

BY-LAW NUMBER 2

A by-law relating generally to the conduct of the affairs of

NORTH YORK WOMEN'S RESOURCE CENTRE

(the "Corporation")

WHEREAS the Corporation is subject to new legislation for corporations without share capital in the province of Ontario;

THEREFORE the Corporation rescinds By-law Number 1 and any other extant operating by-laws of the Corporation;

AND THEREFORE BE IT ENACTED that the following operating by-law is enacted as By-law Number 2 of the Corporation:

ARTICLE 1. INTERPRETATION

1.01 Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the Ontario *Not-For-Profit Corporations Act, 2010*, SO 2010, c 15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Board" means the board of directors of the Corporation and "Director" means a member of the board;
- (d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

- (e) “contract or written instrument” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings;
- (f) “meeting of members” includes an Annual General Meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual General Meeting of members;
- (g) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (h) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (i) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation. In all by-laws and resolutions of the Corporation, the singular shall include the plural, and the plural, the singular; the word “person” shall include firms and corporations; the feminine shall include the masculine. Whenever references are made in any by-law or resolution of the Corporation or to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment or such by-laws, statute or section thereof as to the case may be.

1.03 Severability. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2. GENERAL

- 2.01 Registered Office.** The Head Office of the Corporation shall be located in the City of Toronto, in the Province of Ontario and at such place therein as the Directors of the Corporation may from time to time by resolution fix.
- 2.02 Seal.** The seal of the Corporation, if any, shall be in the form determined by the Directors.
- 2.03 Fiscal Year.** The fiscal period of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Directors may by resolution determine.
- 2.04 Banking.** The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- 2.05 Borrowing.** The Members may, by ordinary resolution, permit the Directors to from time to time to:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - and
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 2.06 Execution of Documents.**
- (a) Contracts and other written instruments requiring a signature of the Corporation shall be signed by any two of the Chair, Vice-Chair, Treasurer, Executive Director or Secretary where authorized by resolution of the Board of Directors to do so.
 - (b) The Executive Director may alone sign any contract or written instrument that entails a cost or expenditure that is less than a threshold set by resolution of the Board.

(c) The Directors shall have power to appoint an Officer or Officers on behalf of the Corporation to either:

- (i) sign contracts, documents, or written instruments generally; or
- (ii) sign specific contracts, documents or written instruments.

(d) The seal of the Corporation, when required, may be affixed to contracts, documents or written instruments signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

2.07 Annual Financial Statements. The Corporation may, instead of sending copies of the annual financial statements and other documents require to be sent to the Members, may publish a notice to its members stating that such documents are available to the Members on request and free of charge at the registered office, by mail, or by email.

ARTICLE 3. MEMBERS

3.01 Classes. Subject to the Articles, there is one class of membership in Corporation.

3.02 Eligibility. Any individual who supports the objectives of the Corporation may apply to become a member of the Corporation.

3.03 Mission. All members must adhere to the Corporation's mission statement, core values, guiding principles, and any related policies enacted by the Directors.

3.04 Term. The term of membership shall be annual.

3.05 Renewal. The process for providing due notice for the renewal of membership shall be determined by a resolution of the Directors. Members may elect to not renew their membership in the form prescribed by the Directors.

3.06 Rights and Voting. Members are entitled to notice of meeting for all Members Meetings. They are entitled to vote on all matters.

3.07 Non-transferability. Membership in the Corporation is not transferable.

3.08 Dues. Membership fees may be set by the Board of Directors. The Board of Directors may authorize the Executive Director to waive or reduce fees at her discretion.

- 3.09 Termination.** Membership in the Corporation terminates automatically upon any of the following:
- (a) The expiration of a Member's term of membership;
 - (b) The cessation of membership for failure to pay dues;
 - (c) The Member's election to not renew membership in accordance with section 3.04;
 - (d) The withdrawal of a Member, via a written statement issued to the Directors;
 - (e) The death, insolvency, liquidation, or dissolution of a Member; or
 - (f) The revocation of membership.
- 3.10 Revocation.** Subject to the discipline process in Article 11 and any relevant policies of the Corporation, a Member's membership can be revoked by ordinary resolution of the Directors.

