

Lumacare

BY-LAW NUMBER 2018-1

A by-law relating generally
to the conduct of the affairs of
Lumacare Services
(hereafter referred to as “the Corporation”)

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A by-law relating generally to the conduct of the affairs of
Lumacare Services
(hereafter referred to as “the Corporation”)

WHEREAS by Letters Patent issued under the Act and dated the 7th day of October, 1982, the Corporation was incorporated for the following objects:

- To assist the elderly, the handicapped, and convalescent people with home support services, in order to help them maintain independence and remain in their own homes for as long as they can safely do so, by:
 - Providing “Meals on Wheels” and other homemaking services, according to individual need;
 - Acting as liaison between clients served and other persons and agencies, as may be required;
 - Assisting in the development of recreational activities for senior citizens;
 - Researching and determining community needs; and
 - Establishing a sense of community.
- To co-operate with other organizations, whether incorporated or not, which have objects similar in whole or in part to the objects of the Corporation.

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

BE IT THEREFORE ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.1 Meaning of Words

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

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 “Act” means the *Corporations Act*, R.S.O. 1990, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 “Assessments” includes membership dues, assessments and similar obligations that may be levied to a member;
- 1.1.5 “Associates” includes the parents, children, siblings, spouse or common law partner of the Director, as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- 1.1.6 “Board” means the Board of Directors of the Corporation;
- 1.1.7 “By-laws” means any by-laws of the Corporation from time to time in effect, including this By-law No. 2008-1;
- 1.1.8 “Chair” means the Chair of the Board who shall also be President;

- 1.1.9 “Committee” means any Committee established by the Board or as otherwise specified in this By-law;
- 1.1.10 “Conflict of Interest” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
- 1.1.10.1 *Pecuniary or Financial Interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
- 1.1.10.2 *Undue Influence* - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director’s entrusted responsibility to the community at large; or
- 1.1.10.3 *Adverse Interest* - A Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation;
- 1.1.11 “Corporation” means Lumacare Services;
- 1.1.12 “Director” means a person who has been elected to the office of Director and is a member of the Board;
- 1.1.13 “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;
- 1.1.14 “Member” means a person who is a member of the Corporation as set out in section 4 of this By-Law;
- 1.1.15 “Officers” means a person who is an officer of the Corporation and shall undertake or be accountable for the duties and responsibilities contained herein;
- 1.1.16 “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of the Corporation called for that purpose.

1.2 Corporations Act Terms

All terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2. HEAD OFFICE

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

3. SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.

4. **MEMBERSHIP**

4.1 Composition

The Members of the Corporation shall be the Directors of the Corporation.

4.2 Resignation and Termination of Membership

4.2.1 The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Director by resignation or otherwise in accordance with this By-law.

4.2.2 A Member may resign from the Corporation by delivering a written resignation to the Secretary. A resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later.

4.2.3 Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other special general meeting of members.

4.3 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 relating to or connected with the Corporation.

5. **BOARD OF DIRECTORS**

5.1 Nominations to the Board

5.1.1 Subject to this section and all other provisions of this By-Law, nominations for elections as Director at the annual meeting of the Corporation may be made only by the Nominating Committee of the Board. For greater certainty, no nominations shall be accepted by the Members which are not submitted and recommended by the Nominating Committee.

5.2 Board Composition

5.2.1 The affairs of the Corporation shall be managed by a Board of not less than ten (10) Directors and not more than fifteen (15) Directors, which number shall be fixed annually by special resolution of the Board. All directors shall be elected by the Members, which election shall be in accordance with criteria established by the Board.

5.2.2 The Executive Director shall have a right of attendance at meetings of the Board, save and except with respect to those meetings, or parts of meetings, held in-camera.

5.3 Qualifications

Each Director shall:

5.3.1 be at the date of, or become within ten (10) days after the election of the person as, and thereafter remain throughout the term of office, a member of the Corporation who is qualified by the terms of this section 5.3 to hold office;

5.3.2 be at least eighteen (18) years of age; and

5.3.3 not be an undischarged bankrupt or a mentally incompetent person.

If a person ceases to be a member of the Corporation who is qualified by the terms of this section 5.3 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.5.

