

GENERAL CORPORATE BY-LAW 1-2019

A by-law relating generally to the transaction of the business and affairs of Peel Housing Corporation (the "Corporation") and to repeal By-law Number 1 enacted January 23, 2003

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ARTICLE ONE – 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 *Business Corporations Act* (Ontario), R.S.O. 1990 c. B.16 or any successor statute, as amended or replaced from time to time, and the regulations thereunder;
- (b) "Articles" means the articles of arrangement of the Corporation as amended or restated from time to time;
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "By-law" means this by-law;
- (e) "CAO" means the Region's Chief Administrative Officer;
- (f) "Commissioner of Human Services" means the Commissioner of Human Services of the Region or any person appointed to act in the place of that individual or their designate;
- (g) "Contracts" includes deeds, mortgages, hypothecs, charges, conveyances,

transfers and assignments of property (real or Personal, immovable or movable, legal or equitable), agreements, releases, receipts and discharges for the payment of money, share certificates and other securities, warrants and all instruments in writing;

- (h) "Corporation" means this Corporation;
- (i) "Council" means the elected Council of the Region;
- (j) "Directors" means the duly elected or appointed directors of the Corporation;
- (k) "Documents" has the same meaning as the term "Contracts";
- (l) "GM" means the General Manager of the Corporation or any person appointed to act in the place of that individual or their designate;
- (m) "Holiday" means any day that is observed as a statutory or civic holiday by the Region;
- (n) "HSA" means the Housing Services Act, 2011, S.O. 2011, Chapter 6 or any successor statute, as amended or replaced from time to time, and the regulations thereunder;
- (o) "Initial Staff Board" means the first Directors appointed by the Shareholder following execution of the Shareholder Direction;
- (p) "Meeting of the Shareholder" includes an annual meeting of the Shareholder and a special meeting of the Shareholder;
- (q) "Notice" means written or electronic notice;
- (r) "Officer" means an officer of the Corporation;
- (s) "Person" includes an individual, body corporate, sole proprietorship, partnership, syndicate, an unincorporated association or organization, joint venture, trust, employee benefit plan, government or any agency or political subdivision thereof, and a natural person acting as trustee, executor, administrator or other legal representative;
- (t) "Recorded Address" means, with respect to the Shareholder, its latest address as recorded in the securities register of the Corporation and with respect to a Director, Officer, auditor, member of a committee of the Board, or any other Person but subject to the Act, their latest address as recorded in the records of the Corporation or otherwise known to the secretary;
- (u) "Region" means The Regional Municipality of Peel;
- (v) "Shareholder" means the Region acting as the sole shareholder and owner of the Corporation; and
- (w) "Shareholder Direction" referred to in the Act as a unanimous shareholder

agreement, means the written declaration by the Shareholder dated December 13th, 2018, as may be amended, revised or superseded from time to time.

- (x) Subject to the foregoing, words and expressions that are defined in the Act have the same meanings when used in the by-laws of the Corporation.
 - (y) In the by-laws of the Corporation, words importing the singular include the plural and vice versa, words importing any gender include the masculine, feminine and neuter genders, and headings are for convenience of reference only and shall not affect the interpretation of the by-laws.
- 1.02 By-laws of the Corporation: In the event of a conflict between the provisions of this By-law and any other by-law of the Corporation, except a by-law amending or repealing all or any part of this By-law, the provisions of this By-law shall prevail.
- 1.03 Shareholder Direction and Articles Govern: Notwithstanding any provision of this or any other by-law of the Corporation, where any such provision conflicts with the Shareholder Direction or the Articles, the Shareholder Direction or Articles, as the case may be, shall govern.
- 1.04 Act Governing: Notwithstanding any provision of this or any other by-law of the Corporation, where any such provision conflicts with a provision of the Act, the HSA or any other legislation applicable to the Corporation, the provision of the Act, HSA or other legislation shall govern.

