

## **BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of The Caledon Parent-Child Centre

WHEREAS the Corporation was incorporated by Letter Patent issued by the Lieutenant Governor of Ontario on the 23<sup>rd</sup> day of June 1989, for the following objects:

- 1) To initiate, develop and conduct public childcare programs, seminars and conferences available to the community at large and directed specifically towards parents, “caregivers”, teachers and other persons having care or custody of children;
- 2) To offer on site training, practice and experience to students of child care educational programs;
- 3) To liaise with other charitable, educational or governmental agencies or organizations in developing childcare programs;
- 4) To provide a supportive environment for parents and caregivers to meet and discuss their common interests and concerns related to childcare;
- 5) To enhance the social, emotional and intellectual growth of children;
- 6) To provide a parent-child resource centre that assists parents and caregivers in locating information, facilities and services in the community related to the needs of children and their families and caregivers.

BE IT ENACTED as a by-law of

The Caledon Parent-Child Centre

(The “Corporation”) as follows:

## **1.0 INTERPRETATION**

**1.01** In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- 0.1 The singular includes the plural;
- 0.2 The masculine gender includes the feminine;
- 0.3 “Board” means the board of directors of the Corporation;
- 0.4 “Corporation” means The Caledon Parent-Child Centre;
- 0.5 “Corporations Act” means the Corporations Act, R.S.O. 1980, Chapter 89, and any statute amending or enacted in substitution therefore, from time to time;
- 0.6 “Documents”, includes 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;
- 0.7 “Executive Officers” means the persons who hold the offices enumerated in section 5.01;
- 0.8 “Past Chair” means the person whose term of office as Chair has most recently expired and who is willing to serve as such;
- 0.9 “Chair” refers to Chair or Co-Chair;
- 0.10 “Ex-officio” means holding a position or membership due to the power or influence of one's office, and not by election or appointment. Such positions and their attached voting and other privileges are detailed in sections 4 and 8;
- 0.11 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

## **2.0 HEAD OFFICE**

The head office of the Corporation shall be in the Town of Caledon, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

## **3.0 SEAL**

The seal, which is impressed hereon, shall be the corporate seal of the Corporation

## **4.0 BOARD**

**4.01 Board.** The affairs of the Corporation shall be managed by a board composed of the Corporation's Executive Director, a minimum of eight (8) and a maximum of twelve (12) elected directors, which may include one (1) ex-officio director with voting privileges.

**4.02 Elected Directors.** Elected directors, subject to the provisions of section 4.04, shall be elected in the manner set out in article 6.00, each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the second annual meeting after election, unless unable to do so.

**4.03 Qualifications.** Each director shall

- .01 be at the date of, or become within ten (10) days after, his appointment or election, and thereafter remain throughout his term, a member of the Corporation who is qualified by the terms of section 8.06 to hold office;
- .02 be at least eighteen (18) years of age;
- .03 not be an undischarged bankrupt;
- .04 be dedicated to the goals and objectives of the Corporation;
- .05 be available to attend monthly Board meetings on a regular basis, and
- .06 participate in a minimum of one Board Committee.

If a person ceases to be a member of the Corporation who is qualified by the terms of section 8.06 to hold office, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04.

**4.04 Vacancies.** So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

**4.05 Removal of Directors.** The members entitled to vote may, by resolution passed by a least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has

been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

**4.06 Quorum.** A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-fifths (2/5) of the number of members of the Board.

**4.07 Meetings.** Meetings of the Board and of the Executive committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by an Executive Officer or any two (2) directors.

**4.08 Notice.** Subject to the provisions of section 4.09, notice of Board meetings shall be mailed, telephoned or e-mailed to each director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or the Chair that the notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

**4.09 Regular Meetings.** The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

**4.10 Voting.** Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the presiding Chairperson, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairperson or requested by any director. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the resolution.

**4.11 Remuneration of Directors.** The directors of the Corporation shall serve without remuneration.

**4.12 Indemnities to Directors.** Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- .01 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- .02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own, willful neglect or default.

**4.13 Protection of Directors and Officers.** No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or 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 the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money or of belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation 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 his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

**4.14 Responsibility for Acts.** The directors for the time being of the Corporation 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 Corporation, except such as shall have been submitted to and authorized or approved by the Board.

**4.15 Ex-Officio Directors.** The Past Chair shall be an ex-officio director of the Corporation.

**4.16 Others Present.** Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote.

## **5.0 OFFICERS**

**5.01 Executive Officers.** There shall be a Chair and Vice-Chair, or 2 Co-Chairs, Secretary and Treasurer elected by the Board from among

their number, and the Past Chair. One person may hold more than one office, except the office of Chair and Vice-Chair (or Co-Chairs).

