER 22, 2020**

Contents

- BY-LAW NO. 1..... 4
 - ARTICLE 1 -INTERPRETATION 4
 - ARTICLE 2 -REGISTERED OFFICE 5
 - ARTICLE 3 -SEAL..... 5
 - ARTICLE 4 -COMMUNITY SERVED 6
 - ARTICLE 5 -LANGUAGE SERVICES 6
 - ARTICLE 6 -MEMBERSHIP 6
 - ARTICLE 7 -TERMINATION OF MEMBERSHIP 7
 - ARTICLE 8 -BOARD OF DIRECTORS 7
 - ARTICLE 9 -POWERS OF THE BOARD 8
 - ARTICLE 10 -COMPOSITION OF THE BOARD 8
 - ARTICLE 11 -TERM OF OFFICE OF DIRECTORS..... 9
 - ARTICLE 12 -BOARD VACANCIES 9
 - ARTICLE 13 -BOARD MEETINGS..... 9
 - ARTICLE 14 -NOTICE OF BOARD MEETINGS 10
 - ARTICLE 15 -CHAIRING OF BOARD MEETINGS 10
 - ARTICLE 16 -VOTING..... 10
 - ARTICLE 17 -EXECUTIVE COMMITTEE 10
 - ARTICLE 18 -OFFICERS OF THE CORPORATION 11
 - ARTICLE 19 -DUTIES OF OFFICERS 11
 - ARTICLE 20 -EXECUTIVE DIRECTOR 12
 - ARTICLE 21 -REMUNERATION OF DIRECTORS AND OFFICERS 13
 - ARTICLE 22 -CONFIDENTIALITY 13
 - ARTICLE 23 -DISCLOSURE OF INTEREST..... 13
 - ARTICLE 24 -INDEMNITIES AND INSURANCE TO DIRECTORS AND OFFICERS 14
 - ARTICLE 25 -ANNUAL OR SPECIAL MEETINGS OF MEMBERS..... 15
 - ARTICLE 26 -MINUTES OF MEETINGS..... 16
 - ARTICLE 27 -FINANCIAL YEAR..... 16
 - ARTICLE 28 -BORROWING 17
 - ARTICLE 29 -EXECUTION OF DOCUMENTS..... 17

ARTICLE 30 - AUDITORS..... 17
ARTICLE 31 - BOOKS AND RECORDS..... 17
ARTICLE 32 - AMENDMENT OF BY-LAWS 18
ARTICLE 33 - REPEAL OF PREVIOUS BY-LAWS 18

BY-LAW NO. 1

Being a By-law relating generally to the conduct of the affairs of the Carlington Community Health Centre | Centre de santé communautaire Carlington (“the Corporation”)

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Corporation as follows:

ARTICLE 1 -INTERPRETATION

1.1. In this By-law and in all other by-laws of the Corporation, unless the context otherwise specifies or requires:

“**Act**” means the *Canada Not-for-Profit Corporations Act* S.C.2009, c.23 as from time to time amended and every statute that may be substituted thereto and, in the case of such amendment or substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

“**Articles**” means the articles of continuance or articles of amendment, amalgamation, reorganization, arrangement or revival of the Corporation;

“**By-laws**” means this by-law and all other by-laws of the Corporation as amended and which are from time to time in force and effect;

“**Board**” means the Board of Directors of the Corporation

“**Chair**” means the individual selected or appointed in accordance with these By-laws to preside over meetings of the Board or of the Members;

“**Client Service Area**” means the community primarily served by the Corporation consisting of two geographical areas located in the City of Ottawa: the first being bordered by the Ottawa River, Island Park Drive, Fisher Avenue, Baseline Road, Woodroffe Avenue, the Queensway, Maitland Avenue and Sherbourne Avenue back to the Ottawa River; and the second being bordered by Baseline Road, the Rideau River and Fisher Avenue back to Baseline Road; all as may be amended from time to time by the Board and confirmed by the membership of the Corporation;

“**Corporation**” means Carlington Community Health Centre / Centre de santé communautaire Carlington;

“**Director**” means a member of the Board;

“**Entity**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

“Member” means any person who meets the membership requirements of the Corporation as set out in Article 6 of this By-law No.1;

“Ordinary resolution” means a resolution passed by a majority of not less than fifty percent (50%) of the votes cast on that resolution;

“Person” means an individual or entity;

“Special resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution; and

“Staff” means all individuals employed by the Corporation in the normal employer/employee relationship and all individuals who work on a full-time or part time basis for the Corporation under the terms of a contract agreement rather than under the regular employer/employee relationship.