ARTICLE TWO – REGISTERED OFFICE AND SEAL

- 2.01 Registered Office: The registered office of the Corporation shall be located at 10 Peel Centre Drive, Brampton or at such other address within the Regional Municipality of Peel as the Board may determine from time to time, with approval of the Shareholder.
- 2.02 Seal: The Corporation may have a seal in such form as the Board may determine from time to time.

ARTICLE THREE – DIRECTORS

- 3.01 Powers of the Board: Subject to the Shareholder Direction and the responsibilities and duties set out in the Act and any other legislation applicable to the Corporation, the Board of Directors shall manage or supervise the management of the business and affairs of the Corporation.
- 3.02 Categories of Directors: The Board shall consist of the following categories:
- (a) Chair
 - (b) Vice-Chair
 - (c) Secretary
 - (d) Board Member

- 3.03 Qualifications: No Person shall be a Director if the Person:
- (a) is not an individual;
 - (b) is less than 18 years of age;
 - (c) has the status of bankrupt;
 - (d) is found by a court to be of unsound mind; or has been found to be incapable of managing property under the Substitute Decisions Act, 1992 or Mental Health Act;
 - (e) is neither a resident Canadian nor a lawful landed immigrant in Canada; or
 - (f) is not an active employee of the Region.
- 3.04 Number of Directors: The Board shall consist of no fewer than two (2) and no more than twenty-five (25) Directors. The number of Directors, including the number to be elected at the annual meeting, shall be the number from time to time determined within the range provided for in the Articles by special resolution of the Shareholder (or by the Directors when empowered to do so by special resolution of the Shareholder).
- 3.05 Appointment and Term: Directors of the Initial Staff Board, consisting of employees of the Region, as appointed by the Shareholder, shall be appointed for a one (1) to three (3) year term based on their role and subject to Sections 3.08 and 3.09 of this By-law, and shall remain in office until a successor is appointed at the annual general meeting, unless their respective offices are vacated earlier. Following the appointment of the Initial Staff Board, Directors will be appointed to the Board for a three (3) year term.
- 3.06 Re-appointment: A Director may be re-appointed to the Board at the expiration of his or her term of office.
- 3.07 Resignation: A Director may resign from office upon giving a written resignation to the Corporation and such resignation shall be effective when received by the Corporation or at a time specified in the resignation, whichever is later. A successor will be recommended by the CAO to the Shareholder for appointment to replace the Director who has resigned.
- 3.08 Removal: Subject to the Act, the Shareholder may, by resolution at an annual or special meeting of the Shareholder, remove any Director or Directors from office before the expiration of the applicable term(s) and may, by a majority of the votes cast at the meeting, appoint any person in any such Director's place for the remainder of the term, provided that such person shall be a member of the category specified in Section 3.02 to which the person's predecessor belonged. The reasons for such removal may include, but are not restricted to:
- (a) breach of the Director's obligations under the Act;
 - (b) a conflict of interest that cannot be resolved in any other manner satisfactory to the Board;

- (c) engaging in activities that are deemed by the Shareholder to have an adverse impact on their duties as a Board member; and
 - (d) failure to attend three or more consecutive meetings of the Board without the approval of the Board.
- 3.09 Vacating of Office: A Director ceases to hold office when he or she dies, resigns, is removed from office by the Shareholder, or becomes disqualified to serve as a Director.
- 3.10 Vacancies: Subject to the Act, where a vacancy occurs on the Board, the Shareholder may appoint a new Director to fill the vacancy consistent with the requirements of Sections 3.02 and 3.03. While there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.
- 3.11 Employee Directors: A Director shall not be disciplined in their role as an employee of the Region as a result of carrying out their fiduciary duties while serving on the Board.