**5.02 Chair or Co-Chair.** The Chair or Co-Chair shall, when present, preside at all meetings of the Board, the Executive Committee (if any) and members. The Chair or Co-Chair shall supervise the affairs and operations of the Corporation, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board of incident to his office. The Chair or Co-Chair shall be the custodian of the corporate seal of the Corporation.

**5.03 Vice-Chair.** During the Chair's absence or inability to act, his duties and powers may be exercised by Vice-Chair. If the Vice-Chair exercises any of those duties or powers, the Chair's absence or inability to act shall be presumed with respect thereto. The Vice-Chair shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his office.

**5.04 Secretary.** The Secretary may be ex-officio clerk to the Board or Executive Committee (if any) and shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings kept for that purpose. The Secretary shall 'give all notices required to be given to members and to directors. The Secretary shall be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board of Executive Committee (if any) or incident to his office'.

**5.05 Treasurer.** The Treasurer shall see that a proper accounting system is in place and that all monetary transactions of the Corporation are recorded in the accounting system. The Treasurer will review the monthly bank reconciliations of all bank accounts and see that valid vouchers (invoices) back up all cheques issued. The Treasurer will see that the Board of Directors receive a copy of the latest month's financial statements before each board meeting and review these statements with the board of directors and answer any questions. The Treasurer will also review the audited financial statements with the auditors (as required) and present such reports to the board of directors for approval.

**5.06 Past Chair.** The Past Chair shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him by the Chair.

**5.07 Executive Director.** The Board shall appoint an Executive Director who shall hold ex-officio office with full voting rights provided that they are not related to compensation, his conduct and role,

and/or his initiatives that may go against a board member, for the duration of his position. Subject to any duties or responsibilities imposed or any directions given from time to time, the Executive Director shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation.

**5.08 Other Officers.** The Board may appoint other officers. Including without limitation, Honorary Officers, and agents (and which such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board of Executive Committee (if any) shall be such as the terms of their engagement call for or the Board or Executive Committee (if any) prescribed.

## **6.0 ELECTION OF BOARD**

**6.01 Rotation.** Subject to the provisions of the Corporations Act, directors, other than ex-officio directors, if any, shall be elected by members entitled to vote and shall retire in rotation.

**6.02 Re-Election.** A director, if otherwise qualified, is eligible for election for three (3) consecutive full two-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of his retirement. Under special circumstances a Board member at the completion of their term may be requested by the Board to remain on the Board for a specific amount of time or until the position can be filled. A director would be considered to have served a full term as a board member 2 years from the previous Annual General Meeting, if they were elected as a director of the Board prior to the January board meeting of that year. If the director is elected to the board during or after the January meeting, the term would be considered to begin as of the Annual General Meeting the following June.

This section 6.02 shall not apply to any person who is an ex-officio director on the date that this By-law Number 1 comes into force.

**6.03 Elections.** When possible at each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for Terms of two (2) years by and from among the members eligible to vote and to hold office.

**6.04 Nominations.** Candidates for the office of Director shall include:

- .01 the slate of candidates for office proposed by the

Nominating/Governance Committee, or if there is no Nominating/Governance Committee, by the Executive Committee; and

- .02 the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of directors is held.

**6.05 Election Method.** Where:

- .01 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single vote electing that number of candidates for the offices; and
- .02 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by vote.

**6.06 Forms.** The Board may prescribe the form of nomination paper and the form of a ballot.

**7.0 EXECUTIVE COMMITTEE**

**7.01 Constitution.** The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of the Executive Officers. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a director. The Board may fill vacancies in the Executive Committee by election from among its number. If and when ever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

**7.02 Powers.** During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall have been given by the Board.

**7.03 Procedures.** Subject to sections 7.04, 7.05 and 7.06 and to any regulations imposed from time to time by the Board, the Executive committee shall have power to amend its quorum at not less than a majority of its members and may amend its own rules for procedure from



time to time according to generally accepted parliamentary practice. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

**7.04 Quorum.** No business may be transacted by the Executive Committee except at a meeting of its members at which the majority of the Executive Committee is present.

**7.05 Place of Business.** Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting.

**7.06 Other Directors Present.** Each director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he is present. However, no director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and his presence shall not be included for the purpose of calculating a quorum.

