

**CHARITY HOUSE (WINDSOR)  
OPERATING AS  
BRENTWOOD RECOVERY HOME**

AMENDED AND RESTATED  
GENERAL BY-LAW NUMBER 2020-1

*TABLE OF CONTENTS*

	page #
1	INTERPRETATION ..... 4
	1.01 Meaning of Words ..... 4
2	MEMBERSHIP ..... 7
	2.01 Composition ..... 7
	2.02 Term of Membership ..... 7
	2.03 Membership Fees ..... 8
	2.04 Members’ Rights ..... 8
	2.05 Transfer of Membership ..... 8
	2.06 Termination of Membership ..... 8
	2.07 Removal of Members ..... 8
3	BOARD OF DIRECTORS ..... 9
	3.01 Board ..... 9
	3.02 Qualifications ..... 9
	3.03 Duty to Disclose ..... 10
	3.04 Removal of Directors ..... 10
	3.05 Vacancies ..... 10
	3.06 Remuneration of Directors ..... 10
4	ELECTION OF THE BOARD ..... 11
	4.01 Election of Directors ..... 11
	4.02 Term of Office ..... 11
	4.03 Elections ..... 11
	4.04 Nominations ..... 11
	4.05 Forms ..... 11
5	RESPONSIBILITIES OF THE BOARD AND DIRECTORS ..... 12
	5.01 Responsibilities of the Board ..... 12
	5.02 Duties and Responsibilities of Every Director ..... 12
6	MEETING OF DIRECTORS ..... 13
	6.01 Calling Meetings ..... 13

- 6.02 Meeting following Annual Meeting ..... 13
- 6.03 Regular Meetings ..... 13
- 6.04 Notice of Meetings..... 13
- 6.05 Meetings by Electronic Conference ..... 14
- 6.06 Quorum ..... 14
- 6.07 Voting ..... 14
- 6.08 Written Resolutions ..... 14
- 6.09 Adjournments ..... 14
- 7 MEETINGS OF THE MEMBERS ..... 14
  - 7.01 Annual Meeting ..... 14
  - 7.02 Special Meeting ..... 15
  - 7.03 Meetings by Electronic Conference ..... 15
  - 7.04 Notice of Meetings..... 15
  - 7.05 Those Entitled To Be Present ..... 15
  - 7.06 Quorum ..... 16
  - 7.07 Adjournments ..... 16
  - 7.08 Chair..... 16
  - 7.09 Voting by Members..... 16
  - 7.10 Proxies ..... 16
  - 7.11 Written Resolutions ..... 17
- 8 BOARD POLICIES ..... 17
  - 8.01 Board Policies ..... 17
- 9 OFFICERS ..... 17
  - 9.01 Officers..... 17
  - 9.02 Term of Office of Officers..... 18
  - 9.03 Chair of the Board ..... 18
  - 9.04 Vice-Chair of the Board ..... 18
  - 9.05 Secretary ..... 18
  - 9.06 Treasurer..... 19
  - 9.07 Removal from Office..... 19
  - 9.08 Remuneration of Officers..... 19
- 10 EXECUTIVE DIRECTOR ..... 19
  - 10.01 Executive Director ..... 19
- 11 COMMITTEES..... 20
  - 11.01 Executive Committee..... 20
  - 11.02 Other Standing Committees ..... 21
  - 11.03 Ad Hoc Committees..... 21

12 CONFLICT OF INTEREST ..... 21  
12.01 Conflict of Interest..... 21

13 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS..... 21  
13.01 Insurance ..... 21  
13.02 Liability Exclusion ..... 22  
13.03 Pre-Indemnity Considerations..... 22  
13.04 Indemnification of Directors, Officers and Others..... 23

14 EXECUTION OF DOCUMENTS ..... 23  
14.01 Execution of Documents..... 23

15 FINANCIAL YEAR ..... 24  
15.01 Financial Year ..... 24

16 AUDITOR ..... 24  
16.01 Annual Appointment ..... 24  
16.02 Removal of Auditor ..... 24  
16.03 Vacancy in the Office of Auditor..... 24  
16.04 Remuneration of Auditor..... 25

17 NOTICE ..... 25  
17.01 When notice deemed given ..... 25  
17.02 Declaration of Notice ..... 25  
17.03 Computation of Time ..... 25  
17.04 Omissions and Errors ..... 25  
17.05 Waiver ..... 26