ARTICLE FOUR – MEETINGS OF DIRECTORS

- 4.01 Calling Meetings: Meetings of the Board shall be held from time to time at such places on such days and at such times as the chair of the Board, the vice-chair of the Board or any two Directors may determine, and the secretary shall give Notice of any such meeting when directed by the Person calling it as aforesaid. No Notice of a meeting shall be necessary if all of the Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.
- 4.02 Closed Meetings/Delegations: Meetings of the Board will not be open to the public. The chair of the Board may choose to accept delegations from the public at Board Meetings.
- 4.03 Meetings by Telephone: If all the Directors present at or participating in the meeting consent (which consent may be given at any time), a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all Persons participating in the meeting to communicate with each other simultaneously and instantaneously, and each Director participating in such a meeting by such means shall be deemed to be present at the meeting.
- 4.04 Regular Meeting: The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other Notice shall be required for any such regular meetings except where the Act requires the purpose or the business to be transacted to be specified.
- 4.05 Notice: Where Notice is required, Notice of the time and of the place or manner of participation for every meeting of the Board shall be sent to each Director not less than 48 hours (excluding Saturdays, Sundays and Holidays) before the time of the meeting.
- 4.06 First Meeting of the New Board: Each newly constituted Board may hold its first meeting without Notice for routine organizational purposes on the same day as the Meeting of the Shareholder at which such Board is elected.

- 4.07 Quorum: The number of Directors from time to time required to constitute a quorum for the transaction of business at a meeting of the Board shall be 51% of the number of Directors so determined at that time (or, if that is a fraction, the next larger whole number of Directors).
- 4.08 Chair: The chair of the Board, or in their absence the vice-chair of the Board, shall be the presiding officer of any meeting of the Board. If no such Officer is present, the Directors present shall choose one of their number to be the presiding officer of the meeting.
- 4.09 Voting: At all meetings of the Board, each Director shall have one vote and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall be entitled to a casting vote.
- 4.10 Resolutions in Lieu of a Meeting: When there is a quorum of Directors in office, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or committee of Directors, is as valid as if passed at a meeting of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors. Any such resolution may be signed in counterparts and if signed as of any date shall be deemed to have been passed on such date.
- 4.11 Delegation of Powers: Directors may appoint from their number a committee of Directors and delegate to such committee any of the powers of the Directors, subject to any limitations on the authority of such a committee imposed by the Act or Shareholder Direction. Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members and to elect its chair.
- 4.12 Rules of Procedure for Board Meetings: Where any matter related to the conduct of meetings is not expressly or by implication provided for in this By-law, and in the absence of any other rules of procedure for the conduct of meetings adopted by the Board from time to time, the rules of procedure as contained in Robert's Rules of Order shall be followed for governing the proceedings of the Board and its committees.

ARTICLE FIVE – REMUNERATION OF DIRECTORS

- 5.01 Remuneration: The Directors, including those who are also Officers shall serve as Directors and if applicable, Officers without remuneration, and no Director shall directly or indirectly receive any profit or remuneration from his or her position or in any other capacity, except for:
- (a) Remuneration from the Region or another municipality paid pursuant to section 283 of the Municipal Act, 2001, S.O. 2001, c.25 as amended or replaced from time to time; and
 - (b) Reimbursement for reasonable expenses incurred in the performance of duties as Directors of the Corporation.

ARTICLE SIX – COMMITTEES OF THE BOARD

- 6.01 Committees: From time to time the Board may appoint from among its number one or more committees. Each committee may exercise those powers lawfully delegated to it by the Board under the Act.
- 6.02 Procedure: The members of each committee shall hold office while Directors during the pleasure of the Board or until their successors shall have been appointed. The Board may fill any vacancy in a committee from among the Directors. Unless otherwise determined by the Board or by any other legislation applicable to the Corporation, each committee may fix its quorum, elect its chair and adopt rules to regulate its procedure.