ARTICLE 4. MEETINGS OF MEMBERS

- 4.01 Annual General Meeting.** Subject to the Act, the Annual General Meeting of the members shall be held in the City of Toronto, on such day as the Board of Directors shall appoint.
- 4.02 Notice.**
- (a) Notice of the time and place for the holding of a meeting of the Members shall be given in the manner provided in Article 12 of this By-law to every Member of the Corporation, the Directors, and the auditor or person or person who has been appointed to conduct a review engagement between 30 and 45 days before the meeting is to take place.
 - (b) Notice of meeting shall normally be sent by email. Members may request alternative notice of meeting, if provided in the Act.
 - (c) The accidental omission to give notice to any member shall not invalidate any resolution passed at any meeting of members.
- 4.03 Business.** The business transacted at the Annual General Meeting shall include:
- (a) receipt of the agenda;

- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if required;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

4.04 Special Meeting.

- (a) The Chair, the Executive Directors or any two Directors, may call a Special Meeting for the transaction of any business specified in the notice of meeting.
- (b) A group of Members in good standing totaling no less than 10% of the membership may, by written requisition, require the Board of Directors to call a Special Meeting for the transaction of any business specified in the written requisition. The Board of Directors shall issue a notice of meeting in accordance with Article 12 of this By-law within ten days of receipt of the written requisition, failing which any Member who has signed the written requisition may issue such notice.

4.05 Record Date. The record date to determine which Members are entitled to vote at a meeting is the date of the most recent instance in which the Board approves the membership list, but not more than 50 days prior to the meeting.

4.06 Online Meetings. Meetings may be held in a hybrid format or a fully digital remote format, providing that the conferencing technology to be used permits all participants to communicate without each other adequately, and that conferencing technology provides a privacy and security that is satisfactory to the Board. Members who participate in a meeting via conferencing technology are deemed to be present at the meeting.

4.07 Attendance. Those entitled to be present at meetings of Members are:

- (a) The Members of the Corporation entitled to vote;
- (b) The Directors of the Corporation;
- (c) Other persons entitled to attend by the Act, the Articles, or the By-laws; and
- (d) Other persons who may be admitted by the invitation of the Chair.

4.08 Chair. In the absence of the Chair, the Members present and entitled to vote may elect another Director to act as chair of the meeting.

4.09 Voting. Unless the Act, the Articles, or the By-laws provide otherwise, all questions are determined by a majority of the votes cast. Votes are generally taken by show of hands, unless the chair of the meeting requires a different format. In the case of tie, the vote is lost.

4.10 Ballot. Any Member present and entitled to vote on a question may request that the vote on said question be taken by secret ballot. The ballot is taken in the manner determined by the chair of the meeting.

4.11 Proxy. No voting by proxy shall be permitted.

4.12 Quorum. Quorum for the transaction of business at any general meeting of the Corporation shall be the lower of ten (10) Members or ten percent of Members entitled to vote at the meeting.

4.13 Written Resolutions. A written resolution signed by all Members entitled to vote on that resolution is valid in lieu of a meeting of Members.

ARTICLE 5. DIRECTORS

5.01 Board. Subject to the Articles, The affairs of the Corporation shall be managed by a Board of Directors, which consists of seven (7) Directors, each having one vote.

5.02 Qualifications. Each Director shall be:

- (a) a Member of the Corporation;
- (b) an individual at least 18 years of age;
- (c) not have the status of a bankrupt;
- (d) not found incapable of managing property under any statute, or declared incapable by any court; and
- (e) not an ineligible individual in the meaning of s. 149.1 of the *Income Tax Act*.