## **8.0 MEMBERSHIP**

**8.00** Membership in the Corporation shall consist of such persons as are admitted as members by the Board.

**8.01 Classes.** There shall be three classes of membership in the Corporation.

- .01 Ordinary Members;
- .02 Honorary Members; and
- .03 Auxiliary Members.

**8.02 Applications.** Unless otherwise determined by the Board, applicants for membership in the Corporation shall be admitted as Auxiliary Members upon payment of the prescribed annual fee. After a period of thirty (30) days has elapsed, an Auxiliary Member will automatically become an Ordinary Member.

**8.03 Honorary Members.** From time to time, the Board may admit for life or lesser term without payment of any fee or assessment as an Honorary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Corporation.

**8.04 Voting Classes.** No person who is not an Ordinary Member shall be entitled to vote in any proceedings of the Corporation.

**8.05 Holding Office.** No person who is not an Ordinary Member shall be qualified to hold office in the Corporation as a director. All directors must undergo a vulnerable sector check.

**8.06 Transfer of Membership.** Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the Corporation, if at all, a membership in the Corporation is not transferable.

**8.07 Revocation of Membership.** The Board may pass a resolution authorizing the removal of a member for cause from the register of members of the Corporation. No such resolution shall be put before the Board until after the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board. The Board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Corporation and of the time and place of the meeting of the Board at which the member in question will be heard. Such notice shall be given at least one (1) week prior to such meeting.

**8.08 Termination of Membership.** A membership in the Corporation automatically terminates upon the happening of any of the following events:

- .01 if the person, in writing, resigns as a member of the Corporation;
- .02 if the member dies;
- .03 if a person is expelled from the Corporation pursuant to section 8.08; or
- .04 if an assessment under the authority of section 8.10 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of sections 8.02

and 8.09 prior to the termination of his membership.

**8.09 Membership Dues.** Membership dues, assessments and similar obligations (“assessments”) may only be levied if authorized by:

- .01 three-quarters (3/4) of the members of the Board; and
- .02 two-thirds (2/3) of the votes of members eligible to vote at an annual or the general meeting, notice of which shall include notice of intention to see such authority.

Notice of an assessment shall be communicated in writing to each member provided, however, that no assessments may be levied against any Honorary member.

**8.10 Liability of Members.** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Corporation.

**8.11 Annual Meeting.** The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- .02 electing such directors as are to be elected at such annual meeting;
- .03 appointing the auditor and arranging or authorizing the Board to fix his remuneration; and
- .04 the transaction of any other business properly brought before the meeting.

**8.12 General Meeting.** The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

**8.13 Notice of Meetings.** Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each

member in writing (and in the case of an annual meeting to the auditor of the Corporation) or notice may be given by publication two weeks preceding the meeting in a newspaper or newspapers circulated in the Town of Caledon.

**8.14 Quorum.** Six (6) members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of each business.

PROVIDED HOWEVER that where:

- (a) less than six (6) but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of members; and
- (b) the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, two (2) or more persons constitute a quorum.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to above, numbers of persons present required for quorum shall be divided by two.

**8.15 Voting by Members.** Unless otherwise required by the provisions of the Corporations Act or by the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chair presiding at the meeting has a casting vote.

**8.16 Proxies.** Every member, including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

**8.17 Show of Hands.** At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or by proxy holder for a member entitled to vote, present in person shall have one vote. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the books of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

**8.18 Chair or Co-Chair.** In the absence of the Chair or Co-Chair, Chair or Co-Chair Elect or the Vice-Chair, the members entitled to vote present at any meeting of members shall choose another director as Chair or Co-Chair and if no director is present or if all the directors present decline to act as Chair or Co-Chair, the members present shall choose one of their number to be Chair or Co-Chair.

**8.19 Polls.** If at any meeting a poll is requested on the election of a Chair or Co-Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair or Co-Chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

**8.20 Adjournments.** Any meeting of the members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## **9.0 COMMITTEES**

**9.01 Standing Committee.** There shall be the following standing Committees:

- .01 The Executive Committee; and
- .02 Nominating/Governance Committee
- .03 Human Resources Committee
- .04 Finance Committee

- .05 Special Events Committee
- .06 Programming Committee
- .07 Fund Development Committee

**9.02 Combined and Inactive Committees.** From time to time by the resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

**9.03 Ad Hoc Committees.** There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01 the delivery of its report;
- .02 the completion of its assigned task;
- .03 a change in the membership of the Board or Executive Committee by which it was constituted; or
- .04 a resolution to that effect of the Board or Executive Committee by which it was constituted;

whichever first occurs.