5.4 Term of Office

- 5.4.1 The term of office of Director shall be three (3) years.
- 5.4.2 The Directors of the Corporation shall retire in rotation. At the first meeting of the Members called for the election of Directors following the passage of this By-Law, the election of Directors shall be conducted as follows:
- 5.4.2.1 One-third (1/3) of the Directors shall be elected for a three (3) year term;
- 5.4.2.2 One-third (1/3) of the Directors shall be elected for a two (2) year term; and
- 5.4.2.3 One-third (1/3) of the Directors shall be elected for a one year (1) year term.
- If the number of Directors in office is not divisible by three (3), any surplus of Directors not divisible by three (3) shall be elected for a term of one (1) year.
- 5.4.3 After such date, and thereafter at each annual meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three (3) years.
- 5.4.4 No person may be elected a Director for more terms than will constitute the greater of nine (9) consecutive years of service or three (3) consecutive terms; provided, however, that a Director completing nine (9) years of service on the Board, may have one's service as a Director extended so as to permit the individual to complete the term as Chair or Vice-Chair. Following a break of at least one year in the consecutive service, the same person may be an elected Director.

5.5 Vacancies

- 5.5.1 The office of a Director shall automatically be vacated if:
- 5.5.1.1 The Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- 5.5.1.2 An order is made declaring the Director to be a mentally incompetent person or incapable of managing his or her affairs;
- 5.5.1.3 The Director, by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- 5.5.1.4 The Director dies;
- 5.5.1.5 The Director ceases to meet the qualifications for Directors;
- 5.5.1.6 The Director has failed to comply with the Act, or the Corporation's By-Laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-Laws;
- 5.5.1.7 The Director is not acting in the best interests of the Corporation;
- 5.5.1.8 The Members, at a special meeting called for the purpose, vote by at least two-thirds (2/3) of the votes cast to remove a Director before the expiration of the Director's term of office.
- 5.5.2 The Board also has the discretion to declare a Director's seat vacant if the Director has failed to attend three (3) successive meetings of the Board or a total of four (4) meetings of the Board in a twelve (12) month period.

5.5.3 If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by a person who meets the qualifications set out under section 5.3 and elected by the Board to serve until the next annual meeting.

5.5.4 At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of Director's terms, the members shall elect an additional Director to fill the unexpired term created by any vacancy referred to in section 5.5.3.

5.6 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.

5.7 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director.

5.8 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.

6. NOMINATIONS TO THE BOARD

6.1 Nominations

Nominations for election as Director at the annual meeting of the Corporation may be made in accordance with the following process:

6.1.1 The Nominating Committee shall request written nominations for vacant positions on the Board at least thirty (30) days in advance of the annual meeting, and such nominations must be signed by at least one Member (excluding the nominee) of the Corporation in good standing and accompanied by a written declaration, signed by the nominee, that the nominee will serve as a Director in accordance with this By-Law, if elected.

6.1.2 The Nominating Committee will receive and review all nominations received by the Committee. In accordance with its terms of reference, the Nominating Committee shall prepare a report, including a recommended slate of nominees to the Board, to be presented at the annual meeting of the Corporation, and such report shall be forwarded to the Chair of the Board for consideration at least fifteen (15) days prior to the annual meeting.

7. CONFLICT OF INTEREST

7.1.1 Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board.

7.1.2 A Conflict of Interest may occur with respect to a proposed or current contract, transaction, matter, or decision of the Corporation or any other matter that competes for the interest of the Director.

7.1.3 The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.

- 7.1.4 If the Director (or his Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- 7.1.5 In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director and is aware that he or she may potentially have a conflict of interest or the interest comes into being.
- 7.1.6 After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the member be counted in any required quorum with respect to the vote, unless a determination is made otherwise.
- 7.1.7 If a Director has made a declaration of interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he may realize from the contract, transaction, matter or decision.
- 7.1.8 If the director fails to make a declaration of his interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his position as a Director.
- 7.1.9 The failure of any Director to comply with the Conflict of Interest provisions of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- 7.1.10 If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented himself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- 7.1.11 If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- 7.1.12 Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- 7.1.13 Where the number of Directors who, by reason of the provisions of this Section 7, are prohibited from participating in a meeting is such that at that meeting, the remaining members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this by-law, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than three (3).
- 7.1.14 Where in the circumstances mentioned in subsection 7.1.13 above, the remaining number of members who are not prohibited from participating in the meeting is less than three (3), the Executive Director may apply to a judge on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.
- 7.1.15 The judge may, on an application brought under subsection 7.1.14 above, by order, declare that section 7 does not apply to the Board, as the case may be, in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the members had any interest therein, subject only to such conditions and directions as the judge may consider appropriate and so order.

