

BY-LAW NO. 1

by-law relating generally to the organization and the transaction of the affairs of

SOCIAL SERVICES NETWORK FOR THE YORK REGION

(the "Corporation")

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BE IT ENACTED as a by-law of Social Services Network for the York Region as follows:

ARTICLE I DEFINITIONS AND INTERPRETATION

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

"Act" means the *Corporations Act* (Canada) and the Regulations thereto, as amended from time to time, and any successor legislation that may hereafter be substituted therefor, as from time to time amended;

"board" means the board of directors of the Corporation;

"letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"meetings of members" includes an annual meeting of members and a special meeting of members;

"member" means a member of the Corporation; and

"special meeting of members" includes a special general meeting of members.

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE II TRANSACTION OF THE AFFAIRS OF THE CORPORATION

3. HEAD OFFICE

Until changed in accordance with the Act, the head office of the Corporation shall be in the Town of Richmond Hill, Province of Ontario.

4. SEAL

The corporate seal of the Corporation shall be in the form impressed hereon and shall be in the custody of the secretary of the Corporation.

5. FINANCIAL YEAR

The financial year of the Corporation shall end on such date in each year as the board may from time to time determine by resolution.

6. EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, by-laws, certificates and other instruments may be signed on behalf of the Corporation by any two directors or officers of the Corporation and all documents so signed are binding upon the Corporation without any further authorization or formality. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

7. BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted with such banks, trust companies, brokerage firms or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

8. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the president and the secretary of the Corporation or such other officer or officers, agent or

agents and in such manner as shall from time to time be determined by resolution of the board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

9. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, brokerage firms 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 by 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.

10. BOOKS AND RECORDS

The board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the board or of committees of the board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members generally. Each of the directors shall be provided with a copy of the minutes of meetings of the board and of committees of the board and of such other documents or records of the Corporation as such director may reasonably request. A member who requests a copy of a members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of such list.

ARTICLE III DIRECTORS AND HONORARY DIRECTORS

11. NUMBER OF DIRECTORS AND QUORUM

The affairs of the Corporation shall be managed by its board of directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the letters patent of the Corporation. Until changed in accordance with the Act, the Corporation shall have a minimum of three and a maximum of thirty directors, of whom not less than two-fifths of the number of directors from time to time in office shall constitute a quorum, provided that the quorum shall not be less than two directors. The number of directors of the Corporation and the number of directors to be elected at the annual meeting of the members shall be such number as shall be determined from time to time by resolution of the directors, within the minimum and maximum limits approved by the members from time to time.

12. QUALIFICATION

No person shall be qualified as a director unless such person is a member, mentally competent, and is eighteen or more years of age; provided that if a person who is not a member is elected a director, such person may so qualify by becoming a member within ten days after the date of election or appointment of such person.

13. ELECTION AND TERM

The whole board shall be elected at each annual meeting of members to hold office until the next annual meeting, but if a new board is not elected thereat, the directors then in office shall continue in office until their successors are duly elected. Retiring directors shall be eligible for re-election. The election of directors may be by a show of hands or by resolution of the voting members, unless a ballot is demanded by any member.

14. VACATION OF OFFICE

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

- (a) if such director becomes bankrupt or suspends payment or compounds with such director's creditors or if a receiving order is made against such director or if such director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or any similar legislation;
- (b) if an order is made declaring such director to be a mentally incompetent person or incapable of managing such director's affairs;
- (c) o n d e a t h ;
- (d) if, by notice in writing to the secretary of the Corporation such director resigns such director's office; or
- (e) if such director ceases to be a member for any reason.

15. REMOVAL OF DIRECTORS

The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for that 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 director's term.

16. VACANCIES

Vacancies on the board may be filled for the remainder of the directors' term of office either by the members at a special meeting of members called for the purpose or, providing that the remaining directors constitute a quorum, by the board.

17. CALLING OF MEETINGS

Meetings of the board may be formally called by the board, the president, the vice- president, the secretary or by any two directors. Notice of the time and place of every meeting so called shall be given to each director at least 48 hours prior to the meeting if other than by mail. Notice by

mail shall be sent to each director at least 14 days prior to the meeting. No notice of a meeting shall be necessary, however, if all the directors are present or if those absent waive notice of, or otherwise signify their consent to, such meeting being held. The directors may consider or transact any business, either special or general, at any meeting of the board.

18. FIRST MEETING OF NEW BOARD

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

19. 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.

20. PLACE OF MEETING

Meetings of the board shall be held at the head office of the Corporation or elsewhere in Canada or, if the board so determines and all absent directors consent, at some place outside Canada.

21. CHAIRMAN AND SECRETARY

The president or, in the absence of the president, a vice-president who is a director, shall chair any meeting of directors; and, if no such officer is present, the directors present shall choose one of their number to chair such meeting. The secretary of the Corporation shall attend all meetings of the board in order to prepare the minutes thereof. In the absence of the secretary, the directors present shall choose one of their number to act as secretary of the meeting.

22. VOTES TO GOVERN

At all meetings of the board, every director personally present shall be entitled to one vote and 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 not be entitled to a second or casting vote. All votes taken at any meeting of the board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

23. MEETINGS BY TELEPHONE

Where all the directors have consented thereto, any director may participate in a meeting of the board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear such other. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

24. MEETINGS BY OTHER ELECTRONIC MEANS

The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used; and
- (c) each director has consented to meetings by electronic means.

25. INTEREST OF DIRECTORS IN CONTRACTS

Subject to the provisions of paragraph 26 hereof and of any applicable general or special law, no director shall be disqualified by virtue of holding office as a director from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

26. DECLARATION OF INTEREST

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

27. 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, and in the performance of such other duties on behalf of the Corporation as are undertaken by them. No confirmation by the members of any such payment shall be required. Provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

28. COMMITTEES

The board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee shall report to the board on a timely basis concerning its activities. Any such committee shall consist of two or more directors and may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Members of any Committee appointed shall serve at the pleasure of the board and their remuneration, if any, shall be as determined by the board from time to time.

29. POWERS OF THE BOARD

The board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, subject to the provisions of the Act, the by-laws of the Corporation and the letters patent, shall exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. Without limiting the generality of the foregoing, the making of grants, contributions and scholarships and otherwise rendering financial assistance for the purposes set forth in the letters patent, shall be within the exclusive power of the board. The board shall review all requests for funds, shall require that the requests specify as to the use of such funds, and upon approval of such application, shall authorize the proper officers to pay such funds to the approved grantee. The board, in its sole and absolute judgment, may refuse to make any grant, contribution or scholarship requested of the Corporation. The board may from time to time adopt such rules and regulations as it may deem advisable to carry out the business of the Corporation. The directors shall take such steps as they may deem 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 objects of the Corporation.

30. HONORARY DIRECTORS

Subject to the provisions of paragraph 12 hereof, the board may, from time to time, appoint a person or persons as honorary directors. Honorary directors shall be entitled to notice of and attend at all meetings of the board but shall not have the right to vote or any other powers or duties of a director and shall not be counted towards a quorum. Honorary directors shall retain such status until the first meeting of the board following the next annual meeting of members, at which time they shall be eligible for reappointment.

ARTICLE IV OFFICERS

31. APPOINTMENT OF PRESIDENT

From time to time, the board shall appoint a president who shall be a director.

32. APPOINTMENT OF OTHER OFFICERS

From time to time, the board shall appoint a secretary and may appoint one or more vice- presidents, a treasurer and such other officers as the board may determine. The officers so appointed may, but need not be, directors and one person may hold more than one office, save that the president may not hold the office of secretary.

33. TERMS OF EMPLOYMENT AND REMUNERATION

The terms of employment and remuneration of officers appointed by the board shall be fixed by the board by resolution. Any remuneration payable to an officer of the Corporation shall be reasonable in amount and the fact that any officer is a member or a director of the Corporation shall not preclude such officer from receiving a reasonable remuneration for services rendered as an officer of the Corporation. The board may remove, at its pleasure, any officer of the Corporation, whether with or without cause, whenever in its sole judgment the best interests of the Corporation will be served thereby. Otherwise, each officer appointed by the board shall hold office for a term of one year or until a 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.

34. PRESIDENT

Subject to the authority of the board, the president shall be charged with the general management, direction and supervision of the affairs and operations of the Corporation. The President shall have such other powers and duties as the board may prescribe.

35. VICE-PRESIDENT

During the absence or disability of the president, the president's duties shall be performed and the president's powers shall be exercised by the vice-president or, if there is more than one, by the vice-presidents in order of seniority. A vice-president shall have such other powers and duties as the board or the president may prescribe.

36. SECRETARY

The secretary shall attend and be the secretary of all meetings of members and directors and 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 all books, papers, records, documents and other instruments belonging to the Corporation and the corporate seal except when some other officer or agent has been appointed for that purpose. The secretary shall perform such other duties as the board or the president may prescribe.

37. TREASURER

The treasurer shall keep 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 deposit all monies or other valuable effects in such financial institution(s) and all securities with such registered securities dealers as the board may from time to time designate. The treasurer shall disburse the funds of the Corporation as may be directed by the board and shall take proper vouchers for such disbursements. 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. The treasurer shall perform such other duties as the board or the president may prescribe.

38. 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 president 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 president otherwise directs.

39. VARIATION OF DUTIES

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

40. AGENTS AND ATTORNEYS

Subject to the provisions of the Act and the by-laws of the Corporation, the board shall have power to appoint, from time to time, agents or attorneys for the corporation in or out of Canada with such powers of management or otherwise and such duties as the board considers necessary or desirable in order to further the objects of the Corporation.

41. FIDELITY BONDS

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish surety bonds for the faithful discharge of their respective duties, in such form, in such amount, and with such surety as the board may from time to time prescribe. The expense of such bond shall be borne by the Corporation.

41. RESIGNATION

Any officer may resign from such office by delivering a written resignation to the board.

42. HONORARY OFFICERS

The board may appoint from time to time honorary officers who shall serve in an advisory capacity only.

ARTICLE V PROTECTION OF DIRECTORS, HONORARY DIRECTORS AND OFFICERS

43. LIMITATION OF LIABILITY

No director, honorary director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or honorary director or officer or employee of the Corporation, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by 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 tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of such director, honorary director or officer, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such director's, honorary director's or officer's office or in relation thereto unless the same shall happen through the wilful neglect or default of such director, honorary director or officer.

44. INDEMNITY

Every director, honorary director and officer of the Corporation, and the heirs, executors and administrators of such directors, honorary directors or officers 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, honorary director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such director, honorary director or officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director, honorary director or officer in or about the execution of the duties of such director, honorary director or officer's office; and
- (b) all other costs, charges and expenses that such director, honorary director or officer 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 the wilful neglect or default of such director, honorary director or officer.

ARTICLE VI MEMBERSHIP

46. MEMBERS

The membership of the Corporation shall consist of, and be limited to, the applicants for incorporation of the Corporation and such other eligible persons as are admitted to membership in the Corporation by resolution of the board. Each director of the Corporation shall automatically become a member of the Corporation upon the appointment or election of such person as a director and the receipt by the Corporation of such person's written application for membership. Membership may be conditional upon the payment of a fee, assessment or other charge as provided for herein. There shall, at all times, be a minimum of three members.

47. ELIGIBILITY

Any individual, firm or corporation shall be eligible to apply for membership if, in the opinion of the board, the applicant would comply with the by-laws of the Corporation if the applicant were a member and the applicant is interested in furthering the objects of the Corporation.

48. TERM OF MEMBERSHIP

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon failure to pay the applicable annual dues or assessment, at the discretion of the board exercised in accordance with paragraph 59 hereof;
- (b) if an individual, upon death or if a corporation, partnership, trust or other legal entity, upon its dissolution, winding-up or other termination, or
- (c) upon a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Corporation.

49. RESIGNATION

A member may resign from membership in the Corporation by delivering a written resignation to the head office of the Corporation addressed to the board or to the secretary of the Corporation.

50. REMOVAL

Except in the case of non-payment of annual dues or assessments (in which event the provisions of paragraph 48 shall apply) any member who shall violate any provision of the by-laws of the Corporation or do any act which is, in the reasonable opinion of the board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the board, or of a duly authorized committee of the board, may be expelled from the Corporation by a resolution passed by at least two-thirds (2/3) of the directors present at a meeting of the board at which such matter is considered. No such resolution shall be put before the board until after the member in question has been notified in writing of

- (a) the allegations against such member, and
- (b) the time and place of the meeting of the board at which such resolution will be tabled and is afforded an opportunity for a hearing before the board. Such notice shall be given at least one week prior to the date of the meeting of the board at which such resolution shall be put before the board.

51. APPLICATION FOR MEMBERSHIP

An application for membership shall (i) be in such form and executed in such manner as the board may prescribe; (ii) contain or be accompanied by such information and material as the by-laws or the board may require; and (iii) be accompanied by the appropriate annual dues and assessment (if any), (as determined in accordance with Article 7 hereof), which shall be refundable if the application is not approved by the board.

An application for membership with any accompanying material shall be submitted to the Secretary, who shall make a preliminary review of the same and either:

- (a) if such review discloses substantial compliance with the requirements of the bylaws, include such application with all others to be considered by the board at its next meeting, and inform the applicant of the required annual dues and assessment (if any); or
- (b) if such review discloses any substantial non-compliance with the requirements of the by-laws, notify the applicant as to the nature of such non-compliance.

The board shall, in its discretion, either disapprove the application or approve the application, and upon approval of an application by the board and the receipt of all applicable fees from the applicant, the applicant shall be admitted as a member.

52. REGISTER OF MEMBERS

The Secretary shall keep a register of the names and business addresses of all members and of their respective annual dues and assessments (if any).

53. NOMINEES

Members who are corporations, partnerships or other entities required to be represented by nominee in order to cast a vote shall appoint, in writing, a nominee who may represent such member for all purposes hereof. An appointment of a nominee pursuant to the terms hereof may be terminated by notice in writing signed by the member appointing the nominee or nominees, as the case may be, and delivered to the secretary of the Corporation.

ARTICLE VII
COUNCILS

54. GENERAL ADVISORY COUNCIL

A general advisory council may be established by the Board to provide a forum for community members to provide advice and feedback to the Board ("General Advisory Council"). The members of the General Advisory Council (in this By-law referred to as the "General Advisory Council members" or "members of the General Advisory Council") shall consist of those persons chosen by the Board. The President shall attend the meetings of the General Advisory Council as the staff liaison but shall not be entitled to vote on any resolutions of the General Advisory Council.

55. RESPONSIBILITIES The General Advisory

Council shall have the responsibility to:

- (a) adopt or amend from time to time, by resolution passed by a majority of General Advisory Council Members present at the General Advisory Council meeting, its own rules and procedures governing the calling of meetings, requirements for notice, and procedures for the recording of votes and recording minutes of the General Advisory Council meetings;
- (b) consider strategic planning for the Corporation and advise the Board in connection therewith;
- (c) establish the general goals and objectives for the Corporation, present these objectives and goals to the Board for implementation and development, and monitor such implementation and development by the Board; and
- (d) receive and consider reports from the Board.

All recommendations made by the General Advisory Council shall be reported by the Chair of the General Advisory Council to the Board at the meeting of Directors next following the

Jeneral Advisory Council meeting at which such recommendation was adopted by the General Advisory Council.

56. FAITH ADVISORY COUNCIL

A faith advisory council may be established by the Board to assess the needs of various faith groups that the Corporation represents (the "Faith Groups"), to educate the Board regarding the needs of the Faith Groups, and to provide the Board with a plan to meet the needs of the Faith Groups ("Faith Advisory Council"). The members of the Faith Advisory Council (in this By-law referred to as the "Faith Advisory Council members" or "members of the Faith Advisory Council") shall consist of those persons chosen by the Board. The President shall attend the meetings of the Faith Advisory Council as the staff liaison but shall not be entitled to vote on any resolutions of the Faith Advisory Council.

57. RESPONSIBILITIES

The Faith Advisory Council shall have the responsibility to:

- (a) adopt or amend from time to time, by resolution passed by a majority of Faith Advisory Council members present at the Faith Advisory Council meeting, its own rules and procedures governing the calling of meetings, requirements for notice, and procedures for the recording of votes and recording minutes of the Faith Advisory Council meetings;
- (b) consider strategic planning for the Corporation with respect to the Faith Groups and advise the Board in connection therewith;
- (c) establish the general goals and objectives for the Corporation with respect to the Faith Groups it represents, present these objectives and goals to the Board for possible implementation and development, and monitor such implementation and development by the Board; and
- (d) receive and consider reports from the Board with respect to Faith Groups.

All recommendations made by the Faith Advisory Council shall be reported by the Chair of the Council to the Board at the meeting of Directors next following the Faith Advisory Council meeting at which such recommendation was adopted by the Faith Advisory Council.

58. COUNCIL MEETINGS

Each of the General Advisory Council and Faith Advisory Council (in this by-law referred to collectively as the "Councils," and individually as the "Council") shall meet at least [twice] annually; however, the Councils may meet more often as shall be determined from time to time by resolution of the members of the respective Council (in this by-law referred to as "members of the Council" or "Council members"). In addition, Council meetings may be called by the Board at any time as the Board may require.

Council meetings shall take place at the Head Office of the Corporation or such other place in

Canada as may be determined by the Board, and at a time and date determined by the members of the Council and such members shall be notified of the time and place of the Council meetings in the same manner as the members of the Corporation are notified of a meeting of members.

At the first meeting of each of the Councils, the Councils shall each adopt, by resolution passed by a majority of its members present at the meeting, its own rules and procedures which will govern the calling of future meetings, requirements for notice, and procedures for the recording of votes and recording minutes of the Council meetings.

A Council meeting may be held at any time and place without notice if all of the members of the respective Council are present in person or waive notice of or otherwise consent to such meeting being held.

The Chair of the Board shall act as chair of the Council meetings. If the Chair of the Board is absent from any Council meeting, the Vice-Chair of the Board shall act as Chair. If the Vice-Chair is not present, the members of the respective Council present at the meeting shall choose another member of the respective Council who is also a Director to chair the meeting.

Any Council meeting may be adjourned to any time and from time to time, and any matters may be considered at any adjourned meeting that might have been considered at the original meeting from which the adjournment took place. No notice is required to reconvene any adjourned Council meeting.

59. QUORUM

At any Council meeting a quorum will be a majority, in number, of the members of the Council. No resolutions of a Council shall be passed at any Council meeting unless a quorum is present.

60. COUNCIL RESOLUTIONS AND VOTING

Every Council member entitled to vote at Council meetings may by means of a proxy, appoint a person who need not be a member of the Council, as his nominee, to attend, act and vote at the Council meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Council member entitled to vote or his attorney authorized in writing and shall be valid until it is revoked or replaced by the Council member. A proxy may be in such form as the Council from time to time prescribes or in such other form as the chair of the Council meeting may accept as sufficient, and shall be deposited with the secretary of the Council meeting before any vote is called under its authority, or at such earlier time and in such manner as the Council may prescribe.

Every member of the Council present at a Council meeting in person or by proxy shall have one vote. All resolutions proposed for consideration at a Council meeting shall be determined by a two-thirds (2/3) of the votes cast.

At all Council meetings every resolution shall be decided by a show of hands unless a poll is required by the chair of the meeting or requested by any member of the Council.

If at any Council meeting a poll is requested on the election of a chair of the meeting (in the absence of the Chair and the Vice-Chair) or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other matter being put to a vote, it shall be taken in the manner, and either at once or later at the meeting or after adjournment, as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the Council. A request for a poll may be withdrawn at any time prior to the taking of the poll.

ARTICLE VIII ENTRANCE, ANNUAL AND OTHER DUES

61. The annual dues for an individual member shall be such amount as may be determined from time to time by the board.
62. The annual dues for each other member shall be an amount as may be determined from time to time by the board.
63. The board may from time to time redetermine the annual dues to be payable by each member, provided that any such re-determination shall not take effect before the fiscal year of the Corporation next following the fiscal year of the Corporation in which such re-determination has been made.
64. Annual dues shall be payable by members within sixty days of the commencement of each fiscal year of the Corporation. The Secretary shall, no later than the last day of each fiscal year of the Corporation, notify each of the members of the annual dues payable in respect of the next fiscal year.
65. The board shall have power to make an assessment in any fiscal year upon each member not to exceed one hundred percent of the annual dues payable in such year by such member. Each member shall pay the amount properly assessed upon it within thirty days after receiving written notification thereof from the Secretary. Any assessment above one hundred percent (100%) of the annual dues payable in such year by a member shall require the prior approval of the members of the Corporation.
66. If the annual dues of a member or the amount properly assessed upon any member pursuant to paragraph 58 have not been paid by the date same are due, the Secretary shall, by registered mail, request the member to pay the same and draw the member's attention to the provisions of this paragraph 59. If the entire amount owing by the member has not been paid within thirty days from the date the Secretary has mailed the request the Secretary shall notify the board to this effect and the board may, in its discretion, terminate the membership of the member pursuant to the provisions of this paragraph 59. The Secretary will be requested to notify the member, by registered mail, of the decision of the board. A former member whose membership has been terminated pursuant to the provisions of this paragraph 59 shall cease to be entitled to exercise any of the rights and privileges of membership but shall remain liable to the Corporation for all amounts due to the Corporation from the former member.
67. The annual dues and assessment (if any) payable by an applicant for membership shall be equal to the annual dues and assessment which would have been payable by such applicant in respect of the then current fiscal year of the Corporation if then a member, without being pro-rated.
68. A member resigning from the Corporation shall make full payment of its annual dues and assessment (if any) for the fiscal year in which such member tenders such member's

resignation. A member resigning from the Corporation shall not be entitled to a refund of any part of the annual dues and assessment (if any) for the fiscal year in which such member's resignation is received.

ARTICLE IX MEETINGS OF MEMBERS

69. ANNUAL MEETING

The annual meeting of the members shall, subject to the provisions of the Act, be held at such time and on such day in each year as the board or the president 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 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.

70. SPECIAL MEETINGS

The board, the president, or any two directors, shall have the power to call a special meeting of members at any time. A group of members entitled to, in aggregate, a minimum of ten percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time.

71. PLACE OF MEETINGS

Subject to the provisions of paragraph 73 hereof, meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the board shall so determine, at some other place in Canada.

72. NOTICE OF MEETINGS

Subject to the provisions of paragraph 83 hereof, notice of the time and place of each meeting of members shall be given in writing to the members in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held, if other than by mail to each member of record at the close of business on the day on which the notice is given. Notice by mail shall be given at least 14 days before the day on which the meeting is to be held. Notice of a special meeting of members shall state the general nature of the matters to be considered at such meeting in such a manner as to enable the recipients thereof to form a reasoned judgment concerning the matters to be considered at such meeting. Notice of each meeting of members must remind the member that such member has the right to vote by proxy. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of

members that any member is entitled to receive. No public notice nor advertisement of members' meetings, whether annual, general, or special, shall be required.

73. **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.

74. **CHAIRMAN, SECRETARY AND SCRUTINEERS**

The president or, in the absence of the president, a vice-president who is a director of the Corporation, shall be chair of any meeting of members; if no such officer is present within fifteen minutes of the time fixed for holding the meeting, the members present and entitled to vote thereat shall choose one of their number to chair the meeting. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

75. **PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, 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 of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

76. **QUORUM**

A quorum for the transaction of business at any meeting of members shall be ten percent of the members, who may be present in person or represented by proxy, provided that such quorum shall consist of not less than three persons.

77. **RIGHT TO VOTE**

At any meeting of members, every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Corporation as a member of the Corporation. Notwithstanding the foregoing, no member who is in arrears in respect of any dues or assessments payable to the Corporation shall be entitled to attend or vote either in person or by proxy at any meeting of members.

78. **PROXIES**

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing such person would be

entitled to exercise if present at the meeting. A proxy need not himself be a member. 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.

79. 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.

80. SHOW OF HANDS

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands 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.

81. POLLS

After a show of hands 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 voting member present in person or represented by proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

82. NO CASTING VOTE

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to an additional or casting vote.

83. 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, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of such meeting. No notice shall be required of the continuation of an adjourned meeting.

ARTICLE X NOTICES

84. 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 of the Corporation or otherwise to a member, director, officer or auditor of the Corporation shall be sufficiently given if delivered to such person last address as recorded in the books of the Corporation or if mailed by prepaid mail 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 or if sent to such person by fax transmission, if such person has provided the corporation with a fax number or if sent to such person by email if such person has provided the corporation with email address. The secretary may change the address, fax number and email 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 it is delivered personally or at the address or fax number aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any 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 and, a notice sent by fax transmission or email shall be deemed to be given at the date and time it is sent. The Secretary may change or cause to be changed the recorded address of any member, advisory representative member, director, advisory representative member, officer, auditor or member of a committee of the board of directors in accordance with any information believed by him or her to be reliable.

85. 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.

86. OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, director, officer or auditor of the Corporation 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.

87. 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 such member 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 XI
AUDITOR

88. APPOINTMENT AND REMUNERATION

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members 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 auditor shall present a report to the members concerning the accounts of the Corporation at the following annual meeting. The remuneration of the auditor shall be fixed by the board. The auditor need not be a chartered accountant but may not be a director, officer or employee of the Corporation or of an affiliate of the Corporation or an associate of such director, officer or employee, unless the consent of all of the members is obtained.

ARTICLE XII
BY-LAWS

89. ENACTMENT, REPEAL AND AMENDMENT

By-laws of the Corporation may be enacted, repealed or amended by by-law enacted by a majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a special meeting duly called for the purpose of considering the said by-law; provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

ARTICLE XIII
RULES AND REGULATIONS

90. GENERAL

The board may prescribe such rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members where they shall be confirmed, failing which they shall cease to have any force and effect.

MADE by the board the day of , 2004.

President — •

Secretary — •

CONFIRMED by the members in accordance with the Act the day of , 2004.

Secretary — •