ARTICLE SEVEN – OFFICERS

- 7.01 Appointment of Officers: Subject to the Shareholder Direction and any required Shareholder approval, from time to time the Board may designate the offices of the Corporation and appoint Officers.
- 7.02 Appointment of Non-Officers: The Board may also appoint other Persons to serve the Corporation in such other positions and with such titles, powers and duties as the Board may determine from time to time.
- 7.03 Terms of Appointment: Subject to the Shareholder Direction and any required Shareholder approval, each Officer or any Person appointed by the Board or the Shareholder, shall hold their office or position until he or she is removed by either the Board or, where required, the Shareholder, or until he or she resigns or ceases to be qualified for his or her office or position or until his or her successor is appointed.
- 7.04 Powers and Duties of Officers: The Shareholder may appoint Officers to fill the following offices, whose duties and powers, respectively, shall be:
- (a) *Chair of the Board*: The chair of the Board shall, when present, preside at all meetings of the Board. The chair is to provide leadership to the Board. The chair co-ordinates Board activities and ensures the Board discusses all matters relating to the Corporation's mandate. The chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships between Board members. The chair is responsible for escalating issues that are out of the Board's jurisdiction to the Shareholder.
 - (b) *Vice-Chair*: The vice-chair may exercise the chair's duties and powers during his or her absence.
 - (c) *Secretary*: The secretary shall attend and act as secretary of all meetings of the Board, its committees and of the Shareholder. He or she shall send or cause to be sent all Notices and documents the Corporation is required to send to the Shareholder, Directors, the auditor and governmental or regulatory bodies or agencies. He or she shall prepare or cause to be prepared all registers and records (other than accounting records) required under the Act (and any other legislation applicable to the Corporation) and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation except to the extent that some other Person has been appointed for that

purpose, and of the stamp used for affixing the corporate seal, if any, of the Corporation. He or she shall also exercise such other powers and discharge such other duties as the Board or the Shareholder may prescribe from time to time.

- (d) *Treasurer*: The treasurer, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation. Whenever required he or she shall render to the Board an account of their transactions as treasurer and report to and advise the Board on the financial position and requirements of the Corporation and the results of its operations. He or she shall also exercise such other powers and discharge such other duties as the Board or the Shareholder may prescribe from time to time.
- (e) *Other Officers*: The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Shareholder may prescribe from time to time. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and discharged by such assistant, unless the Shareholder otherwise directs.

The Board may from time to time further specify the duties of each Officer, delegate to him or her powers to manage any business or affairs of the Corporation (including the power to sub-delegate) and change such duties and powers, all insofar as not prohibited by the Act.

- 7.05 Employees and Agents: Subject to the Shareholder Direction, the Board or any Officer designated by it may from time to time appoint or engage the services of employees, agents and other personnel for the Corporation as may be required to perform such duties and exercise such powers as may be assigned to them by the Board or Officer (including the power to sub-delegate).

ARTICLE EIGHT – CONDUCT OF DIRECTORS AND OFFICERS AND INDEMNITY

- 8.01 Standard Care: Every Director and Officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances.
- 8.02 Conflict of Interest: The Directors and Officers of the Corporation shall strictly abide by the conflict of interest requirements of the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, as amended or replaced from time to time, the Act, the HSA, the Region and the Shareholder, regarding conflicts of interest, including requirements concerning disclosure and abstention from voting.
- 8.03 Indemnity: Every Person who at any time is or has been a Director or Officer of the Corporation or who at any time acts or has acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and the heirs and legal representatives of every such Person, shall at all times be indemnified by the Corporation in every circumstance where the Act so permits or requires. In addition and without prejudice to the foregoing and subject to the limitations in the Act regarding indemnities in respect of derivative actions, every Person who at any time is or has been a Director or Officer of the Corporation or properly incurs

or has properly incurred any liability on behalf of the Corporation or who at any time acts or has acted at the Corporation's request (in respect of the Corporation or any other Person) and their heirs and legal representatives, shall at all times be indemnified by the Corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a fine or judgment, reasonably incurred by him or her in respect of or in connection with any civil, criminal or administrative action (pending, under way or completed) to which he or she is or may be made a party, or in which he or she is or may become otherwise involved, and all appeals therefrom, if, as a Director or Officer:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing his or her conduct was lawful.