18 AMENDMENTS TO BY-LAWS ..... 26  
18.01 Amendment..... 26  
18.02 Effect of Amendment..... 26  
18.03 Member Approval ..... 26

19 REPEAL OF PRIOR BY-LAWS ..... 27  
19.01 Repeal..... 27  
19.02 Prior Acts..... 27

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**1 INTERPRETATION**

**1.01 Meaning of Words**

In this By-Law and all other By-Laws, resolutions, Board Policies and any other policies of the Corporation, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario) and its regulations, as may be amended from time to time;
- (b) “Alumni Attestation” means the alumni attestation form attached as Appendix 1 to this By-Law;
- (c) “Alumni Director” means a Director elected pursuant to Section 3.01(a);
- (d) “Alumni Member” means a person who has become a Member in accordance with section 2.01(a)(ii);
- (e) “Alumni of the Brentwood Program” means an individual who has delivered an Alumni Attestation to the Corporation and has been approved as an Alumni Member by the Board;
- (f) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; reappointment of the incumbent Auditor or person appointed to conduct a review engagement and, following the coming into force of the ONCA, an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (g) “Annual Meeting” means an annual meeting of Members as provided in section 7.01;
- (h) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including letters patent, supplementary letters patent, articles of amendment, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization or articles of revival;
- (i) “Associate” includes the parents, siblings, children, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (j) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 16;
- (k) “Board” means the Directors of the Corporation from time to time;
- (l) “Board Policy” means a policy passed by the Board in accordance with Article 8;

- (m) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
- (i) *Pecuniary or financial interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
  - (ii) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s entrusted responsibility to the Corporation; or
  - (iii) *Adverse interest* - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation.
- (n) “Corporation” means Charity House (Windsor);
- (o) “Director” means a Director elected pursuant to Article 3;
- (p) “Director Member” means a person who has become a Member in accordance with section 2.01(a)(i);
- (q) “Executive Committee” means the Executive Committee established by the Board pursuant to section 11.01;
- (r) “Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;
- (s) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;<sup>1</sup>

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<sup>1</sup> Section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

- (t) “Member” means a person who has become a Member in accordance with section 2.01;
- (u) “Non-Alumni Director” means a Director elected pursuant to Section 3.01(b);
- (v) “ONCA” means the *Not-for-Profit Corporations Act, 2010*, S.O. c. 15, and its regulations, as may be amended from time to time;
- (w) “Officer” means an officer elected or appointed pursuant to Article 9 or by Board Policy;
- (x) “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority (50% plus one) of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (y) “Protected Person” means 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, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
  - (i) is a Director of the Corporation;
  - (ii) is an Officer of the Corporation;
  - (iii) is a member of a committee of the Corporation; or
  - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (z) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (aa) “Special Meeting” means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 7.02;
- (bb) “Special Resolution” means as follows:

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(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of considering the resolution, or by the consent in writing of the Members entitled to vote; or
  - (ii) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney; and
- (cc) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

## **2 MEMBERSHIP**

### **2.01 Composition**

- (a) Membership in the Corporation shall consist of:
- (i) *Director Members* - being those persons who are from time to time the Non-Alumni Directors of the Corporation, each of whom shall become a Director Member automatically upon becoming a Director of the Corporation and shall automatically cease to be a Director Member upon ceasing to be a Director of the Corporation, without further action or formality; and
  - (ii) *Alumni Members* – being those persons who meet all of the following criteria:
    - (A) are an individual of at least eighteen (18) years of age,
    - (B) have submitted to the Corporation an Alumni Attestation,
    - (C) are not current staff of the Corporation, whether employees or independent contractors, provided that former staff shall become eligible to be an Alumni Member one (1) year after having ceased being employed by the Corporation, unless any legal action is pending,
    - (D) have been admitted as Members of the Corporation by resolution of the Board.

### **2.02 Term of Membership**

An individual shall be an Alumni Member of the Corporation following his or her admission as a Member by resolution of the Board, and shall continue to be an Alumni Member subject to termination or removal pursuant to sections 2.06 or 2.07, provided that no new Alumni Members shall be admitted by the Board sixty (60) days or less in advance of each Annual Meeting.

### 2.03 Membership Fees

There shall be no membership fees payable.

### 2.04 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

### 2.05 Transfer of Membership

Membership in the Corporation is not transferable.