- 1.2. All terms contained in the By-laws that are defined in the Act shall have the meanings given to such terms in the Act.
- 1.3. The headings used throughout the By-laws are inserted for reference purposes only and are not to be considered in construing the terms of provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- 1.4. To the extent of any conflict between the provisions of the By-laws and the provisions of either the Act or the Articles of the Corporation, the provisions of the Act or the Articles as the case may be, shall govern.
- 1.5. The goal of the Corporation is to work with and for our community, in both official languages, in order to further the advancement of health and well-being and to contribute to the growth of a vibrant, benevolent and just society.
- 1.6. The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

ARTICLE 2 -REGISTERED OFFICE

- 2.1. The registered office of the Corporation shall be located in the City of Ottawa in the Province of Ontario.

ARTICLE 3 -SEAL

- 3.1. The corporate seal of the Corporation, an impression whereof is to be stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE 4 -COMMUNITY SERVED

- 4.1. The community primarily served by the Corporation shall be the Client Service Area.

ARTICLE 5 -LANGUAGE SERVICES

- 5.1. The Board shall ensure that there is sufficient and appropriate representation on the Board of Directors reflective of and proportional to the French-speaking community of the Client Service Area, with a minimum of two (2) individuals.
- 5.2. Pursuant to the designation criteria under the *French Language Services Act*, the Board of Directors shall direct a Committee of the Board to report annually to the Board on the effectiveness and implementation of the French Language Services Policy.
- 5.3. The Board of Directors is responsible for ensuring that designated services are available in both official languages.
- 5.4. The Executive Director shall report annually to the Board on the provision of French language services.
- 5.5. All correspondence to the Corporation shall be answered in the official language that it was received.
- 5.6. The working language of the Corporation for the purposes of business records and formal staff communications shall be English.

ARTICLE 6 -MEMBERSHIP

- 6.1. Subject to the Articles, there shall be one (1) class of membership in the Corporation. Membership shall consist of individuals:
- a) who support the vision and mission statement, objectives, values and philosophy of the Corporation, as defined from time to time by the Board and ratified by the Members at a meeting duly called for such purpose;
 - b) who have attained the age of eighteen (18) years;
 - c) whose applications for membership in the Corporation have been received and formally approved by the Board at least thirty (30) days prior to any annual or special meeting of the Members of the Corporation; and
 - d) who have paid any membership fees or dues as set by the Members from time to time.

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

- 6.2. Subject to the Act, the Board may from time to time establish such other class or classes of membership as it deems advisable, by amending the Articles and, if required, the By-laws.
- 6.3. Staff may not be Members.
- 6.4. The membership interest of a Member in the Corporation is not, directly or indirectly, transferable.
- 6.5. Any membership fees or dues may be set by the Members at an annual or special meeting of Members from time to time.
- 6.6. The format of, and the procedures for, application for membership in the Corporation shall be as determined by the Board from time to time.

ARTICLE 7 -TERMINATION OF MEMBERSHIP

- 7.1. A Member may withdraw from the Corporation by delivering written notice of resignation to the Secretary or Chair.
- 7.2. A membership in the Corporation is terminated when an individual Member dies.
- 7.3. A membership in the Corporation is terminated when an individual Member becomes Staff.
- 7.4. The membership of any Member may be terminated by special resolution of the Members at an annual or special meeting, provided that any such Member shall be granted an opportunity to be heard at such meeting.
- 7.5. The membership of any Member who has not renewed their membership in the Corporation in the manner prescribed by the Board, or who has not paid the membership fees (if any), as may have been established by the Members on or before March 31 following the membership year that such renewal or payment was to have taken effect, shall be automatically terminated without further notice.

ARTICLE 8 -BOARD OF DIRECTORS

- 8.1. The Board represents the general membership and is accountable to the Members for the overall administration of the Corporation and for the programs and services provided by the Corporation.
- 8.2. A Director must be an individual of at least eighteen (18) years of age, have power under law to contract and be a Member of the Corporation.