8. CONFIDENTIALITY AND COMMUNICATIONS

- 8.1.1 Every Director, Officer, and employee of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- 8.1.2 The Chairperson of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees to make statements to the news media or public about matters that the Chairperson determines appropriate for disclosure. No statements shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Chairperson of the Board.

9. RESPONSIBILITIES OF THE BOARD

The Board of Directors shall govern and supervise the management of the affairs of the Corporation and shall:

- 9.1.1 Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs in order to meet the needs of the community;
- 9.1.2 Work collaboratively with other community agencies and institutions in meeting the needs of the community and ensure that services are provided in an effective and efficient manner;
- 9.1.3 Develop effective policies and procedures to govern the organization;
- 9.1.4 Develop processes for the assessment of the effectiveness of the Board, its committees and the individual Board Directors;
- 9.1.5 Review regularly the functioning of the Corporation in relation to the objects of the Corporation 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 Corporation;
- 9.1.6 Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, with the means available, of appropriate types and amounts of services;
- 9.1.7 Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;
- 9.1.8 Ascertain that methods are established for the regular evaluation of the quality of care, and that all Corporation services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- 9.1.9 Borrow money, from time to time, as may be authorized by resolution of the Board;
- 9.1.10 With respect to the Executive Director:
- 9.1.10.1 Appoint an Executive Director and review the performance of the Executive Director on an annual basis and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- 9.1.10.2 Delegate appropriate responsibility and authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
- 9.1.10.3 At any time, to revoke or suspend the appointment of the Executive Director.
- 9.1.11 Retain overall accountability for the performance of the Corporation;

9.1.12 Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles and the By-laws; and

9.1.13 Ensure the decision-making processes are transparent and that appropriate representation and input are achieved.

10. **STANDARD OF CARE**

10.1 Discharge of Duties

Every Director and officer of the Corporation in exercising his powers and discharging his duties shall:

10.1.1 be loyal to the Corporation;

10.1.2 act honestly and in good faith with a view to the best interests of the Corporation; and

10.1.3 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

10.1.4 adhere to the Corporation's mission, vision and values;

10.1.5 work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;

10.1.6 respect and abide by the Board's decisions;

10.1.7 complete the necessary background preparation in order to participate effectively in the meetings of the Board and its committees;

10.1.8 keep informed about, matters relating to the Corporation, the community served and other health care services provided in the region;

10.1.9 participate in the annual evaluation of overall Board effectiveness; and

10.1.10 represent the Board, when requested.

11. **MEETING OF DIRECTORS**

11.1 Location

The Board shall meet at the Head Office or another place in Ontario determined by the Board, at such time as the Board may from time to time determine.

11.2 Notice of Meetings

11.2.1 Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least (30) days before the date on which the meeting is to be held.

11.2.2 Notice of special Board meetings shall be given by telephone and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.

11.3 Regular Meetings

11.3.1 There shall be up to six (6) regular meetings per year.

11.3.2 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.

11.4 Special Meetings

11.4.1 The Chair may call special meetings of the Board. The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing, on the written request of any two Directors.

11.5 Quorum

A quorum for the transaction of business at meetings of the Board shall be two-fifths (2/5) of the members of the Board and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

11.6 Electronic Meetings

11.6.1 If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

11.6.2 The Chair shall, at the outset of each such meeting, and whenever votes are required, call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

11.7 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 question shall be deemed to have been lost. 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 Chair or requested by any Director. A declaration by the Chair 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 or proportion of votes recorded in favour of or against the resolution.

11.8 Chair

Board meetings shall be chaired by the Chair of the Board; the Vice-Chair if the Chair is absent; or a Director elected by the Directors present if the Chair and the Vice-Chair are absent.

11.9 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors called, constituted and held for that purpose.

12. MEETINGS OF THE MEMBERS

12.1 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:

12.1.1 approving the minutes of the previous annual meeting;

12.1.2 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;

12.1.3 electing such Directors as are to be elected at such annual meeting;

12.1.4 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and

12.1.5 the transaction of any other business properly brought before the meeting.

12.2 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 (and in the case of an annual meeting to the auditor of the Corporation) by sending notice by any one of the methods set out in section 22.1.

12.3 Quorum

A quorum for the transaction of business at meetings of the members shall be a two-fifths (2/5) of all of the members of the Corporation entitled to vote, and present in person or represented by proxy (with at least two persons present in person), and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

12.4 Voting by Members

Unless otherwise required by the provisions of the Act or 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 question shall be deemed to have been lost.

12.5 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 nominee for the member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or the attorney of the member 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 (1) year from its date. Subject to the requirements of the 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.

12.6 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 the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one (1) vote. Whenever a vote by 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 Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.7 Chair

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

12.8 Polls

If at any meeting a poll is requested on the election of a 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 directs. The result of a 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.

12.9 Adjournments

Any meeting of 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.

12.10 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members or Committee of members, is as valid as if it had been passed at a meeting of members or Committee of members called, constituted and held for that purpose.

13. OFFICERS

13.1 Officers

There shall be a Chair, Vice-Chair(s), a Secretary, and a Treasurer. The Executive Director shall be the Secretary of the Corporation.

13.2 Term

Officers shall hold office for two (2) years from the date of election or appointment or until their respective successors are elected or appointed in their stead. Officers may be re-elected to the same office for additional terms.

13.3 Election/Appointment of Officers

Officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members at which the Directors are elected. Director at Large position is appointed by the Executive Committee on an annual basis.

13.4 Executive Director

The Board may appoint an Executive Director who shall be the Chief Executive Officer of the Corporation, and who shall, subject to the direction of the Board and/or the Chair of the Board supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any Committee of the Board (including the Executive Committee) and the Members of the Corporation, except those meetings where the terms of employment, compensation or disciplinary action of the Executive Director are discussed. The Executive Director shall be the Secretary of the Corporation.

13.5 Duties of the Chair

13.5.1 The Chair shall:

- 13.5.1.1 preside at all meetings of the Board and of the members (and in the absence of the Chair of the Executive Committee, meetings of the Executive Committee).
- 13.5.1.2 supervise the affairs and operations of the Corporation;
- 13.5.1.3 sign all documents requiring the signature of the Chair;

13.5.1.4 have the other powers and duties from time to time prescribed by the Board or Executive Committee or incident to the office; and

13.5.1.5 be an ex-officio member of all Board committees.

13.6 Duties of the Vice-Chair

13.6.1 The Vice-Chair shall:

13.6.1.1 exercise the powers of the Chair, during the absence or inability to act of the Chair. If the Vice-Chair exercises any of those duties or powers, the absence or inability to act of the Chair shall be presumed with reference thereto; and

13.6.1.2 perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

13.7 Duties of the Secretary

13.7.1 The Secretary shall:

13.7.1.1 act as Secretary of each meeting of the Corporation, the Board or Executive Committee or delegate those duties to another person;

13.7.1.2 attend all meetings of the Board and of the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;

13.7.1.3 give all notices required to be given to members and to Directors;

13.7.1.4 be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and

13.7.1.5 perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

13.8 Duties of the Treasurer

13.8.1 The Treasurer shall:

13.8.1.1 ensure reasonable systems are in place to keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;

13.8.1.2 ensure reasonable systems for the deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee;

13.8.1.3 provide oversight and be accountable to the Board for the disbursement of the funds of the Corporation under the direction of the Board or Executive Committee, taking proper vouchers therefor;

13.8.1.4 render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;

13.8.1.5 co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and

13.8.1.6 perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

13.9 Removal of an Officer

Any Officer may be removed by a vote of two-thirds (2/3) of the Board at a general meeting or a special meeting called for this purpose.

14. EXECUTIVE COMMITTEE

14.1 Composition

The Board may from time to time elect from among its number an Executive Committee consisting of the Chair, the Vice-Chair(s), the Treasurer, and the Secretary. The Executive Committee may appoint one (1) annual Director at Large. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

14.2 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 to be in the best interests of the Corporation in all cases in which specific directions shall not have been given by the Board.

14.3 Procedures

Subject to sections 14.4, 14.5 and 14.6 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. 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.

14.4 Quorum

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

14.5 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.

14.6 Other Directors Present

Each Director who is not a member of the Executive Committee shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director 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 the presence of such Director shall not be included for the purpose of calculating a quorum.

15. COMMITTEES OF THE BOARD

15.1.1 The Board may establish standing and special Committees whose members will hold their offices at the will of the Board. The Chair shall appoint the members and chair and vice-chair of each committee where necessary. The standing Committees of the Board shall be: the Executive Committee; the Governance and Planning Committee; the Stewardship Committee and such other standing or special Committees as the Board may from time to time deem necessary.

- 15.1.2 Members of a committee other than the Executive Committee may include non-directors so long as a majority of the members of any committee are directors.
- 15.1.3 Two or more of the Standing Committees may be compiled into one committee that will perform the duties as listed in these By-laws.
- 15.1.4 Special Committees shall be those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned. The Board shall prescribe terms of reference for any special Committee.
- 15.1.5 The members of any Committee (other than the Executive Committee) need not be Directors of the Corporation. The Board shall appoint members of all Committees and the chair of all Committees, taking into consideration the recommendations of the Executive Committee.

Executive Committee

- 15.1.6 The Executive Committee shall consist of three (3) Directors, including the Chair and Vice-Chair of the Board, and one additional director to be appointed by the Board.
- 15.1.7 The three (3) committee members shall constitute a quorum.
- 15.1.8 The Executive Committee shall:
 - 15.1.8.1 exercise the full power of the Board in all matters of administrative emergency, reporting every action to the next meeting of the Board;
 - 15.1.8.2 address duties as assigned by the full Board.
 - 15.1.8.3 serve as a resource/advisor to the Executive Director.

Governance and Planning Committee

- 15.1.9 The Board shall establish a Governance and Planning Committee comprised of:
 - 15.1.9.1 the Chair of the Board;
 - 15.1.9.2 four (4) Directors, one (1) of whom is the Vice-Chair of the Board;
 - 15.1.9.3 the Executive Director;
- 15.1.10 The purpose of the Governance and Planning Committee is to support the Board in developing and maintaining its governance process and to oversee the broad range of planning functions of the Board. The functions of the Governance and Planning Committee are as follows:
 - 15.1.10.1 the nature and the scope of the Governance and Planning Committee is advisory summarizing information for discussion at the Board as a whole and making recommendations to the Board when required.
 - 15.1.10.2 ensure that there is a process for strategic planning, including ongoing monitoring of the progress of the plan;
 - 15.1.10.3 ensure the development of annual Board and corporate goals that reflect the direction of the strategic plan for approval by the Board as a whole;
 - 15.1.10.4 advise the Board on delegation of responsibility and associated authority to the Executive Director and establish policies and procedures to provide the framework for the Executive Director to manage the operation of the corporation;

- 15.1.10.5 develop a governance process and appropriate structures to allow the Board to complete its work and evaluate its performance;
- 15.1.10.6 organize and oversee a Board development process;
- 15.1.10.7 develop and conduct an ongoing Board recruitment process;
- 15.1.10.8 ensure the development of appropriate communications and government relations strategies that further the plans of the Corporation in meeting the needs of the community;
- 15.1.10.9 form a Nominating Committee which shall:
 - (1) nominate persons for election as Directors to the Board to fill any vacancies on the Board; and
 - (2) nominate Directors for consideration by the Board for election or appointment as Officers of the Corporation; and
- 15.1.10.10 ensure that a process exists to review the by-laws on a regular basis.
- 15.1.10.11 provide an audit function that includes:
 - (1) review, with the external auditors, the proposed scope of the current year's audit;
 - (2) review and approve the auditor's engagement letter including the audit fee and expenses;
 - (3) assess whether appropriate assistance is being provided to the auditors by the organization's staff; and
 - (4) review control weaknesses detected in the prior year's audit, and determine whether all practical steps have been taken to overcome them
- 15.1.11 The Governance and Planning Committee shall typically meet four (4) times a year.
- 15.1.12 Minutes of all meetings of the Governance and Planning Committee will be distributed to members of the Governance and Planning Committee and the Board.

Stewardship Committee

- 15.1.13 The nature and scope of the Stewardship Committee is advisory, summarizing information for discussion at the Board as a whole and making recommendations to the Board when required.
- 15.1.14 The Stewardship Committee shall be comprised of:
 - (A) the Chair of the Board;
 - (B) four (4) Board members, one of whom is the Vice-Chair of the Board;
 - (C) Executive Director;
- 15.1.15 The purpose of the Stewardship Committee is to support the Board in discharging its stewardship responsibilities of monitoring the ongoing performance of the Corporation in accordance with Board policies. The functions of the Stewardship Committee are as follows:

- (A) ensure the development of appropriate risk, quality and utilization management monitoring process and provide summary indicators to the Board on a quarterly basis;
- (B) ensure the development and implementation of an annual operating plan that reflects the strategic plan and corporate goals of the Corporation;
- (C) monitor the Corporation's compliance with pertinent legislation and financial performance including both operating and capital positions and includes both financial and human resource plans;

15.1.16 The Chair of the Stewardship Committee shall be the Vice-Chair of the Board.

15.1.17 All minutes of meetings of the Stewardship Committee will be distributed to members of the Stewardship Committee and the Board.

15.1.18 The Stewardship Committee typically meets four (4) times a year.

Other Committee Terms of Reference

15.1.19 The Board shall set out the terms of reference for such other Committees created by the Board in a Board Committee Policy, as amended by the Board from time to time.

16. PROTECTION OF DIRECTORS AND OFFICERS

16.1 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 16.1.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 16.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 16.1.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 16.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 16.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto; and
- 16.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

16.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 16.3 herein, or purchasing insurance provided in section 16.4 herein, the Board shall consider:

- 16.2.1 the degree of risk to which the Director or officer is or may be exposed;

- 16.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 16.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 16.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 16.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

16.3 Indemnification of Directors and Officers

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 16.3.1 is a Director; or,
- 16.3.2 is an officer of the Corporation; or
- 16.3.3 is a member of a Committee; or
- 16.3.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the Board from time to time, be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation, from and against all costs, charges and expenses which such person sustains or incurs:

- 16.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- 16.3.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure to such person to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

16.4 Insurance

The Corporation shall purchase and maintain appropriate liability insurance with coverage limits and with insurers deemed appropriate by the Board from time to time, for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

- 16.4.1 property and public liability insurance;
- 16.4.2 Directors' and officers' insurance; and,
- 16.4.3 such other insurance as the Board sees fit from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

17. EXECUTION OF DOCUMENTS

17.1 Cheques, Drafts, Notes, Etc

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 such manner as the Board may from time to time designate by resolution.

17.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the Chair, Vice-Chair, the Secretary, and the Treasurer. All documents so signed are binding upon 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 Corporation, 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.

17.3 Books and Records

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

18. BANKING ARRANGEMENTS

18.1 Board Designate Bankers

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,

- 18.1.1 operate the Corporation's accounts with the banker;
- 18.1.2 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;
- 18.1.3 issue receipts for and orders relating to any property of the Corporation;
- 18.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 18.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

18.2 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.

19. **BORROWING BY THE CORPORATION**

19.1 Board May Borrow

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

- 19.1.1 borrow money on the credit of the Corporation;
- 19.1.2 issue, sell or pledge securities of the Corporation; or
- 19.1.3 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,
- 19.1.4 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.

19.2 Specific Borrowing Authority

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 therefor, 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.

20. **FINANCIAL YEAR**

20.1 Financial Year Determined

The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

21. **AUDITOR**

21.1 Appointed by Members

The members entitled to vote shall at each annual meeting appoint an auditor to audit the books of the Corporation, 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 by the members entitled to vote or by the Board, if authorized to do so by the members entitled to vote.

22. **NOTICE**

22.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

- 22.1.1 by prepaid letter post;
- 22.1.2 by facsimile;
- 22.1.3 by courier;
- 22.1.4 by e-mail; or

22.1.5 by other electronic method.

22.1.6 addressed to the person for whom intended at the last address shown on the Corporation's records.

Any such notice shall be deemed given:

22.1.7 in the case of telephone, at the time of the telephone call;

22.1.8 in the case of letter post, on the third day after mailing;

22.1.9 in the case of posting on the Web Site, on the date of posting; and

22.1.10 in all other cases, when transmitted.

22.2 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, not included.

22.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee 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.

23. BY-LAWS AND AMENDMENTS, ETC.

23.1 Amendments

23.1.1 The Board may, by a majority vote, pass or amend the By-Laws of the Corporation from time to time. Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.

23.1.2 Where the notice of intention required is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

24. EFFECTIVE DATE

24.1.1 Except as expressly provided in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect from the time the motion was passed; or from such future time as may be specified in the motion.

25. APPROVAL BY MEMBERS

25.1.1 The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented.

25.1.2 The Members at the annual meeting or at the special general meeting may confirm the By-Laws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.

25.1.3 Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

25.1.4 In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

ENACTED as a By-Law of Lumacare Services and sealed with the corporate seal this ____ day of _____, 201__.

Chair

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the ____ day of _____, 201__.

Chair

Secretary