### 2.06 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) in the case of a Director Member, if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the removal of a Member from the Corporation in accordance with section 2.07; or
- (e) the liquidation or dissolution of the Corporation under the Act or the ONCA, as applicable.

### 2.07 Removal of Members

- (a) The Board shall have authority to remove any Member from the Corporation for any one or more of the following grounds:
  - (i) a material violation of any provision of the Articles, By-Laws, Board Policies, or other policies of the Corporation;
  - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole and absolute discretion; or
  - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Corporation.
- (b) In the event the Board determines that a Member should be removed from membership in the Corporation, the Secretary, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of removal to the Member and shall provide reasons for the proposed removal. The Member may make written submissions to the Secretary or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.
- (c) In the event that no written submissions are received, the Secretary, or such other Officer as may be designated by the Board, may proceed to notify the Member that



the Member is removed from membership in the Corporation. If written submissions are received in accordance with this section 2.07, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

### **3 BOARD OF DIRECTORS**

#### **3.01 Board**

The affairs of the Corporation shall be managed by a Board consisting of sixteen (16) Directors:

- (a) twelve (12) of which shall Alumni of the Brentwood Program (each an “**Alumni Director**”), and
- (b) four (4) of which shall be persons who are not Alumni of the Brentwood Program (each a “**Non-Alumni Director**”),

and who shall be elected as Directors in accordance with Article 4.

#### **3.02 Qualifications**

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not be current staff of the Corporation, whether an employee or independent contractor, provided that former staff shall become eligible to serve as a Director one (1) year after having ceased being employed by the Corporation, unless any legal action is pending,
- (c) not be the parent, sibling, child, spouse or common law partner of any current staff of the Corporation,
- (d) not have the status of a bankrupt;
- (e) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (f) not be a person who has been declared incapable by any court in Canada or elsewhere;
- (g) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made;
- (h) if an Alumni Director, have been admitted as an Alumni Member of the Corporation and maintain status in good standing as an Alumni Member; and
- (i) if a Non-Alumni Director:
  - (i) not have received any services from the Corporation;

- (ii) not have any parent, sibling, child, spouse or common law partner who has received services from the Corporation;
- (iii) not be the parent, child, spouse or common law partner of an Alumni of the Brentwood Program; and
- (iv) automatically become upon election, and thereafter remain throughout the term of office, a Director Member of the Corporation who is qualified by the terms of this section 3.02 to hold office.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.05.

### 3.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.<sup>2</sup> If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 3.02(h) and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 3.05.

### 3.04 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (c) The Members may elect a person to replace the removed Director for the remainder of the term of office.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05.

### 3.05 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office until the next Annual Meeting. The Directors are not required to fill a vacancy.

### 3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

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<sup>2</sup> The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

## **4 ELECTION OF THE BOARD**

### **4.01 Election of Directors**

Directors shall be elected by the Members. At the first meeting of Members called to elect Directors after the passage of this By-Law, the Board shall be elected in the following manner:

- (a) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of four (4) years;
- (b) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of three (3) years;
- (c) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of two (2) years; and
- (d) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of one (1) year.

Subsequently, the office of any Director whose term of office has expired shall then be filled by election for the term set out in section 4.02.

### **4.02 Term of Office**

- (a) The term of office of each Director shall expire at the fourth Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.
- (b) Subject to section 4.02(c), no Director may be elected for more terms than will constitute eight (8) consecutive years of service. Provided, however, that following a break in the continuous service of at least four (4) years the same person may be eligible to serve as a Director.
- (c) Where a Director is an Officer and has not completed his/her term as an Officer as at the end of his/her maximum terms as a Director, then the Members may by Ordinary Resolution allow the Director to continue to serve as a Director until he/she has completed his/her term as an Officer.

### **4.03 Elections**

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

### **4.04 Nominations**

Candidates for the office of Director shall comprise the slate of candidates for office proposed by the Governance and Nominating Committee based on criteria established by the Board. There shall be no nominations from the floor of the meeting at which Directors are elected.

### **4.05 Forms**

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

## **5 RESPONSIBILITIES OF THE BOARD AND DIRECTORS**

### **5.01 Responsibilities of the Board**

- (a) The Board shall be responsible for the governance and management of the affairs of the Corporation.
- (b) The Board shall be responsible, without limitation, as follows:
  - (i) to establish and review on a regular basis the mission, vision, objectives, values and strategic plan of the Corporation;
  - (ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
  - (iii) to establish procedures for monitoring compliance with the Articles, this By-law and applicable legislation and accountability agreements;
  - (iv) to establish policies which will provide the framework for the management and operation of the Corporation;
  - (v) to establish the selection process for the engagement of an Executive Director and to engage the Executive Director in accordance with the process;
  - (vi) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
  - (vii) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
  - (viii) at any time to revoke or suspend the appointment of the Executive Director;
  - (ix) to perform finance, audit and investment oversight, to meet with the external Auditor at least once a year, to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the Corporation during each reporting period; and
  - (x) to establish committees and approve terms of reference in accordance with Article 11.

### **5.02 Duties and Responsibilities of Every Director**

- (a) Every Director shall:
  - (i) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
  - (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:
- (i) adhere to the Corporation's mission, vision and values;
  - (ii) work positively, co-operatively and respectfully with other Directors and with the Corporation's management;
  - (iii) respect and abide by Board decisions;
  - (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;
  - (v) keep informed about matters relating to the Corporation and the community served;
  - (vi) participate in the annual evaluation of overall Board effectiveness; and
  - (vii) represent the Board, when requested.

## **6 MEETING OF DIRECTORS**

### **6.01 Calling Meetings**

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors and shall be held at the place specified in the notice.

### **6.02 Meeting following Annual Meeting**

The Board shall hold a meeting as soon as reasonably possible 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, and no notice shall be required for this meeting.

### **6.03 Regular Meetings**

The Board shall meet at least ten (10) times a year and may appoint a day or days in each year for regular meetings of the Board at a set place and time as established by the Board. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act or the ONCA, as applicable.

### **6.04 Notice of Meetings**

Subject to the provisions of sections 6.02 and 6.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least three (3) days before the meeting is to take place, excluding the date on which notice is given; or

- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

#### 6.05 Meetings by Electronic Conference

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may call a meeting of the Directors and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

#### 6.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be the presence in person of nine (9) Directors, of which two (2) are Non-Alumni Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

#### 6.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority (50% plus one) of the votes cast, of which at least one (1) Non-Alumni Director must vote in favour. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

#### 6.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.

#### 6.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. At least twenty-four (24) hours' notice of the adjourned meeting shall be given to each Director; provided that in calculating such twenty-four (24) hours' notice period, Saturdays, Sundays and statutory holidays shall be excluded.

### **7 MEETINGS OF THE MEMBERS**

#### 7.01 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

## 7.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting.<sup>3</sup> A Special Meeting may be held separately from or together with an Annual Meeting.

## 7.03 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may provide that a meeting of the Members be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

## 7.04 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation in accordance with the ONCA not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery;
- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on the Corporation's website; or
- (d) in a publication of the Corporation sent to all Members entitled to vote.

## 7.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation in accordance with the ONCA; and
- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

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<sup>3</sup> Pursuant to the ONCA, a Special Meeting is required to pass an Extraordinary Resolution or a Special Resolution, to remove a Director, Auditor or a person appointed to conduct a review engagement from office and to fill a vacancy on the Board if there is no quorum of Directors.

Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Members.

#### 7.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least twenty-five (25) Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement and throughout such meeting.
- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

#### 7.07 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

#### 7.08 Chair

In the absence of the Chair of the Board and the Vice-Chair, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

#### 7.09 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by ballot unless otherwise required by the By-Laws, the Act or the ONCA, as applicable. A vote by ballot shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested.

#### 7.10 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Act or the ONCA, as applicable. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
  - (i) the Member entitled to vote;



- (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
  - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) A proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy 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. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

#### 7.11 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that, following the coming into force of the ONCA, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

### **8 BOARD POLICIES**

#### 8.01 Board Policies

The Board may make Board policies with regard to any matter not inconsistent with the Act or the ONCA, as applicable, and the By-Laws.

### **9 OFFICERS**

#### 9.01 Officers

- (a) The following shall be Officers of the Corporation:
  - (i) the President who shall be known as the Chair;
  - (ii) the Vice-Chair;
  - (iii) the Secretary; and
  - (iv) the Treasurer.

- (b) The Directors shall elect a Chair of the Board from among themselves, at a meeting immediately following an Annual Meeting of the Corporation. The office of Chair shall alternate between an Alumni Director and a Non-Alumni Director.
- (c) The Directors shall elect a Vice-Chair of the Board from among themselves, at a meeting immediately following an Annual Meeting of the Corporation, as follows:
  - (i) where the office of Chair is held by an Alumni Director, the office of Vice-Chair shall be held by a Non-Alumni Director; and
  - (ii) where the office of Chair is held by a Non-Alumni Director, the office of Vice-Chair shall be held by an Alumni Director.
- (d) The Board shall elect a Treasurer at a meeting immediately following an Annual Meeting of the Corporation.
- (e) The Executive Director shall *ex officio* be the Secretary of the Corporation.

#### 9.02 Term of Office of Officers

The term of office of each elected Officer shall be two (2) years, to expire at the second Annual Meeting following election or appointment.

#### 9.03 Chair of the Board

The Chair of the Board shall preside at all meetings of the Board, Members and the Executive Committee. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board.

#### 9.04 Vice-Chair of the Board

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or Executive Committee or incident to the office.

#### 9.05 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and Executive Committee;
- (b) attend all meetings of the Corporation, the Board and the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors and the Executive Committee;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board or Executive Committee.

The Secretary may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties.

#### 9.06 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) 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;
- (c) disburse the funds of the Corporation under the direction of the Board or Executive Committee;
- (d) render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board or Executive Committee.

The Treasurer may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties.

#### 9.07 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

#### 9.08 Remuneration of Officers

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

### **10 EXECUTIVE DIRECTOR**

#### 10.01 Executive Director

The Executive Director shall:

- (a) be appointed by the Board to serve at the pleasure of the Board;
- (b) be accountable to the Board;
- (c) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (d) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the

employment, development, control, direction and discharge of all employees of the Corporation;

- (e) establish an organizational structure to ensure accountability for fulfilling the mission, objectives and strategic plan of the Corporation;
- (f) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (g) have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, Members and Committees, except for meetings held in-camera (unless invited by the Board) or meetings where the terms of employment, compensation or performance of the Executive Director are discussed;
- (h) serve as Secretary of the Corporation; and
- (i) perform such other duties as may be prescribed by the Board or incident to the office.

## 11 **COMMITTEES**

### 11.01 Executive Committee

#### (a) Composition

Provided that the Board consists of more than six (6) individuals, there shall be an Executive Committee consisting of the Chair, Vice-Chair and three (3) Directors elected by the Board of which elected Directors two (2) will be Alumni Directors and one (1) will be a Non-Alumni Director. The Chair of the Board shall be *ex officio* the Chair of the Executive Committee.

#### (b) Powers

Subject to these By-Laws or any other policies of the Corporation, during the intervals between meetings of the Board, the Executive Committee may exercise all the powers of the Board in all matters of administrative urgency when a quorum of the Board cannot be convened.

The Board may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution.

The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and the same shall be submitted to the Board at the next meeting of the Board.

#### (c) Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that notice of the meeting be given in accordance with section 6.04. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

#### (d) Quorum

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

(e) Voting

Each member of the Executive Committee shall have one (1) vote on each question raised at any meeting of the Executive Committee, and all questions shall be determined by a majority (50% plus one) of the votes cast, of which at least one (1) Non-Alumni Director must vote in favour.

(f) Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place as specified in the notice calling the meeting.

(g) Other Directors Present

Only Directors on the Executive Committee shall be entitled to notice of any meeting of the Executive Committee. Other Directors shall be entitled to attend at and speak, but not to vote, at any meeting of the Executive Committee at which the Director is present, however, the presence of such Director shall not be included for the purpose of calculating a quorum.

#### 11.02 Other Standing Committees

(a) In addition to the Executive Committee, there shall be the following standing committees which shall be established with and subject to terms of reference approved by the Board:

- (i) Governance and Nominating Committee; and
- (ii) Finance and Audit Committee.

(b) The Board may, by Board policy, establish such other standing committees as it deems appropriate from time to time and set the terms of reference for such committees.

#### 11.03 Ad Hoc Committees

- (a) By formal motion, the Board may at any meeting appoint any ad-hoc committee and name the Chair and members of the ad-hoc committee.
- (b) The Board shall prescribe terms of reference for any ad-hoc committee.
- (c) The Board may by resolution dissolve any ad-hoc committee at any time or the committee will be dissolved upon completion of the task assigned by the Board.

### 12 CONFLICT OF INTEREST

#### 12.01 Conflict of Interest

Every Director shall avoid Conflict of Interest with respect to their fiduciary responsibilities and shall abide by the conflict of interest requirements set out in the Conflict of Interest Policy of the Corporation as the same shall be adopted and approved by the Board from time to time.