5.03 Application and Election. Anyone interested in becoming a member of the Board of Directors shall apply in writing to the Nominating Committee no less than ninety (90) days prior to the Annual General Meeting. The Board of Directors shall be elected by the majority of the Members at the Annual General Meeting of the Corporation.

5.04 Term.

- (a) The term for a Director shall be three (3) years.
- (b) There shall be a limit of two (2) successive terms.
- (c) Former Directors may reapply to the Board of Directors after a break of one term of three (3) years.
- (d) Notwithstanding section 5.04(b), a former Director who has not taken such a break may be appointed to fill a Director vacancy, however they may not be elected as a Director at the subsequent Annual General Meeting. The time served by a Director when filling a vacancy shall not interrupt their break from the board and therefore shall be deemed to be time on a break for the purposes of section 5.04(b). The term of office of a shall be from the date of the meeting at which they are elected or appointed until the third Annual General Meeting afterwards, or until their successors are elected or appointed.

5.05 Duties. Every Director shall exercise her powers and discharge the duties of her office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.06 Termination. The office of Director shall be automatically vacated:

- (a) if by notice in writing to the Board of Directors of the Corporation she resigns her office;
- (b) if at any general meeting of the Corporation two-thirds majority of the members present decide by resolution that she be removed from office;

- (c) if the Director fails to attend three scheduled meetings in a year, without approval of the majority of the Board of Directors; or
- (d) if the Directors of the Corporation find by resolution that a Director has been excessively absent or has conducted herself in a manner which is detrimental to the Corporation.

In the situations cited above, the Executive Director shall notify the Chair, who will send a letter to the Director confirming that the position has been vacated.

5.07 Vacancy. If any vacancies shall occur on the Board for any reason prior to an Annual General Meeting, the Directors may, by resolution, fill the vacancy with any person who could qualify as a Director. The person so chosen shall hold office (subject to the provisions aforesaid), until the next Annual General Meeting, at which time she can run for election. This does not constitute a term for the purposes of article 5.04 above.

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

5.09 Arm's length. No Director shall be an employee of the Corporation, or a member of an employee's immediate family. Immediate family members include spouses, parents, guardians, children, or siblings.

ARTICLE 6. MEETINGS OF DIRECTORS

6.01 Calling of Meeting. Meetings of the Board may be called with due notice by the Chair, the President, or any two Directors.

6.02 Regular Meetings. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

6.03 Notice of Meetings. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 12 of this By-law to

every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

6.04 Online Meetings. Meetings may be held in a hybrid format or a fully remote format, providing that the conferencing technology to be used permits all participants to communicate without each other adequately, and that conferencing technology provides a privacy and security that is satisfactory to the Board. Directors who participate in a meeting via conferencing technology are deemed to be present at the meeting.

6.05 Chair. The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

6.06 Quorum. A majority of Directors shall constitute a quorum for the transaction of business.

6.07 Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the vote is lost.

ARTICLE 7. OFFICERS

7.01 Officers. The Officers of the Corporation shall be a Chair, Vice-Chair (if any), a Treasurer, a Secretary, and Executive Director (if any), and such other Officer as the Board of Directors may determine.

7.02 Appointment. The Officers of the Corporation shall be appointed at the first meeting of the Board of Directors following each Annual General Meeting of Members.

7.03 Multiple Offices. The offices of the Secretary and Treasurer may, in the discretion of the Board of Directors, be held by the same person. Any Director may hold up to two officer positions, with the exception of the Chair and Vice-Chair positions, at the discretion of the Board of Directors.