Nothing in this section shall affect any other right to indemnity to which any Person may be or become entitled by contract or otherwise. From time to time the Board may determine that this section shall also apply to the employees of the Corporation who are not Directors or Officers of the Corporation or to any particular one or more or class of such employees, either generally or in respect of a particular occurrence or class of occurrences and either prospectively or retroactively. From time to time thereafter the Board may also revoke, limit or vary the continued such application of this section.

8.04 Limitation of Liability: Subject to paragraph 8.01, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense to the Corporation through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency in the maintenance, repair or renovation of any building comprising the projects under the control of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on his part in the operation, management or administration of the housing projects under the control of the Corporation, or for any other loss, damage or misfortune whatever, which shall occur in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own dishonesty, wilful neglect or wilful default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

8.05 Insurance: Subject to the Act, the Corporation may purchase liability insurance for the benefit of any Person referred to in section 8.03 as the Board may from time to time determine.

ARTICLE NINE - SHARES

- 9.01 Share Issuance: The Corporation is deemed upon incorporation to have issued one hundred (100) shares in the capital stock of the Corporation to the Region for nominal consideration.
- 9.02 Restriction on Share Issuance: The Corporation shall not issue shares in the capital of the Corporation in addition to those shares issued prior to the effective date of this By-law unless such shares are issued to the Region.
- 9.03 Restriction on Securities: Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- 9.04 Share Certificates: Every holder of one or more shares of the Corporation is entitled, at the holder's option, to a share certificate, or to a non-transferable written acknowledgment of the holder's right to obtain a share certificate, stating the number and class or a series of shares held by the holder as shown in the records of the Corporation. Share certificates and acknowledgments of a Shareholder's right to a share certificate shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed in accordance with Section 12.01 herein and need not be under the corporate seal.
- 9.05 Replacement of Share Certificates: The Directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

ARTICLE TEN - DIVIDENDS

- 10.01 Dividends: The Directors of the Corporation shall not declare, and the Corporation shall not pay, any dividend on any issued share of the Corporation.
- 10.02 No Payment of Income: No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any Shareholder of the Corporation.

ARTICLE ELEVEN – MEETINGS OF THE SHAREHOLDER

- 11.01 Annual Meeting: Subject to the Act, the annual meeting of the Shareholder shall be held on such day and at such time as the Board may determine from time to time, for the purpose of receiving the financial statements and reports required by the Act to be placed before each annual meeting of the Shareholder, electing Directors (if required), appointing the auditor (if required) and fixing or authorizing the Board to fix its remuneration and transacting such other business as may properly be brought before the meeting.
- 11.02 Special Meeting: From time to time the Board may call a special meeting of the Shareholder to be held on such day and at such time as the Board may determine. Any special meeting of the Shareholder may be combined with an annual meeting.
- 11.03 Place of Meetings: Meetings of the Shareholder shall be held at the registered office of

the Corporation or at such other place as the Board may determine from time to time.