### 13 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

#### 13.01 Insurance

(a) The Corporation shall obtain and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address

coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

- (i) property and public liability insurance;
  - (ii) Directors' and Officers' insurance; and
  - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) 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.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate 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.

### 13.02 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 Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) 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;
- (c) 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;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) 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.

### 13.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 13.04, and if the Board has determined to obtain insurance pursuant to section 13.01, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

#### 13.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
  - (i) 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
  - (ii) in relation to the affairs of the Corporation generally;save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
  - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
  - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 13 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 13.

### 14 EXECUTION OF DOCUMENTS

#### 14.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by the Executive Director and any one (1) Officer or any two (2) Officers of the Corporation. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

## **15 FINANCIAL YEAR**

### 15.01 Financial Year

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

## **16 AUDITOR**

### 16.01 Annual Appointment

The Members of the Corporation at each Annual Meeting shall:

- (a) while the Act is in force, and unless otherwise exempted pursuant to the Act, appoint an Auditor, who shall hold office until the close of the next Annual Meeting; or
- (b) following the coming into force of the ONCA, appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

### 16.02 Removal of Auditor

- (a) The Members may:
  - (i) while the Act is in force, remove any Auditor by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a Special Meeting at which notice of intention to pass the resolution has been given; or
  - (ii) following the coming into force of the ONCA, by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the ONCA,

and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 16.03.

- (b) Following the coming into force of the ONCA, the Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

### 16.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.



#### 16.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed:

- (a) while the Act is in force, by the Members or, by the Directors if authorized by the Members; provided that the remuneration of an Auditor appointed by the Directors shall be fixed by the Directors; or
- (b) following the coming into force of the ONCA, by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

### 17 NOTICE

#### 17.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a the Corporation's website pursuant to section 7.04(c), notice is deemed given on the date of posting;
- (f) if published pursuant to section 7.04(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

#### 17.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that 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 those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

#### 17.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

#### 17.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members, unless otherwise challenged, shall not be invalidated by:
  - (i) an error in notice that does not affect its substance;

- (ii) the accidental omission to give notice; or
  - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

#### 17.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

### 18 AMENDMENTS TO BY-LAWS

#### 18.01 Amendment

- (a) The Board may pass or amend the By-Laws of the Corporation from time to time.
- (b) 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 not less than ten (10) days before the meeting.
- (c) Where the notice of intention required by section 18.01(b) is not provided any By-Laws or amendment 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.

#### 18.02 Effect of Amendment

Subject to section 18.03(b), a By-Law or an amendment to a By-Law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

#### 18.03 Member Approval

- (a) By-Laws or amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a Special Meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or Special Meeting shall refer to the By-Laws or amendments to be presented.
- (b) The Members at the annual meeting or at a Special 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.
- (c) In any case of rejection, amendment, or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.

**19 REPEAL OF PRIOR BY-LAWS**

19.01 Repeal

Subject to the provisions of section 19.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

19.02 Prior Acts

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-Laws, resolution or other enactment.

**ENACTED** by the Directors as a By-Law of **Charity House (Windsor)** this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Chair

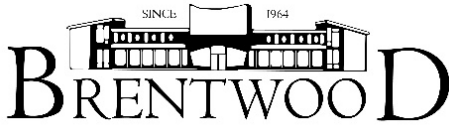
\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members in accordance with the *Corporations Act* on the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

**APPENDIX 1  
ALUMNI ATTESTATION**



2335 Dougall Ave.  
Windsor, ON N8X 1S9  
Phone: (519) 946-3115 Fax: (519) 252-8244  
*Charitable Registration No. 11885 0130 RR001*

**Alumni Attestation**

I attest that (check all that apply):

- I have graduated from a 90 day program at Brentwood Recovery Home.
- I have attended at least 24 sessions of support programs at Brentwood Recovery Home, where “support programs” means any support program that may be offered by Brentwood Recovery Home from time to time, excluding programs for children and youth under the age of eighteen (18).

I confirm my willingness and desire to become a Member of Charity House (Windsor) operating as the Brentwood Recovery Home, in accordance with and subject to the terms of its By-Laws.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Address (if applicable): \_\_\_\_\_

Phone (if applicable): \_\_\_\_\_

Email (if applicable): \_\_\_\_\_

Date: \_\_\_\_\_