7.04 Duties.

- (a) The Chair shall be the President of the Corporation. The Chair shall be ex-officio member of all committees. The Chair shall possess and exercise such powers and perform such other duties as may from time to time be assigned to her by the Board of Directors. The Chair, when present, shall preside at all general meetings of the Corporation and meetings of the Board of Directors.
- (b) The Vice-Chair (if any) shall, in the absence of the Chair, exercise the powers of the Chair and shall perform such other duties as shall be assigned to her by the Board. Should both the Chair and the Vice-Chair be absent or unable to act, the performance of their powers and duties shall be delegated to a Director appointed by the Board.
- (c) The Secretary, when present, shall act as Secretary of all meetings of Directors and members and shall have charge of the Minute Books of the Corporation and documents and registers referred to in the Act. She shall perform all duties incidental to her office or that are properly required of her by the Board.
- (d) The Treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate account of receipts and disbursements and books belonging to the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation and add such depositories as may be designed by the Board of Directors. The accounts are maintained and such depositories shall be held in the name of the Corporation. She shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and the Directors at regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Corporation. She shall be designated as one of the signing officers of the Corporation in any financial transaction. She shall also perform such other duties as may be determined by the Board.

- 7.05 Other officers.** The Board may appoint such agents and engage such employees as it shall deem necessary and such persons shall have authority and shall perform such duties as shall be prescribed the Board at the time of such appointment.
- 7.06 Term.** The Officers of the Corporation shall hold office for one year or until their successors are elected or appointed in their stead.
- 7.07 Vacancy.** In all cases of death, resignation, retirement or removal from office of an officer, the Directors may appoint an officer to fill such vacancy. In such case, all books, paper, vouchers, money and other property of whatever kind in the possession or under the control of any Officer of the Corporation and belonging to the Corporation, shall be delivered to the Board of Directors.
- 7.08 Executive Committee.** The following Officers shall together compose the Executive Committee: Chair, Vice-Chair (if any), Secretary and Treasurer. The Executive Committee shall have all the powers of the Board to transact business of an emergency nature that occurs between meetings of the Board of Directors, subject to the following conditions:
- (a) All actions shall be reported at the next meeting of the Board of Directors.
 - (b) A quorum shall be a simple majority.
 - (c) Notice of Executive Meetings shall be given to all Directors, and any Director may attend an Executive Committee meeting.

ARTICLE 8. COMMITTEES AND RULES OF THE BOARD

- 8.01 Committees.** Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- 8.02 Authority of the Board.** The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of

the Corporation when they shall be confirmed, and in default, can be confirmed at such general meeting of members shall at all times, and from that time cease to have effect.

ARTICLE 9. PROTECTION OF DIRECTORS AND OFFICERS

9.01 Protection. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the corporation from and against:

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

provided that they have:

- (i) complied with the Act and the Corporation's articles and By-laws; and
- (ii) exercised their powers and discharged their duties in accordance with the Act.

ARTICLE 10. CONFLICTS OF INTEREST

10.01 Disclosure. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no

such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

10.02 Policy. The Board of Directors may enact a policy on conflicts of interest, which shall be binding on all Directors.

ARTICLE 11. DISCIPLINE

11.01 Disciplinary action. Upon 15 days' written notice to a Member, the Board of Directors may pass a resolution authorizing disciplinary action up to and including the termination of Membership for violating any provision of the articles, By-laws, or the Corporation's policies. Such notice shall set out the reasons for the disciplinary action or termination of Membership.

11.02 Written statement. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.

11.03 Decision. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

ARTICLE 12. NOTICE

12.01 Notice.

(a) Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally or sent by prepaid mail, facsimile, email, or other electronic means to any such Member or Director.

(b) Notice to Members and Directors shall be sent to the latest address as shown in the records of the Corporation.

(c) Notice to the auditor or the person who has been appointed to conduct a review engagement shall be sent to its business address.

(d) Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to such notice.

(e) Notice must include a clear description of any proposal that would amend the Articles or the By-laws.

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

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

ARTICLE 13. AMENDMENT

13.01 Amendment. The By-laws of the Corporation may be amended by special resolution of the Members.

ENACTED at a duly constituted meeting of the Directors and confirmed by the Members this ___ day of _____, 2023.

IN WITNESS WHEREOF the following Officers of the Corporation affix their signature here below: