

**COMMUNITY LIVING BURLINGTON
3057 Mainway Drive
Burlington, Ontario
L7M 1A1**

PRINCIPAL GOVERNANCE DOCUMENTS

**Approved unanimously by the membership of
Community Living Burlington
at the Annual General Meeting on:
Tuesday June 4th, 2013**

Board Chair: _____

Executive Director: _____

A handwritten signature in blue ink, appearing to read "Ryd", is written over the line for the Executive Director.

Version #03

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Principal Governance Documents

Section A LETTERS PATENT

The Burlington Association for the Intellectually Handicapped was formed originally as the Burlington and District Association for Retarded Children and received its Charter from the Ontario Association for Retarded Children, now known as the Ontario Association for Community Living, on January 14, 1956.

The Burlington and District Association for Retarded Children was incorporated by Letters Patent under the Corporation's Act of the Province of Ontario on May 17, 1963.

On March 12, 1970 the Association received Supplementary Letters Patent to change its name to the Burlington and District Association for the Mentally Retarded.

On December 8, 1980 the Association received Supplementary Letters Patent to change its name to the Burlington Association for the Mentally Retarded.

On May 18, 1988 the Association received Supplementary Letters Patent to change its name to the Burlington Association for Community Living.

On May 28, 1997 the Association received Supplementary Letters Patent to change its name to the Burlington Association for the Intellectually Handicapped.

On June 23, 2005 the Association received Supplementary Letters Patent to change its name to Community Living Burlington.

Objects of the Association

Current Objects of Community Living Burlington

"a) To establish, equip, maintain, operate and conduct schools, training centres, homes and camps for developmentally disabled children and adults with a view to enabling such persons to take better care of themselves and to become as self-supporting as possible;

b) To enter into any arrangements with any authorities, federal, provincial, municipal, local or otherwise, including agreements for affiliation with any other schools or training centres that may seem conducive to the Corporation's objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;

c) To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the objects of the Corporation donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe;

d) To cooperate with other organizations, whether incorporated or not, which have objects similar in whole or in part to the object of the Corporation; and

e) To provide and operate non-profit residential accommodation and incidental facilities thereto exclusively for persons that are developmentally disabled.

Special Provisions:

a) The Corporation's activities shall be carried on without the purpose of gain for its members, and any profit or other accretion to the Corporation shall be used in promoting its objects.

b) The directors, and those directors who also serve as officers, shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration from his or her position as director in any other capacity, provided that a director, including those who are also officers, may be paid reasonable expenses incurred by them in the performance of his or her duties.

c) The corporation shall be subject to all statutes federal or provincial that apply to non-share capital not-for-profit charitable corporations as may exist and be amended from time to time.

d) The borrowing power of the Corporation shall be limited and/or prescribed by the Corporations Act, or any successor statute thereto.

e) Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed or disposed of to charitable organizations which carry on work solely in Ontario and who assist or support persons with intellectual disabilities.

SECTION B

Constitution for Community Living Burlington

The Association will endeavour to achieve the objects in its Letter Patent by;

1. Fostering the education, training and employment of individuals we support in public and private schools, in residential and home care programs and in supported work environments;
2. Promoting the well-being and housing of those individuals through liaisons with various levels of Government, National and Provincial Associations, public and private Agencies and other groups having a similar purpose;
3. Providing a comprehensive explanation of developmental disabilities and the role of the Association to the general public;
4. Encouraging training and education in the field of developmental disabilities;
5. Developing and sustaining community partnerships to effectively further the objectives and purpose of the Association;
6. Providing and operating not-for-profit homes and programmes for children and adults who require sheltered, specialized or group care; and
7. Assisting individuals in the areas of self-advocacy, personal choice, reaching their potential and making a contribution to the community.

Section C

WHEREAS the membership of Community Living Burlington (CLB) deems it expedient that all By-Laws of the Association heretofore enacted be cancelled and revoked and that the following By-Laws be adopted for regulating the affairs of the Association.

NOW THEREFORE be it enacted, and it is hereby enacted, that all By-Laws of the Association heretofore enacted be cancelled and revoked and that the following By-Laws be substituted in lieu thereof.

1. Interpretation:

The singular shall include the plural.

- *Association* means Community Living Burlington and shall also include Corporation - where referred to in the *Corporations Act* and the words Association and Corporation may be used synonymously.
- *Associate Member* means any person not otherwise entitled to be a member of the Association but who, through the payment of dues, wishes to participate in and be informed about the activities of the Association, though not entitled to vote.
- *Board* means the Board of Directors of the Association.
- *Director* means a Member of the Board of Directors.
- *Officers* of the Association are the President; First Vice-President; Second Vice-President; Treasurer and Secretary appointed by the Board and who all, except for the Secretary shall be a member of the Board.
- *Corporate Member* means any corporation, business enterprise or organization. A Corporate Member shall be represented by a person representing the corporation and is entitled to one vote.
- *Corporations Act* or *Act* means the *Corporations Act*, R.S.O. 1990, c.C.38, as amended, and any statute amending or enacted in substitution therefor, from time to time.
- *Ex-officio* means membership "by virtue of office" and includes all rights, responsibilities and power to vote unless otherwise specified.
- *Honorary Life Member* is a person as defined in these By-Laws.
- *Immediate Family* means a spouse, father, mother, son or daughter and the father and the mother, son or daughter of a spouse.
- *Life Member* means a person who is a member of the Association by having prepaid the membership dues for life.

- *Member* means a Member of the Association entitled to vote.
- *Program* means any program run by the Association.
- *President* means the President of the Association, as elected by the Board and the President shall also be the Chairperson of the Board.
- *Proxy* means a completed and executed form of proxy by means of which a member has appointed a person as his or her nominee to attend and act for him or her and on his or her behalf at a meeting of members.
- *Self-Advocate* means any person who is supported by CLB i.e.: Dreamweavers and will be entitled to one vote.
- *Spouse* means a person who is married to another person or who is cohabiting with another person

2. Head Office:

The Head Office of the Corporation is to be situated within the geographical boundaries of the City of Burlington, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. Seal:

The seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Association.

4. Members of the Association:

1) Persons over the age of eighteen (18) who support the objects of CLB shall be eligible for membership.

2) An eligible person who pays the prescribed membership fee to the Association in any calendar period shall be a Member, until March 31st of the year following in which such payment is received. The amount of this fee shall be established from time to time by the Board.

3) The Board may confer an Honorary Life Membership on any person who has made an outstanding contribution of service to the Association. An Honorary Life Member has no duties, pays no fees but is entitled to one vote.

4) Employees of the Association and their immediate family are not eligible to become a Member but are eligible to become Associate Members.

5) If conditions of membership, including the payment of prescribed fees are not met, then membership in the Association lapses.

6) Unless voting as proxy for another member in good standing, each Member in good standing shall be entitled to one vote on each motion arising at any meeting of the Members.

7) Members may resign, in writing, which shall be effective upon acceptance thereof by the Board.

8) In case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Association prior to acceptance of his/her resignation.

5. Board of Directors:

1) The Board shall consist of Twelve (12) Directors. Four Directors are to be elected annually, at the Annual General Meeting (AGM) by the Members of the Association for a term of three (3) years. The Directors shall be elected and shall retire in rotation.

2) No Associate Member shall be eligible for election or appointment to the Board.

3) No employee of the Association or his or her immediate family, or person who has been in the employ of the Association at any time during the two (2) year period prior to the date of election or appointment, shall be eligible for election or appointment to the Board.

4) All Directors shall be eighteen (18) years of age or over.

5) All Directors shall become paid Members within thirty (30) days of election or appointment and if the person fails to become a Member within thirty (30) days, the person thereupon ceases to be a Director and shall not be re-elected or reappointed unless he/she is a Member of the Association.

6) Persons shall be eligible for re-election or re-appointment for a further term as a Director if the sum of the number of years of consecutive service immediately preceding such election or appointment is less than six (6). Following an absence of two (2) years from the Board, such person shall be eligible again for election or appointment.

7) The Directors shall serve without compensation and no Director shall directly or indirectly receive any profit from his/her position as such; save and except that reasonable expenses incurred by any Director in the performance of his/her duty may be paid.

8) Any Director may be removed at any time by resolution at the AGM or a General or Special Meeting of the Members or a meeting of the Board, passed by at least two-thirds (2/3) of the voters present at such meeting where notice of intent to make such resolution has been served.

9) Any Director who is absent from three (3) consecutive Board meetings without a reasonable excuse, shall be deemed to have resigned from the Board, with such resignation being effective on the seventh (7th) business day following the third consecutive Board meeting from which the Director is absent.

10) In the event that a vacancy should occur on the Board, such vacancy shall be filled by the Directors remaining in office, provided there remains a quorum. A person appointed to fill a vacancy on the Board shall continue in office for the remainder of the term of the Director he/she has replaced.

11) No Director and no one in his or her immediate family may enter into any business arrangement with the Association, except:

- a) On a written and competitive sealed quotation basis, and
- b) Having declared interest therein, the relationship of the Director to the tenderer or bidder, and having refrained from voting thereon.

12) The Chairperson of any meeting of the Board or of any committee of the Board may request any Member who has an interest in any business arrangement with the Association which is being discussed, to absent himself/herself during the discussion of a vote upon the matter, and the event shall be recorded in the minutes.

13) Every Director, officer and employee of the Association shall respect the confidentiality of matters brought before the Board - keeping in mind that unauthorized statements could adversely affect the Association or the people it supports.

14) The Board shall give authority to one (1) or more Directors, officers or employees of the Association to make statements to the press or public about matters brought before the Board, unless the Board, by resolution, has indicated otherwise. The President shall be allowed to exercise such authority.

6. Powers of the Board of Directors:

1) In addition to other powers given under the By-Laws and by resolution of the Association, the Board shall have power to:

- a) Appoint and constitute committees as may be necessary to aid the Board in its work;
- b) Approve expenditures, as necessary, for the work of the Association, including the purchase and rent of property and making contracts;
- c) Appoint managing staff and exercise through the President or Executive Committee, such direction over administrative affairs as necessary for effective pursuit of the Association's objectives; and
- d) Determine fees for and categories of membership.

2) Any decision of the Board since the last meeting may be addressed at the next meeting of Members upon written request by a Member, delivered to the President at least two weeks in advance of the meeting, but no act done or right acquired under such action shall be prejudicially affected by any amendments or rejection of the action.

7. Responsibilities of the Board:

The Board shall manage the affairs of the Association and:

- 1) Approve policies and procedures for monitoring compliance with the requirements of the By-Laws of the Association; the *Corporations Act*; and other applicable legislation;

2) Approve specific policies and procedures which will provide the general framework within which the Executive Director and the Association staff will establish procedures for the effective and appropriate management of the day-to-day operations of the Association;

3) Delegate appropriate authority to the Executive Director for the operation of the Association and require accountability to the Board;

4) Review regularly the functioning of the Association and its various programs in relation to the objects of the Association; demonstrate accountability for its responsibility to the Members at the AGM;

5) Review on a regular basis the role and responsibility of the Association to its community in relation to the provision within the means available, of appropriate types and amounts of services;

6) Ascertain that methods are established for the regular evaluation of the quality of programs and that all Association programs and residences are regularly evaluated in relation to generally accepted standards, and appropriate accountability on a regular basis;

7.) Ensure that the Board as a whole implements regular evaluations of its effectiveness.

8. Indemnification:

1) Every Director or Officer of the Association and every member of a committee and his/her heirs, executors and administrators and estate and effects, respectively, acting honestly and in good faith with a view to the best interests of the corporation shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director, Officer or Committee Member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, omission, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office.

2) The indemnity for Directors and Officers of the Association shall be provided out of the funds of the Association. The Directors may from time to time arrange for the purchase, at the expense of the Association, of one or more policies of insurance indemnifying the Directors and Officers of the Association, against liability costs, charges or expenses, sustained or incurred by them as referred to in these By-Laws.

9. Regular Meetings of the Board:

1) The Board shall meet in Burlington, or elsewhere within the Province of Ontario, as the Board may from time to time decide, at such time and day as the Board may from time to time determine. The Secretary shall give notice of the meeting by either telephone, facsimile transmission or electronic mail to the Directors, together with the Agenda and copies of materials to be discussed,- at least five (5) days prior to the date of such meeting.

2) There shall be regular meetings throughout the year, with a minimum of 6 meetings per annum.

3) A meeting of the Board may be held without notice, immediately following the AGM, for the election of the President and the appointment of officers and any other business as deemed necessary.

10. Special Meetings of the Board:

1) The President may call special meetings of the Board.

2) If three (3) Directors so request, in writing, the Secretary shall call a meeting of the Board.

3) Notice of a special meeting of the Board may be given by telephone, facsimile transmission or electronic mail and shall be given at least twenty-four (24) hours in advance of the meeting.

11. Officers:

1) The Board shall elect a President and appoint the following officers for a one year term no later than the first regularly scheduled meeting of the Board next following the AGM:

- a) First Vice-President
- b) Second Vice-President
- c) Treasurer

2) The Board may remove any officer before the expiration of his/her term of office by a two-thirds ($\frac{2}{3}$) vote of the Board.

3) An officer may resign his/her office by submitting a letter of resignation to the Board.

4) The Executive Director shall be appointed as Secretary of the Board.

5) In the event that a vacancy should occur in any office, a replacement for the unexpired term shall be appointed from among those qualified, by the Board. For a vacancy in the office of President, the First Vice-President shall, within two (2) weeks of the occurrence of such vacancy, call a meeting of the Board, which meeting shall proceed to fill the vacant office.

6) No Director shall hold the office of the President for more than three successive years, provided however that following a break in the continuous service of at least one (1) annual term, the same person may be re-elected to such office. A Director who is otherwise disqualified from serving as a President because of his/her years of consecutive service may be re-elected provided his/her election is by acclamation.

7) Before becoming President, a Member must have served as Director for at least one year.

8) No Director may hold two offices at any one time.

12. Committees of the Board:

- 1) The Board may appoint standing committees and special committees to further the work of the Association as it deems necessary from time to time.
- 2) The Board may, by resolution, dissolve any special committee at any time.
- 3) Except for the Executive Committee, the Board may appoint additional members to a committee of the Board who are not Directors and the Board may require such additional Members to enter into a confidentiality agreement.
- 4) The Chairperson of each committee shall be a Director.
- 5) The Board may require any chairperson of any committee to file a forecast of expenses with the Treasurer and the Chairperson shall file a written report of the committee's activities to the Treasurer or the President at least one (1) month before the AGM.
- 6) Any committee may appoint subcommittees, as necessary.
- 7) A quorum of a committee shall be a majority of its members present.

13. Executive Committee:

- 1) There shall be a Committee of the Board known as the Executive Committee, consisting of: the President; the First Vice-President; the Second Vice-President and the Treasurer. The President shall act as Chairperson.
- 2) The Executive Committee shall exercise, between meetings of the Board, any powers of the Board on matters that are urgent and cannot wait to be dealt with at the next scheduled meeting of the Board. Actions and decisions so made by the Committee shall be reported to the Board at the next regular meeting.
- 3) Votes on motions or resolutions of the Executive Committee may be taken by way of, and recorded by, electronic mail.
- 4) A quorum for meetings of the Executive Committee shall be three (3) members of the Committee.
- 5) The Executive Committee shall meet at the call of the President or first Vice-President or at the written request of any two members of the Committee for a stated purpose.

14. Procedures:

- 1) Any member of any committee may be removed by a resolution of the Board.
- 2) Minutes shall be kept of all meetings of the Board and its committees and are available to Members upon request; however, minutes of business transacted *in-camera* shall be kept confidential and not released without the approval of the Board.

3) Questions or issues arising at any meetings of the Board or any committee - established by the Board, or by means of these By-Laws, shall be resolved by a motion decided by a majority of votes, provided that:

a) The Chairperson shall have one original vote but shall not have a second vote.

b) Any Motion is lost if there is an equality of votes, including that of the Chairperson.

4) Motions shall be decided by a vote, show of hands, or by way of secret ballot if demanded by 1/3 of the Directors present. The Chairperson shall declare whether the motion has been carried or not carried and an entry to that effect will be recorded in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favour or against such motion

5) Any questions of procedure at, or for, any meetings of the Board, or of any committee, which have not been provided for in these By-Laws or by the *Corporations Act*, shall be determined by the President.

6) A verbal declaration of the Secretary, or Chairperson, that notice has been given pursuant to the By-Laws, shall be sufficient evidence of the giving of such notice.

7) The Board may waive any irregularity or deficiency in giving notice for a meeting of the Directors.

15. Duties of Officers:

President:

The President of the Board shall:

- Preside at all meetings of the Board.
- Act as Chairperson of the AGM, or any special or general meeting of the Association until or unless another person is chosen by the members to act as Chairperson of such meeting.
- Be Chairperson of the Executive Committee.
- Be responsible for the naming of Directors to committees not otherwise provided for in these By-Laws, or not otherwise appointed by the Board.
- Represent the Association at public or official functions.
- Be an ex-officio member of all committees.
- Perform such other duties as from time to time be determined by the Board.

First Vice-President:

The First Vice-President of the Board shall:

- Have all the powers and perform all the duties of the President in the absence or disability of the President - together with such other duties, if any, as may from time to time be assigned by the Board.
- The First Vice-President shall be a member of the Executive Committee.

Second Vice-President:

The Second Vice-President of the Board shall:

- Have all the powers and perform all the duties of the President in the absence or disability of the President and First Vice-President - together with such other duties, if any, as may from time to time be assigned by the Board.
- The Second Vice-President shall be a member of the Executive Committee

Treasurer:

The Treasurer of the Board shall:

- Be custodian of the books of account and accounting records of the Association, required to be kept by the provisions of the *Corporations Act*, and any Act or Regulation of the Province of Ontario or the Government of Canada.
- Submit a financial statement at each regular meeting of the Board, indicating the financial position of the Association at the close of the month end that is at least four weeks prior to the meeting of the Board but no more than eight weeks.
- Have all the books of account audited and present the audited financial statements at the AGM.
- The Treasurer shall be a member of the Executive Committee.
- Perform such other duties as may be established from time to time by resolution of the Board.

16. Appointment of Executive Director:

The Executive Director shall be appointed by the Board and shall be the Chief Executive Officer of the Association and Secretary of the Board.

Secretary:

The Secretary of the Board shall:

- Attend all meetings of the Board.
- Keep a record of the minutes of all meetings.
- Attend to correspondence.
- Prepare all reports required under any Act or Regulation of the Province of Ontario or the Government of Canada.
- Be the custodian of all Association documents, records and minute books - and custodian of the Seal of the Association.
- Keep a roll of the names and addresses of all Members of the Association.
- Perform such other duties as the Board may direct.

17. Duties of the Executive Director:

1) Be responsible to the Board for the general administration, organization and management of the Association and its various programs, in accordance with policies established by the Board

2) Fulfill such other duties as assigned by the Board that are not inconsistent with those set out in these By-Laws

18. Quorum:

- 1) A quorum for any meeting of the Members shall be twenty-five (25) Members or by their proxies.
- 2) A quorum for any meeting of the Board shall be six (6) Directors.

19. Annual Meeting of the Association:

- 1) Notice of the AGM shall be given by either prepaid regular mail, facsimile transmission or electronic mail at least fourteen (14) days in advance of the meeting. Notices shall be sent to the last address, facsimile transmission number or electronic mail address of Members on file with the Association.
- 2) The AGM shall be held in the City of Burlington no later than 90 days after the fiscal year end of the Association.
- 3) Issues and decisions shall be resolved by motion. A majority of votes of the Members present shall decide every motion. Every motion shall be decided in the first instance by a show of hands and, unless a poll by way of secret ballot is demanded and carried by way of a motion, a declaration by the Chairperson that the motion has been carried or not carried and an entry to that effect recorded in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favour or against such motion.
- 4) In the event of a vote by secret ballot, the votes cast shall be retained until a motion is passed authorizing their destruction.

20. Special Meetings of the Association:

- 1) The President may call a Special Meeting of the Association.
- 2) If ten (10) Members so request, in writing, the Secretary shall issue notice of a Special Meeting of the Association. Notice of the meeting shall be given no later than fourteen (14) days prior to the meeting unless the President determines that exceptional circumstances call for a shorter notice period.
- 3) The Notice of a Special Meeting shall state the purpose for which it is being called.

21. Nominating Committee and Elections:

- 1) A Nominating Committee, consisting of three (3) Members, shall be appointed by the Board not less than sixty (60) days prior to the AGM.
- 2) Not less than thirty (30) days before the AGM, the committee shall forward to each paid up Member, a form showing the positions to be filled and asking for nominations - together with a nomination form. Each such nomination must be signed by at least two (2) Members and have the written consent of the candidate to serve - if elected.
- 3) At the AGM, the Nominating Committee will present to the Members all nominations for office it has received, together with a brief biographical description of each nominee.

4) The Chairperson of the meeting shall request and shall accept nominations from the floor.

5) Where the number of candidates nominated is equal to or less than the number of offices to be filled, the Chairperson shall call for a motion to have the slate of Directors declared to be elected by the Members.

6) When nominations have been closed, and the number of candidates is greater than the number of offices to be filled, an election will be conducted by secret ballot. A declaration by the Chairperson of the results of the election and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favour or against each candidate.

7) The committee will provide each Member present with a ballot; the names of all Members nominated and ready to stand, including a space for such nominations made from the floor, together with the biographical description of each such nominee (save and except those nominated from the floor).

8) A person eligible to vote may cast his/her ballot for any number of nominees - not to exceed the number of positions eligible for election.

9) A Member in good standing may cast his/her vote by proxy provided that the proxy shall be a Member in good standing, eligible to vote and shall have his/her proxy confirmed by the Secretary prior to the start of voting. A proxy may not cast a ballot on behalf of more than five (5) Members, in addition to his/her own vote.

10) The nominees receiving the largest number of votes will be declared elected.

11) In the event of a tie, the Chair of the Nominating Committee shall cast one additional deciding vote.

12) All ballots cast shall be retained until a motion is passed authorizing their destruction.

22. Adjourned Meeting:

1) If within one half ($\frac{1}{2}$) hour after the time appointed for any meeting of the Association a quorum is not present, the meeting shall stand adjourned until a day within four (4) weeks to be determined by the Board.

2) At least three (3) days notice of the subsequent meeting shall be given by either ordinary regular mail, by telephone, facsimile transmission or electronic mail to the Members.

23. Chairperson:

The Chairperson of a meeting of the Association shall be:

1) The President;

- 2) The First Vice-President - if the President is absent;
- 3) The Second Vice-President if both the President and the First Vice-President are absent, or
- 4) A Chairperson elected by the members present if the President and both Vice-Presidents are absent.

24. Business:

The business transacted at the AGM of the Association shall include:

- 1) Adoption of minutes of the previous meeting
- 2) Report of the President
- 3) Report of any unfinished business
- 4) Report of the Executive Director
- 5) Report from the Auditor & Financial Statements
- 6) New business
- 7) Election of Directors
- 8) Appointment of Auditors
- 9) Introduction of the Directors

25. Execution of Documents:

- 1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.
- 2) Documents requiring execution by the Association may be signed by any one of the President or a Vice-President, together with, any one of the Secretary or the Treasurer, and all documents so signed are binding upon the Association without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association shall, when required, be affixed to the documents executed in accordance with the foregoing.
- 3) The Board shall ensure that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute are regularly and properly kept.

26. Banking Arrangements:

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

- 1) Operate the Association's accounts with the banker;
- 2) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 3) Issue receipts for and orders relating to any property of the Association; or,
- 4) Authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

27. Borrowing of Money:

- 1) Subject to the limitations set out in the By-Laws or in the Letters Patent of the Association, the Board may:
 - a) borrow money on the credit of the Association;
 - b) issue, sell or pledge securities of the Association; or
 - c) charge, mortgage, hypothecate or pledge all or any the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.
- 2) From time to time, the Board may authorize any Director, officer or employee of the Association or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

28. Investments:

- 1) The Board may invest in securities authorized by the *Trustee Act* and may so invest:
 - a) All endowment monies bequeathed in trust to the Board for the use of the Association; and,
 - b) All Association monies not required for operating expenses.
- 2) Notwithstanding the provisions of Paragraph 1 above, the Board may, in its discretion, retain investments not authorized by the *Trustee Act*, which are given or bequeathed to the Association *In Species* with specific direction and authorization as to how such monies are to be invested and held.

29. Donations:

The Secretary shall keep certified copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Association.

30. Endowments:

Except as allowed by these By-Laws no benefit given, devised or bequeathed in trust to or to the use of the Association for endowment purposes shall be hypothecated, transferred or assigned to obtain credit to or receive funds.

31. Financial Year:

The Financial Year of the Association shall end the 31st day of March in each year - unless decided otherwise by the Board.

32. Rules of Order:

Robert's Rules of Order shall govern the deliberations of the Association except as otherwise provided in these By-Laws and all meetings shall be conducted with decorum.

33. Auditors:

1) The Association shall at its AGM, appoint an auditor who shall not be a Director or an officer or employee of the Association, or a member of such person's immediate family or a partner or employee of any such person and who is duly licensed under the provisions of the *Public Accountancy Act*, to hold office until the next AGM of the Association.

2) The auditor shall have all rights and privileges as set out in the *Corporations Act* and shall perform the audit function as prescribed therein

3) In addition to making his/her report at the AGM of the Association, the auditor shall, if requested by the Board, report to the Board on his/her work, making any recommendations he/she considers necessary.

34. Amendments to By-Laws:

1) The Board may propose new or amended By-Laws of the Association from time to time.

2) Where it is intended to propose new or amended By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each member of the Board.

3) Proposed new or amended By-Laws, passed by the Board shall be presented for confirmation at the next AGM or to a special meeting of the Members called for that purpose. The notice of such annual or special general meeting shall refer to the By-Law or amendment to be presented.

4) The Members at the annual or at a special meeting may confirm the By-Law or amended By-Law as presented or reject or amend it. Notwithstanding the approval of the Board of a new or amended by-law, such new or amended by-law will not take effect until confirmed by the Members.

35. Requirements of the Ministry of the Attorney General for Non-Profit Housing

The provisions of this By-law containing the requirements of the Ministry of the Attorney General for non-profit housing shall prevail over any other By-Laws enacted by the Association in the event of any conflict.