PROVIDED HOWEVER that, in the case of termination Pursuant to subsection 9.03.03, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

**9.04** Except as otherwise provided by by-law of the Corporation, all Committees other than the Executive Committee are subject to the following:

- .01 the Chair or Co-Chair and members shall be appointed by the Executive Committee, if any, otherwise by the Board from among the members of the Corporation who are qualified to hold office, for a term of one (1) year, and may be reappointed for one or more additional terms of one (1) year;
- .02 the Committee shall meet at least annually, and more frequently at the will of its Chair or Co-Chair or as required by its terms of reference, and as requested by the Executive

Committee;

- .03 the Committee shall be responsible to, and report after each meeting to, the Executive Committee (or if none, the Board);
- .04 the Committee may establish its own rules of procedure and may appoint subcommittees.

**9.05 Nominating/Governance Committee.** The Nominating Committee (when one exists) shall:

- .01 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
- .02 accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chair or Co-Chair of the annual meeting from accepting further nominations from the floor at the time of the election;
- .03 Make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year;
- .04 responsible for planning and implementation of the annual general meeting in conjunction with the Executive Director;
- .05 provide orientation for new board members when needed;
- .06 organizes ongoing board development activities in conjunction with the Executive Director and Board Chair or Co-Chair.

**9.06 Human Resources Committee.** The Human Resources Committee shall at appropriate periodic intervals review and recommend to the Executive Committee, if any, and if none, to the Board, the adoption of suitable policies for the use of the Corporation in relation to its employees, including without limitation, duties, responsibilities, performance, remuneration, holidays and other benefits.

**9.07 Finance Committee.** The Finance Committee shall assess and monitor the financial affairs of the Corporation and provide necessary income and expenditure guidelines to ensure financial health of the Corporation.

**9.08 Special Events Committee.** The Special Events Committee shall provide an additional source of funding and expand community awareness of the Corporation's goals, philosophies and programs in order to:

- .01 Establish an identity;
- .02 Promote a positive profile;
- .03 Increase public awareness;
- .04 Encourage community support and involvement; and
- .05 Secure financial and resource support.

**9.09 Programming Committee.** The Programming Committee shall approve plans for programs and workshops consistent with the philosophy and mission of the organization, within financial and staffing constraints. When programs are operational, the Committee monitors to ensure that the stated objectives are achieved.

**9.10 Fund Development Committee.** The mandate of the Fund Development committee is to provide assistance and support to the Corporation's Fund Development Strategy. The committee reviews the Corporation's fund development plan, fundraising materials, methodology and policies to ensure they correspond with the Corporation's mission and values. The committee cultivates awareness of the Corporation's mission and case for support within the community.

## **10.0 EXECUTION OF DOCUMENTS**

**10.01 Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by two (2) signing officers.

**10.02 Execution of Documents.** Documents requiring execution by the Corporation may be signed by the Chair or Treasurer together with any other officer or director, and all documents so signed are binding on the Corporation 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 Corporations, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

**10.03 Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the by-laws of the



Corporation and all government regulations are properly kept.

## **11.0 BANKING ARRANGEMENTS**

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

- .01 operate the Corporation's accounts with the banker;
- .02 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;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

**11.02 Deposit of Securities.** The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **12.0 BORROWING BY THE CORPORATION**

**12.01** Subject to the limitations set out in the By-laws or the Letters Patent of the Corporation, the Board may,

- .01 borrow money on the credit of the Corporation;

- .02 issue, sell or pledge securities of the Corporation; or
- .03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

**12.02** From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms, and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### **13.0 FINANCIAL YEAR**

**13.01** The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of March.

### **14.0 NOTICE**

**14.01 Computation of Time.** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

**14.02 Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

### **15.0 BY-LAWS AND AMENDMENTS, ETC.**

**15.01 Enactment.** By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions, of, the Corporations Act.

## **16.0 REPEAL OF PRIOR BY-LAWS**

**16.01 Repeal.** Subject to the provisions of section 16.02 and 16.03 hereof, all prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or make are repealed.

**16.02 Exception.** The provisions of section 16.01 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power of authority to borrow.

**16.03 Proviso.** Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

## **17.0 EFFECTIVE DATE**

**17.01** This by-law shall come into force without further formality upon its enactment.

The foregoing By-law Number 1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting duly called and regularly held in the Town of Caledon and at which a quorum was present on the 17<sup>th</sup> of June, 2015.

---

Secretary

---

Chair