ARTICLE 9 -POWERS OF THE BOARD

- 9.1. Subject to the Act and the Articles, the Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- 9.2. Except for the Executive Committee, as set out in Article 17 hereof, the terms of reference and membership of any committee of the Board shall be determined by the Board. The terms of reference for all committees shall provide for French-speaking representation. The chairpersons of such committees shall be Directors appointed by, and shall serve at the will of, the Board. Such committees may include persons who are not Directors or Members. Members of such standing or other committees of the Board shall receive no remuneration for serving as such, but may be entitled to reimbursement of reasonable expenses incurred in the exercise of their duty, if so decided by the Board. Members of such standing or other committees of the Board may be removed by an ordinary resolution of the Board. The rules of procedure respecting notices of meetings of standing or other committee meetings shall be the same as those that apply to the Executive Committee pursuant to Article 17 hereof.
- 9.3. The Board shall take such steps as it deems requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.
- 9.4. Every Director and officer of the Corporation in exercising their powers and discharging their duties shall (a) act honestly and in good faith with a view to the best interests of the Corporation; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.5. Every Director and officer of the Corporation shall comply with this Act (and the regulations enacted thereunder) and the Articles, the By-laws and any unanimous Member agreement.

ARTICLE 10 -COMPOSITION OF THE BOARD

- 10.1. The Board shall consist of a minimum of ten and maximum of fifteen (15) Directors of which a majority shall be residents of the Client Service Area. Such individuals shall be elected on a staggered term basis of up to three (3) years by ordinary resolution of the Members at the annual or special meeting of the Corporation called for such purpose.
- 10.2. The Executive Director and two other (2) Staff representatives to be elected by the Staff shall be entitled to receive notice of and attend all meetings of the Board. Staff are not entitled to be Directors of the Corporation.
- 10.3. A minimum of two (2) positions on the Board shall be filled by French-speaking individuals.

ARTICLE 11 -TERM OF OFFICE OF DIRECTORS

- 11.1. No Director may hold office for more than six (6) consecutive years. After being absent from the Board for a period of not less than one (1) year, a former Director is again eligible to stand for election to the Board.
- 11.2. The Past-Chair shall be entitled to receive notice of and attend all meetings of the Board.

ARTICLE 12 -BOARD VACANCIES

- 12.1. A Director ceases to hold office when the Director dies, resigns, is removed by ordinary resolution at a special meeting of Members called for such purpose, or becomes disqualified under Section 8.2 of this By-law or under the Act.
- 12.2. Furthermore if a Director is absent from any three (3) meetings of the Board in the period between annual meetings of Members, without having been granted a leave of absence from the Board, and following notification from the Chair after the second missed meeting, the Director may be removed by ordinary resolution of the board.
- 12.3. If a vacancy arises in accordance with this Article, and subject to the Act, a quorum of Directors may fill the vacancy for the remainder of the outgoing Director's term.

ARTICLE 13 -BOARD MEETINGS

- 13.1. A quorum of the Board shall consist of a simple majority of incumbent Directors.
- 13.2. The Board shall hold at least ten (10) regular meetings a year.
- 13.3. Meetings of the Board may be held at a time and place to be determined by the Chair in consultation with the Executive Committee.
- 13.4. A special meeting of the Board may be called when deemed necessary by the Chair.
- 13.5. The Chair shall call a special meeting of the Board within twenty (20) days of receipt of a request in writing, signed by a majority of the Directors.
- 13.6. If all Directors of the Board consent thereto in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting of the Board by means of telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the

Directors at the meeting. Each vote cast by a Director participating by telephone or other communications facilities, shall be recorded in the minutes by the Secretary.

- 13.7. The Board shall have the right to invite non-voting advisors to meetings of the Board, including professionals in fields relevant to the needs and programs of the Corporation, for such terms and under such conditions as the Board may determine.

ARTICLE 14 -NOTICE OF BOARD MEETINGS

- 14.1. A minimum of forty-eight (48) hours' notice of any meeting of Directors shall be given to each Director in writing. No error or omission in giving notice of any meeting of the Board of any adjourned meeting of the Board shall invalidate such meeting. Any Director may at any time waive notice of any meeting.
- 14.2. Notice of any emergency meeting of the Board may be telephoned, delivered, or communicated by facsimile or otherwise in such time as is reasonable in the circumstances before the meeting is to take place.

ARTICLE 15 -CHAIRING OF BOARD MEETINGS

- 15.1. The Chair shall preside at each meeting of the Board. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, those Directors present and entitled to vote shall appoint a chair from among those Directors in attendance.

ARTICLE 16 -VOTING

- 16.1. Provided that a quorum of Directors is present, all questions arising at any Board meeting shall be decided by majority vote. Each Director is authorized to exercise one (1) vote. In the event of a tie vote, the Chair shall have a second or casting vote. Voting by proxy or by mail shall not be permitted.

ARTICLE 17 -EXECUTIVE COMMITTEE

- 17.1. The Corporation shall have an Executive Committee comprising the Officers of the Corporation, namely the Chair, the Vice-Chair, the Treasurer and the Secretary. All such Officers must be Directors of the Corporation. The Past-Chair and the Executive Director shall be an ex-officio non-voting members of the Executive Committee. An Executive Committee member may be removed by a majority vote of the Board.
- 17.2. During the intervals between the meetings of the Board, the Executive Committee shall possess and may, subject to any regulations which the Board may from time to time impose, exercise all the powers of the Board in the management and direction of the activities and affairs of the Corporation, except those which must be exercised by the Board as set out in Section 138 (1) of the Act.

- 17.3. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reimbursement of reasonable expenses incurred in the exercise of their duty.
- 17.4. Meetings of the Executive Committee may be held at a time and place to be determined by the Chair. A minimum of forty-eight (48) hours' notice of a special meeting shall be given to each member of the Executive Committee. Notice of emergency meetings of the Executive Committee may be delivered by telephone or communicated by facsimile, or otherwise, in such time as is reasonable in the circumstances before the meeting is to take place.
- 17.5. A quorum for all meetings of the Executive Committee shall be three (3) members of the Executive Committee.

ARTICLE 18 -OFFICERS OF THE CORPORATION

- 18.1. The Officers of the Corporation shall be the Chair, the Vice-Chair, the Secretary, the Treasurer and the Executive Director.
- 18.2. All Officers, with the exception of the Executive Director, shall be elected by the Board from amongst their number at the first meeting of the Board following the annual meeting of Members. Such Officers shall hold offices for a term of one (1) year from the date of their election or until their successors are elected. Any Officer may be removed from his/her office by an ordinary resolution of the Board at any time.

ARTICLE 19 -DUTIES OF OFFICERS

- 19.1. The Board shall be responsible for the general management and supervision of the activities and affairs of the Corporation. When present, the Chair shall preside at all meetings of the Members and of the Board. They shall see that all orders and resolutions of the Board are carried into effect. With the exception of the Executive Committee, they shall be an ex-officio member of all other committees of the Board. The Chair shall present a report of the Board to the annual meeting of Members.
- 19.2. The Vice-Chair shall, in the absence or inability of the Chair, or at the direction of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties and have such other powers as the Board may assign.
- 19.3. The Secretary shall be responsible for the custody of the corporate seal of the Corporation and shall maintain a current register of all the Members of the Corporation. They shall be responsible for keeping the books, records correspondence, contracts and other papers of the Corporation, except those specifically allocated to the Treasurer. The Secretary shall have recorded the minutes of all Board and membership meetings and shall be responsible for giving notice of all meetings of the Members and of the Board. They shall perform such other duties as are assigned to them by the Board. With

the approval of the Board, the Secretary may delegate any of these duties.

19.4. The Treasurer shall:

- a) be responsible for the care and custody of the funds and other assets of the Corporation;
- b) be responsible for the maintenance of full and accurate books of the accounts and of all financial transactions of the Corporation;
- c) report on a quarterly basis to the Board on the financial accounts of the Corporation;
- d) at the direction of the Board of Directors, report to the appropriate governmental officials responsible for administering the act of incorporation on all required financial matters;
- e) present a financial report at the annual meeting which shall include an audited statement of the accounts of the Corporation and a statement of budget requests for the next financial year; and
- f) such other duties and have such powers as the Board may assign.

With the approval of the Board, the Treasurer may delegate any of these duties to a member of the Staff.

19.5. The duties of all other officers shall be such as the terms of their appointment require or as may be determined by the Board from time to time.

ARTICLE 20 -EXECUTIVE DIRECTOR

20.1. The Board of Directors shall appoint an Executive Director who shall be entitled to attend all meetings of the Board and of all committees of the Board. The Executive Director may address the Board during any meeting thereof, provided however, the Executive Director shall not have the right to vote at any meeting of the Board and may be required to leave any meeting of the Board upon the request of a majority of the Board, or at the request of the Chair.

20.2. The Executive Director shall be the chief executive officer of the Corporation who shall have, subject to the authority of the Board, the power and authority to manage, supervise and direct the business and affairs of the Corporation. They shall conform to all lawful orders given by the Board, and provide all information it may require regarding the affairs of the Corporation.

20.3. The Executive Director shall hold office for a term to be determined by the Board, which term shall commence from the date of appointment.

ARTICLE 21 -REMUNERATION OF DIRECTORS AND OFFICERS

- 21.1. Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed reasonable expenses incurred in the performance of his or her duties. A Director shall not be prohibited from receiving compensation for services provided in another capacity.

ARTICLE 22 -CONFIDENTIALITY

- 22.1. All meetings of the Board are open to the public. However, the Board at any time may determine a matter to be confidential in which case the Board may exclude all non-Directors from that portion of the meeting dealing with the confidential matter. All discussions, materials and information disclosed during the portion of the meeting dealing with confidential matters shall be deemed strictly confidential and shall not be communicated to any other person without the Board's prior written approval. The Secretary shall continue to maintain minutes of this confidential portion of the meeting, but such minutes shall be subject to the confidentiality requirements of this article.

ARTICLE 23 -DISCLOSURE OF INTEREST

- 23.1. If a Director or Officer of the Corporation
- a) is a party to a material contract or material transaction, whether made or proposed, with the Corporation; or
 - b) is a Director or Officer, or an individual acting in a similar capacity, of a party to such a contract or transaction; or
 - c) has a material interest in a party to such a contract or transaction; or
 - d) contravenes or is in breach of any conflict of interest policy in the Corporation,
- then in any of such cases, such Director or Officer shall forthwith disclose in writing to the Corporation the nature and extent of their interest, contravention or breach. Such Director shall not be entitled to vote on any such matter to be considered by the Board. Furthermore, the Board may request any Director who has declared such interest not to be present or to exempt such Director from that part of the meeting during any consideration, discussion and/or voting on such matter.
- 23.2. All disclosures of interest shall be done in accordance with the provisions of the Act.

ARTICLE 24 -INDEMNITIES AND INSURANCE TO DIRECTORS AND OFFICERS

- 24.1. Subject to the provisions of the Act and to Section 24.4, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity, of another Entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other Entity.
- 24.2. Subject to Section 24.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 24.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 24.3.
- 24.3. The Corporation may not indemnify an individual under Section 24.1 unless the individual:
- a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other Entity for which the individual acted as Director or Officer or in a similar capacity at the
 - b) Corporation's request; and
 - c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 24.4. The Corporation shall, with the approval of a court, indemnify an individual referred to in Section 24.1, or advance moneys under Section 24.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 24.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 24.3.
- 24.5. The Corporation will also indemnify the individuals referred to in Section 24.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.
- 24.6. The Corporation shall at all times maintain in force such Directors and Officers liability insurance on such terms and conditions as may be approved by the Board.

ARTICLE 25 -ANNUAL OR SPECIAL MEETINGS OF MEMBERS

- 25.1. The annual or special meeting of the Members shall be held at the registered office of the Corporation, or at any place within the Client Service Area as the Board may determine, and on such day as the Board may appoint, provided that the annual meeting shall be held within six (6) months of the end of the fiscal year of the Corporation.
- 25.2. In circumstances where the Board determines it to be necessary in its discretion, an annual or special meeting of the Members may take place virtually by digital or other electronic means that allows all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.
- 25.3. At every annual meeting of Members, in addition to any other business that may be transacted, the report of the Directors (the Chair's report), the financial statements, a statement of budget requests and the report of the auditors shall be presented. In addition, the auditors shall be appointed for the next fiscal year and Directors shall be elected to fill any Board positions currently vacant, or becoming vacant due to the expiry of the term of office of the present incumbent. There shall be no nominations for Directors from the floor.
- 25.4. Special meetings of the Members may be called by the Board at a time and place determined by the Board.
- 25.5. Notice of the time and place including an agenda and motions shall be given to each Member of any annual or special meeting of Members by the following means:
 - a) by mail, courier or personal delivery to each Member during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - b) by telephone, electronic or other communication facility to each Member during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Notice of each meeting of Members must include a blank form of proxy for such meeting.