- 11.04 Record Date: The Board may fix in advance a record date, preceding the date of any Meeting of the Shareholder by not more than 60 calendar days nor less than 30 calendar days, for the determination of the Shareholder entitled to Notice of the meeting, and where no such record date for Notice is fixed by the Board, the record date for Notice shall be the close of business on the day immediately preceding the day on which Notice is given. Notice of any such record date fixed by the Board shall be given as and when required by the Act or any other legislation applicable to the Corporation.
- 11.05 Notice: Notice in writing of the time, place and purpose for holding each Meeting of the Shareholder shall be sent not less than 10 calendar days before the date on which the meeting is to be held, to each Director, the auditor (if any) of the Corporation and the Shareholder. Notice of a Meeting of the Shareholder shall state or be accompanied by a statement of the nature of all special business to be transacted at the meeting, in sufficient detail to permit the Shareholder to form a reasoned judgment thereon, and the text of any special resolution or by-law to be submitted to the meeting.
- 11.06 Requisite Material: The written material requisite for any annual or other Shareholder's meeting shall be submitted to the Clerk of the Region, and the inclusion of such material in the documentation distributed by the Clerk of the Region to the members of Council in connection with the meetings at which such documentation is to be considered, shall constitute Notice of such Shareholder's meeting.
- 11.07 Waiver of Notice: The Shareholder and any other person entitled to attend a Meeting of the Shareholder may in any manner and at any time waive Notice of or otherwise consent to a Meeting of the Shareholder.
- 11.08 Financial Statements: Not less than 21 calendar days before each annual Meeting of the Shareholder or before the signing of a resolution in lieu thereof, the secretary shall send a copy of the annual financial statements and reports required by the Act to be placed before the annual meeting to the Shareholder.
- 11.09 Chair and Secretary: The chair of the Shareholder shall chair any Meeting of the Shareholder. In the absence of the chair of the Shareholder, the Persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Board is absent, the chair of the Board shall appoint some Person, who need not be a shareholder, to act as secretary of the meeting.
- 11.10 Rules of Procedure for Shareholder Meetings: The rules of procedure for the conduct of meetings of the Shareholder shall be the same as the rules of procedure for the conduct of meetings of Council, or such other rules or procedure that the Shareholder may adopt from time to time.
- 11.11 Adjournment: The chair of a Meeting of the Shareholder may, with the consent of the Shareholder, terminate the meeting following the conclusion of all business which may properly come before the meeting or, subject to such conditions as the meeting may decide, may adjourn the meeting from time to time and from place to place.
- 11.12 Signed Resolutions: Subject to the Act, a resolution in writing signed by the Shareholder is as valid as if it had been passed at a Meeting of the Shareholder. Any such resolution

may be signed in counterparts and if signed as of any date shall be deemed to have been passed on such date.

- 11.13 Other Laws, Regulations, etc.: Notwithstanding any provision in this Article 11, the Corporation shall comply with the Act and all legislation applicable to it in the conduct of shareholder meetings.

ARTICLE TWELVE – EXECUTION OF DOCUMENTS

- 12.01 Signing Authorities: Contracts or Documents requiring execution by the Corporation may be signed as follows:
- (a) by the chair, treasurer, secretary, Commissioner of Human Services, GM or their respective designates appointed in writing for particular Contracts or Documents; or
 - (b) otherwise by any two Officers or Directors of the Corporation.

However, the Board may direct from time to time the manner in which and the Person by whom any particular Contract or Document or class of Contracts or Documents may or shall be signed.

- 12.02 Electronic Signature: Subject to the provisions of this By-law relative to share certificates and to the Act, and if authorized by the Board, the corporate seal, if any, of the Corporation and the signature of any signing officer may be mechanically or electronically reproduced upon any Contracts or Documents of the Corporation. Any such electronic signature shall bind the Corporation notwithstanding that any signing officer whose signature is so reproduced may have ceased to hold office at the date of delivery or issue of such Contracts or Documents. All Contracts or Documents so signed shall be binding upon the Corporation without further authorization or formality.
- 12.03 Affixing Corporate Seal: Any Person authorized to sign any Contract or Document may affix the corporate seal.

ARTICLE THIRTEEN - NOTICES

- 13.01 To the Shareholder and Directors: Any Notice or document required or permitted to be sent by the Corporation to the Shareholder or Director or others as required by the Act, by any other legislation applicable to the Corporation or otherwise by law, may be mailed by prepaid Canadian mail in a sealed envelope addressed to, or may be delivered personally to, such Person at their Recorded Address, or may be sent by any other means permitted under the Act.
- 13.02 Electronic Notice: A Notice required or permitted to be sent by the Corporation may be sent by electronic means in accordance with the *Electronic Commerce Act*, 2000, S.O. 2006, c.34.
- 13.03 Deemed Notice: A Notice is deemed to have been given:
- (a) if so mailed, on the fifth calendar day after mailing;

- (b) if delivered personally, at the time delivered; and
 - (c) if delivered by electronic means, at the time of such electronic delivery if sent on or prior to 4pm on the date sent, and otherwise on the next calendar day which is not a Saturday, Sunday or Holiday.
- 13.04 Changes in Recorded Address: The secretary may change the Recorded Address of any Person in accordance with any information the secretary believes to be reliable.
- 13.05 Computation of Days: In computing any period of days or calendar days under the by-laws of the Corporation or the Act, the period shall be deemed to commence on the day following the event that begins the period and shall be deemed to end at midnight on the last day of the period except that if the last day of the period falls on a Holiday, the period shall end at midnight of the day next following that is not a Holiday.
- 13.06 Omissions and Errors: The accidental omission to give any Notice to any Person, or the non-receipt of any Notice by any Person or any immaterial error in any Notice shall not invalidate any action taken at any meeting held pursuant to such Notice.
- 13.07 Waiver of Notice: Any Person entitled to attend a Meeting of the Shareholder or Directors or a committee thereof may in any manner and at any time waive Notice of such meeting, and attendance of such Person at any meeting is a waiver of Notice thereof except where the attendance is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 13.08 Waiver of Time Requirement: Where any Notice or document is required to be given under the Articles or by-laws or the Act, the Notice may be waived or the time for sending the Notice or document may be waived or abridged at any time with the consent in writing of the Person entitled thereto. Any meeting may be held without Notice or on shorter Notice than that provided for in the by-laws if all Persons not receiving the Notice to which they are entitled waive Notice of or accept short Notice of such meeting.

ARTICLE FOURTEEN – BANKING AND FISCAL

- 14.01 Banking Arrangements: The banking business of the Corporation shall be transacted with such banks, trust companies or other Persons as the Board may designate from time to time and all such banking business shall be transacted on behalf of the Corporation by the Persons as the Board may determine from time to time. The Board may limit the specific powers of any Person in respect of the transaction of banking business.
- 14.02 Electronic Fund Transfer: All electronic fund transfers by the Corporation shall be authorized in such manner and by such Officer or Persons as the Board may from time to time designate.
- 14.03 Signing of Cheques: All cheques and other negotiable instruments for the payment of money shall be signed in such manner and by such Officers or Persons as the Board may from time to time designate.
- 14.04 Borrowing Power: The Board shall have the power to borrow subject to Shareholder approval.

14.05 Financial Year: The financial year of the Corporation shall end on the 31st day of December in each year or otherwise on such day of the year as the Board may determine from time to time.

ARTICLE FIFTEEN – REPEAL AND AMENDMENT

15.01 Repeal and Amendment: The Board may repeal and amend all or any part of this by-law.

ARTICLE SIXTEEN – REPEAL OF BY-LAW NUMBER 1

16.01 Repeal of By-Law Number 1: Upon this By-law coming into force, By-law Number 1 (enacted January 23, 2003), as amended, is repealed, provided that such repeal shall not affect its previous operation or the validity of any act done or any right, privilege, obligation or liability acquired or incurred pursuant to By-law Number 1 prior to its repeal. The validity of resolutions of the Shareholder or Board with continuing effect passed under the repealed By-law Number 1 shall continue, except to the extent inconsistent with this By-law.

Enactment

ENACTED by the Board this 1st day of May, 2019.

Catherine Matheson
Chair

Kathryn Lockyer
Secretary

Confirmation by the Shareholder

CONFIRMED by the Shareholder this 27th day of June, 2019.

Nando Iannicca
Regional Chair