

BY-LAW NUMBER 1

COLLINGWOOD GENERAL & MARINE HOSPITAL FOUNDATION

ARTICLE 1 - DEFINITIONS AND INTERPRETATION.....	4
1.1 <i>Definitions</i>	4
1.2 <i>Interpretation</i>	5
ARTICLE 2 - SEAL	5
ARTICLE 3 - DIRECTORS	5
3.1 <i>Board Nomination Procedure</i>	5
3.2 <i>Board of Directors</i>	6
3.3 <i>Qualification of Directors</i>	6
3.4 <i>Election of Directors and Term of Office</i>	7
3.5 <i>Vacation of Office</i>	7
3.6 <i>Removal of Directors</i>	8
3.7 <i>Remuneration of Directors</i>	8
3.8 <i>Responsibilities of Directors</i>	8
ARTICLE 4 - MEETINGS OF DIRECTORS	8
4.1 <i>Place of Meeting and Notice</i>	8
4.2 <i>Quorum</i>	9
4.3 <i>Voting</i>	9
4.4 <i>Error or Omission in Giving Notice</i>	9
4.5 <i>Adjournment</i>	9
4.6 <i>Regular Meetings</i>	10
4.7 <i>Rules of Order</i>	10
ARTICLE 5 – RESPONSIBILITIES OF THE BOARD	10
ARTICLE 6 - OFFICERS.....	11
6.1 <i>Officers</i>	11
6.2 <i>Removal of Officers</i>	11
6.3 <i>Delegation of Duties of Officers</i>	11
6.4 <i>Chair</i>	11
6.5 <i>Vice-Chair</i>	12
6.6 <i>Secretary</i>	12
6.7 <i>Treasurer</i>	12
6.8 <i>President & CEO</i>	12

6.9	<i>Vacancies</i>	13
6.10	<i>Insurance</i>	13
ARTICLE 7 - CONFLICT OF INTEREST		13
ARTICLE 8 - CONFIDENTIALITY.....		14
ARTICLE 9 – PROTECTION OF DIRECTORS AND OTHERS		14
ARTICLE 10 - MEMBERSHIP		15
10.1	<i>Admission</i>	15
10.2	<i>Resignation</i>	15
10.3	<i>Termination of Membership</i>	15
ARTICLE 11 - MEETINGS OF MEMBERS		16
11.1	<i>Annual Meetings</i>	16
11.2	<i>Special Meetings</i>	16
11.3	<i>Notice</i>	16
11.4	<i>Omission of Notice</i>	17
11.5	<i>Contents of Notice</i>	17
11.6	<i>Proxies</i>	17
11.7	<i>Chair</i>	17
11.8	<i>Voting</i>	17
11.9	<i>Polls</i>	17
11.10	<i>Adjournments</i>	18
11.11	<i>Quorum</i>	18
ARTICLE 12 - FINANCE.....		18
12.1	<i>Auditors</i>	18
12.2	<i>Execution of Contracts, etc.</i>	18
12.3	<i>Financial Year</i>	19
ARTICLE 13 - NOTICES.....		19
<i>No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.</i>		19
13.4	<i>Signature to Notices</i>	19
13.5	<i>Proof of Service</i>	19
ARTICLE 14 - BONDING – FIDELITY INSURANCE.....		19

ARTICLE 15 - ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS20

COLLINGWOOD GENERAL & MARINE HOSPITAL FOUNDATION
(hereinafter referred to as the "Foundation")

BY-LAW NUMBER 1

Whereas the Foundation's purpose is to raise, maintain and apply funds for the benefit of the Collingwood General and Marine Hospital;

AND WHEREAS the governing body of the Foundation deems it expedient that By-law #1 of the Foundation heretofore enacted be cancelled and revoked and that the following by-law be adopted for regulating the affairs of the Foundation;

NOW THEREFORE be it enacted and it is hereby enacted that By-law Number 1 of the Foundation heretofore enacted be cancelled and revoked and that the following by-law be substituted in lieu thereof.

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law the following words and phrases shall have the following meanings respectively:

- (a) "Act" means the *Not-For-Profit Corporations Act 2010* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) "Board" means the Board of Directors of the Foundation from time to time;
- (c) "By-Law" means this by-law and all other by-laws of the Foundation as amended and which are, from time to time, in force;
- (d) "Foundation" means the Collingwood General & Marine Hospital Foundation;
- (e) "Director" means a member of the Board of Directors;
- (g) "Head Office" the head office of the Foundation shall be in the Town of Collingwood, in the Province of Ontario, at such place therein as the Board may from time to time by resolution determine;
- (h) "Hospital" means the Collingwood General & Marine Hospital;
- (i) "Letters Patent" means the letters patent and any supplementary letters patent of the Foundation;

- (j) "Official Receipt" means the receipt issued by the Foundation to donors in accordance with its designation as a registered charity pursuant to the *Act*;

1.2 **Interpretation**

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) All terms which are contained in the By-laws of the Foundation and which are defined in the *Act* or the regulations made thereunder, shall have the meanings given to terms in the *Act* or the regulations thereunder;
- (b) The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word "person" shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity;
- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2 - SEAL

The corporate seal of the Foundation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Foundation for its use and safe keeping.

ARTICLE 3 - DIRECTORS

3.1 **Board Nomination Procedure**

- (a) The Nominating Committee shall have regard to the following when selecting nominees for election to the Board:

- (i) The nominee's leadership skills, his or her ability to work collegially, his or her strategic-thinking skills and his or her ability to empower others;
- (ii) Membership and performance on Foundation committees; and
- (iii) Have regard to the desirability of having regional representation on the Board.

3.2 **Board of Directors**

The affairs of the Foundation shall be managed by a Board of thirteen Directors composed of:

- (a) Ten members from the community at large who reside within the municipalities served by the Hospital namely Collingwood, Wasaga Beach, Blue Mountains and Clearview Township;
- (b) The Chief Executive Officer of the Hospital;
- (c) One member of the active medical staff of the Hospital selected by the Medical Staff; and
- (d) The Chair of the Board of Trustees of the Hospital.

3.3 **Qualification of Directors**

- (a) Every Director shall be eighteen (18) or more years of age.
- (b) No person shall be a director if he or she is if he or she becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent.
- (c) No person shall be a director if he or she is found by a court or other competent authority to be mentally incompetent or of unsound mind.
- (d) No employee of the Hospital or Foundation other than the Chief Executive Officer of the Hospital and the Medical Staff representative (should he or she be an employee of the Hospital) shall be eligible for election or appointment to the Board.
- (e) No spouse, dependent child, parent, brother or sister, or person who lives in the same household of an employee of the Hospital or Foundation shall be eligible for election or appointment to the Board, except where nomination of such person is unanimously supported by the Board of Directors and such person is elected in accordance with the By- laws.
- (f) No person shall be elected or appointed a Director for more terms than will constitute six (6) consecutive years of service unless such person is, at the expiration of such six year

period serving as an Officer of the Corporation, which would automatically extend the term until such Director ceases to be an Officer of the Corporation provided however that following a break in continuous service of at least one year the same person may be re-elected or re-appointed a Director.”

- (g) If the Director has been appointed to fill a vacancy, the unexpired term of the retiring director shall not be taken into account; and provided further that an officer of the Foundation may continue as a director until his or her term as an officer expires.
- (h) No Director shall serve as a Chair, Vice-Chair or Treasurer of the Board for more than two (2) consecutive terms in one office provided however that following a break in continuous service for at least one year the same person may be re-elected or re-appointed to any office.
- (i) A Director who has completed his or her term in accordance with Section 3.3(f) eligible for re-election to the Board following a break of at least one year.

3.4 **Election of Directors and Term of Office**

- (a) Directors' terms of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Foundation) shall commence upon the conclusion of the meeting at which they are elected or appointed.
- (b) Directors shall be elected by the members at the annual meeting of the Foundation on a show of hands unless a motion is passed to conduct such election by ballot.
- (c) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any Director appointed to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.
- (d) Subject to Section 3.3(f) a Director's term of office may be one, two or three years as determined by the members at the time of his or her election

3.5 **Vacation of Office**

A person ceases to be a Director of the Foundation:

- (a) if he or she becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;

- (b) if he or she is found by a court or other competent authority to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Chair of the Foundation he or she resigns his or her office.

3.6 **Removal of Directors**

The members of the Foundation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term.

3.7 **Remuneration of Directors**

The Directors of the Foundation 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 shall be entitled to be reimbursed for reasonable expenses incurred in the performance of his or her duties.

3.8 **Responsibilities of Directors**

Each Director shall fulfill his or her fiduciary duties to the Foundation by making decisions that he or she personally believes are in the best interest of the Foundation.

ARTICLE 4 - MEETINGS OF DIRECTORS

4.1 **Place of Meeting and Notice**

- (a) Meetings of the Board may be held either at the head office of the Foundation or at any place within Simcoe County. A meeting of the Board may be convened any time by the Chair of the Board, or by any two Directors, or by the Secretary on direction of the Chair of the Board or any two Directors.
- (b) Notice of any meeting of the Board shall be delivered or mailed or sent by fax or email or otherwise communicated to each Director at the latest known address not less than fourteen (14) business days if mailed and not less than five (5) business days if delivered or sent by fax or by email (exclusive of the day on which the notice is delivered or mailed or sent by fax or email or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting

being held in their absence. Notice of any meeting or any irregularity in any meeting, or in the notice thereof may be waived by any Director.

- (c) For the first meeting of the Board to be held immediately following the election of Directors at an annual meeting of the members of the Foundation or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

4.2 **Quorum**

A quorum at any meeting of the Board shall be the presence in person of fifty per cent (50%) of the Directors; and for the purpose of this section attendance by teleconference shall be considered attendance in person.

4.3 **Voting**

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.
- (b) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.4 **Error or Omission in Giving Notice**

No error or omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

4.5 **Adjournment**

Any meeting of Directors may be adjourned from time to time by the Chair of the meeting, with consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice

calling the same.

4.6 **Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and 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 meetings. There shall be at least four regular meeting of the Board during each fiscal year.

4.7 **Rules of Order**

Any questions of procedure at any meetings of the Foundation, of the Board, or of any committee, which have not been provided for in this By-law or by the *Act* shall be determined by the Chair in accordance with Robert's Rules of Order.

ARTICLE 5 – RESPONSIBILITIES OF THE BOARD

The Board shall govern the affairs of the Foundation and:

- (a) Uphold compliance with the Foundation's stated mission, values and related behaviours;
- (b) Review on a regular basis the mission, objectives and strategic plan of the Foundation in relation to the provision, within available resources, of appropriate programs and services in order to fulfill its mission of raising funds for the Hospital;
- (c) Establish procedures for monitoring compliance with the requirements of the Not-For-Profit Corporations Act 2010 (Ontario), the requirements of the Canada Revenue Agency, the Foundation's by-laws, mission and values statements and strategic plans and other applicable legislation and regulations;
- (d) Subject to the limitations on delegation set out in the Act, establish any committee it determines necessary for the execution of the Board's responsibilities and shall determine the committee's composition and terms of reference; and may dissolve any committee by resolution at any time;
- (e) Establish board committees and policies and procedures to provide the framework for the management of the operation of the Foundation;
- (f) Establish the selection process for the appointment of the President & CEO and appoint the President & CEO in accordance with the process and ensure the ongoing evaluation of the President & CEO;
- (g) Delegate responsibility and concomitant authority to the President & CEO for the

management and operation of the Foundation and require accountability to the Board;

- (h) Review regularly the functioning of the Foundation in relation to the objects of the Foundation as stated in the letters patent, supplementary letters patent and the By-laws and demonstrate accountability for its responsibility to the annual meeting of the members of the Foundation;
- (i) Review regularly the financial condition and results against the established objectives of the Foundation;
- (j) Communicate transparently and effectively with members, staff, volunteers, donors and other stakeholders;
- (k) Develop and monitor appropriate risk management policies and procedures; and
- (l) Commit to continuous improvement in all of the Foundation's operations.

ARTICLE 6 - OFFICERS

6.1 Officers

The Board shall annually or as often as may be required, elect, from amongst its members, a Chair and elect one or more Vice-Chairs and a Treasurer. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

6.2 Removal of Officers

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

6.3 Delegation of Duties of Officers

In case of absence or inability to act of the Chair, a Vice-Chair or any other officer of the Foundation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

6.4 Chair

The Chair shall sign such contracts, documents or instruments as require his or her signature and shall have such other powers and duties as described in Schedule A and such other powers and duties as may from time to time be assigned to him or her by the Board.

6.5 **Vice-Chair**

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair shall sign such contracts, documents or instruments as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

6.6 **Secretary**

The President & CEO of the Foundation shall be the Secretary and shall have charge of the minute books of the Foundation and the documents and registers referred to in the *Act*. The Secretary shall sign such contracts, documents or instruments as require his or her signature and shall have such other powers and duties as described in Schedule B and such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

6.7 **Treasurer**

The Treasurer shall present financial statements to the Board three times a year and an annual audited financial report to the Board and the members of the Foundation of the financial operations of the Foundation. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as described in Schedule C and such other powers and duties as may from time to time be assigned to him or her by the Board.

6.8 **President & CEO**

The President & CEO shall:

- (a) be responsible to the Board for the organization and management of the Foundation in accordance with policies established by the Board and subject to direction of the Board;
- (b) ensure appropriate systems and structures are in place for the effective management and control of the Foundation, human resources, and program development;
- (e) establish an organizational structure to ensure accountability of all committees and staff for fulfilling the mission, objectives and strategic plan of the Foundation;
- (f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Foundation;
- (g) develop, recommend and foster the values, culture and philosophy of the Foundation;

- (h) represent the Foundation externally to the community, donors, media and other organizations and agencies;
- (i) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Canada Revenue Agency, the Not-For-Profit Corporations Act 2010 (Ontario), the By-laws of the Foundation and all other statutory and regulatory requirements;
- (j) shall have a right-of-audience before the Board and all Committees, *save in camera* meetings, as he or she deems necessary and requisite to fulfill his or her duties; and
- (k) perform such other duties as directed from time to time by the Board.

6.9 **Vacancies**

If the office of the Chair, Vice-Chair, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an officer to fill such vacancy.

6.10 **Insurance**

The Foundation shall maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Foundation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Foundation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Foundation.

ARTICLE 7 - CONFLICT OF INTEREST

- 7.1 No member of the Board of Directors, nor the spouse, dependent child, parent, brother or sister, nor person living in the same household of a member of the Board of Directors shall enter into any business arrangement with the Foundation in which they are interested directly or indirectly, except:
 - (a) on a written and competitive sealed quotation basis; and
 - (b) having declared any interest therein, and the applicable Director having refrained from voting thereon.
- 7.2 The Chair of any meeting of the Board or of any Committee of the Board shall request any Board Member or Committee Member who has declared an interest in any business or other financial arrangement with the Foundation which is being discussed, to absent himself or herself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

ARTICLE 8 - CONFIDENTIALITY

Every Director, Officer, member of any and all committees, and employees of the Foundation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of his or her Foundation activities.

ARTICLE 9 – PROTECTION OF DIRECTORS AND OTHERS

9.1 Every Director or officer of the Foundation or any other person who has undertaken or is about to undertake any liability on behalf of the Foundation 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 Foundation, from and against,

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

9.2 For the Protection of Directors and Officers:

- (a) No Director or officer for the time being of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.
- (b) The Directors for the time being of the Foundation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or

entered into in the name or on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board. If any Director or officer of the Foundation shall be employed by or shall perform services for the Foundation otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Foundation, the fact of his or her being a Director or officer of the Foundation shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 10 - MEMBERSHIP

10.1 Admission

Membership in the Foundation shall be limited to the Directors of the Foundation. Persons shall only be admitted as members of the Foundation following a resolution of acceptance by the Board. Any membership in the Foundation shall be effective only from the time the member becomes a Director until the conclusion of the general meeting at which his or her successor is elected.

10.2 Resignation

Any member may withdraw from the Foundation by delivering to the Chair a written resignation. A resignation shall be effective from acceptance thereof by the Board.

10.3 Termination of Membership

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

- (a) upon death or dissolution of the member;
- (b) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- (c) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting; and
- (d) when the member ceases to be a Director; provided, however, that the membership of any Director of the Foundation shall not be terminated unless such Director has first been removed as a Director of the Foundation pursuant to Section 3.6 of this By-law.

ARTICLE 11 - MEETINGS OF MEMBERS

11.1 Annual Meetings

The Foundation shall hold an annual meeting of its members not later than six (6) months after the fiscal year end. The annual meeting of the members shall be held at the head office of the Foundation, or such other place within Simcoe County, on such day in each year and at such time as the Board may by resolution determine. At annual meetings of members there shall be presented a report of the Directors of the affairs of the Foundation for the previous year, a financial statement of the Foundation, the auditor's report and such other information or reports relating to the Foundation's affairs as the Directors may determine.

11.2 Special Meetings

Other meetings of the members (to be known as "special meetings") may be convened by order of the Chair of the Board or by the Board to be held at any date and time and at any place within Simcoe County. In addition, the Chair of the Board or, failing him or her, the Board shall call a general meeting of the members upon receipt of a written requisition to do so of not less than three of the members entitled to vote at such meeting.

11.3 Notice

- (a) Subject to subsection (b), a printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served by sending such notice to each member of such meeting and to the auditor of the Foundation through the post in a prepaid letter not less than fourteen (14) nor more than sixty (60) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every such meeting directed to such address of each such member and of the auditor as appears on the books of the Foundation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within the County of Simcoe without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Foundation.
- (b) Notice of any meeting of the members may be delivered by fax, email or otherwise communicated to each Director at the latest known address not less than fourteen (14) business days if mailed and not less than five (5) business days if delivered or sent by fax or email (exclusive of the day on which the notice is delivered or mailed or sent by fax or email or otherwise communicated but inclusive of the day for which the notice is given before the meeting is to take place).

11.4 **Omission of Notice**

The accidental omission to give notice of any meeting of members or the non-receipt of any such notice by any member or by the auditor of the Foundation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

11.5 **Contents of Notice**

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

11.6 **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 proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy shall be a member of the Foundation.

11.7 **Chair**

In the absence of the Chair of the Foundation, the Vice-Chair shall act as Chair or if the Vice-Chair declines to act as Chair, the members present at any meeting of members shall choose another Director to act as Chair of the meeting.

11.8 **Voting**

- (a) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall not have, both on a show of hands and on a poll, a second or casting vote. Each member shall be entitled to one vote if present at such a meeting in person or by proxy.
- (b) At any meeting of members, unless a motion is duly passed requesting a poll, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.9 **Polls**

A poll may be demanded through a duly constituted motion. If at any meeting of members a

poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.10 **Adjournments**

The Chair may with the consent of any meeting of members, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any such adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.11 **Quorum**

A quorum for the transaction of business at any meeting of members shall consist of not less than fifty percent (50%) of the members present in person.

ARTICLE 12 - FINANCE

12.1 **Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Foundation 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 from time to time by the Board.

12.2 **Execution of Contracts, etc.**

- (a) Contracts, documents or instruments in writing requiring the signature of the Foundation may be signed by any two officers of the Foundation, and all contracts, documents or instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality.
- (b) The corporate seal of the Foundation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
- (c) The term "contracts, documents or instruments in wiring" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

12.3 **Financial Year**

Unless otherwise ordered by the Board, the fiscal year of the Foundation shall terminate on the 31st day of December in each year.

ARTICLE 13 - NOTICES

13.1 **Service**

Any notice required to be sent to any Member or Director or to the auditor shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Foundation and to the auditor at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

13.2 **Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

13.3 **Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

13.4 **Signature to Notices**

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

13.5 **Proof of Service**

A certificate of the Chair, a Vice-Chair, the Secretary or the Treasurer or of any other officer of the Foundation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Foundation, as the case may be.

ARTICLE 14 - BONDING – FIDELITY INSURANCE

- 14.1 The Foundation shall secure on behalf of the Directors, Officers and employees liability insurance, errors and omissions insurance, and a bond of fidelity in an amount approved by the Board.
- 14.2 The requirements of subsection (1) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- 14.3 The Foundation shall pay the expenses of any fidelity bond or policy secured under this section.

ARTICLE 15 - ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

- (a) By-laws of the Foundation may be enacted, and the by-laws of the Foundation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting of members duly called for the purpose of considering such by-law.
- (b) A copy of any by-law to be sanctioned at an annual or general meeting of the members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Foundation with the notice of such meeting.

ENACTED as By-law No.1 this 3rd day of October 2014.

WITNESS the seal of the Foundation.



Chair
20



Secretary

CONFIRMED by the members this 3rd day of October 2014.

AMENDED by the members this 16th day of June 202.

A handwritten signature in cursive script, appearing to read "J. Hawley".

Chairperson

A handwritten signature in cursive script, appearing to read "Joy Butcherd-Kern".

Secretary

SCHEDULES

Schedule A - Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair coordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative relationships among Directors and between the Board and senior management, if any, of the Foundation. The chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with the annual Board goals and preside over the Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Foundation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and by-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and the Board.

Committee Membership

Serve as a member on all Board committees.

Schedule B – Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Foundation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Foundation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Schedule C – Position Description of the Treasurer

Role Statement

The Treasurer works collaborative with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have oversight of the custody of all funds and securities of the Foundation and shall ensure that full and accurate records of all assets, liabilities, receipts and disbursements of the Foundation are maintained and that all monies, securities and other valuable effects in the name and to the credit of the Foundation are deposited in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall ensure that the funds of the Foundation are disbursed as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at regular meetings of the Board, or whenever they may require it, an accounting of all the financial transactions and a statement of the financial position of the Foundation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high stand for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statements of the Foundation approved by the Board together with the report of the auditor.