- 25.6. Notice of any meeting, where special business will be transacted, shall contain sufficient detail to permit a Member to form a reasoned judgment on the business.
- 25.7. All Members in good standing as determined by the Board shall be entitled to exercise one (1) vote each at any special or annual meeting of the Corporation. Staff shall not have the right to vote, but may attend and participate in all meetings. Voting by proxy or in writing shall be permitted at annual or special meetings of Members. A proxy holder

must be a Member in good standing and is not entitled hold more than two (2) proxies.

Any person participating in a meeting of Members virtually by digital or other electronic means, who is entitled to vote at such meeting, may vote using the method that the Corporation has made available for that purpose. When a vote is to be taken at a virtual meeting of Members, the voting may be carried out in a manner that permits subsequent verification.

- 25.8. At all annual or special meetings of Members of the Corporation, every question shall be determined by an ordinary resolution, unless otherwise specifically provided by statute or by the By-laws of the Corporation. In the event of a tie vote, the Chair shall have a second or casting vote.
- 25.9. A quorum for an annual or special meeting shall be twenty (20) Members of the Corporation present in person or by proxy.
- 25.10. The Members of the Corporation who hold not less than five (5) percent of the votes that may be cast at a meeting of Members may requisition the Directors to call a meeting for the purposes stated in the requisition in accordance with the Act.
- 25.11. The Board shall have the power to call, at any time, a special meeting of Members.
- 25.12. Any Member entitled to vote at an annual meeting of Members may submit to the Corporation notice of any matter that the Member proposes to raise at the meeting (a "proposal") in accordance with the Act and discuss at the meeting any such matter. The Corporation shall include the proposal in the notice of meeting required to be sent to the Members.

ARTICLE 26 -MINUTES OF MEETINGS

- 26.1. The Board may prescribe such rules, regulations and rules of procedures as it deems expedient for all meetings of the Members and of the Board, provided that such rules, regulations and rules of procedure are consistent with the provisions of the Corporation's By-laws.
- 26.2. The minutes of annual or special meetings of Members shall be made reasonably available to Members at the registered office of the Corporation for review on request subject to confidentiality requirements as determined by the Board from time to time.

ARTICLE 27 -FINANCIAL YEAR

- 27.1. Unless otherwise ordered by the Board, the fiscal year of the Corporation shall be from the first day of April of each year to the thirty-first day of March of the following year.

ARTICLE 28 -BORROWING

- 28.1. The Board may from time to time:
- a) borrow money upon 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.
- 28.2. The Board may delegate such powers to the Executive Committee to such extent and in such manner as the Board may determine by resolution.

ARTICLE 29 -EXECUTION OF DOCUMENTS

- 29.1. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of the following: the Chair, the Vice-Chair, the Secretary, the Treasurer, the immediate Past-Chair, if still an elected Director, and the Executive Director. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board shall have power, from time to time by ordinary resolution, to appoint one or more of the Executive Director, any officer and other individual on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid, or by such officer(s) or Executive Director appointed by ordinary resolution of the Board.

ARTICLE 30 - AUDITORS

- 30.1. The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE 31 - BOOKS AND RECORDS

- 31.1. The Directors shall see that all necessary books and records of the Corporation, required by the By-laws of the Corporation or any applicable statute or law, are regularly and properly kept.

ARTICLE 32 - AMENDMENT OF BY-LAWS

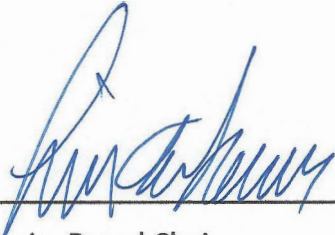
- 32.1. Subject to the Act, the Directors may, by ordinary resolution, make, amend or repeal the By-laws.
- 32.2. The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of Members, and the Members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.
- 32.3. Subject to the Act, the by-law, amendment or repeal is effective from the date of the ordinary resolution of Directors.

ARTICLE 33 - REPEAL OF PREVIOUS BY-LAWS

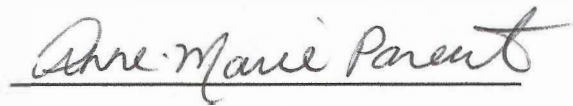
- 33.1. By-Law No. 1 dated June 26, 2019 is hereby repealed in its entirety.

PASSED by the Board of Directors the 16th of June, 2020.

CONFIRMED by resolution of the Members the 22nd day of September, 2020.



Linda Savoie, Board Chair



Anne-Marie Parent, Secretary