

THE HALTON LEARNING FOUNDATION

BYLAW NUMBER 1

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THE HALTON LEARNING FOUNDATION

BYLAW NUMBER 1

BE IT ENACTED as a bylaw of THE HALTON LEARNING FOUNDATION (the “**Corporation**”) as follows:

1. INTERPRETATION

1.1 **Meaning of Words**

- (a) In this bylaw and all other by-laws and resolutions of the Corporation, unless the context otherwise requires, the singular includes the plural, and reference to any gender shall be deemed to be references to all genders, and
- (b) “**Act**” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and any statute or regulations that may be substituted, as amended from time to time;
- (c) “**Articles**” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- (d) “**Board**” means the Board of Directors of the Corporation;
- (e) “**Director**” means a Director of the Board;
- (f) “**Corporation**” means the Halton Learning Foundation;
- (g) “**Board Officers**” means the persons who hold the offices enumerated in section 4.1;
- (h) “**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 by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;
- (i) “**Government Regulations**” means the regulations made under the Act as amended, restated or in effect from time to time;
- (j) “**HDSB**” means the Halton District School Board;
- (k) “**Member**” means a member of the Corporation, as defined in Article 6 of this By-law;
- (l) “**Ordinary Resolution**” means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;

- (m) **“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;
- (n) **“Record Date”** means the close of business on the day immediately before the day on which notice of a Members’ meeting is given;
- (o) **“Resolution”** shall mean an Ordinary Resolution unless otherwise specified;
- (p) **“Special Business”** includes all business transacted at a Special Meeting of the Corporation and all business transacted at an Annual General Meeting, other than Annual Business;
- (q) **“Special Meeting”** means a meeting of Members that is not an Annual General Meeting;
- (r) **“Special Resolution”** means 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
- (s) **“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.

1.2 Terms Under the Act

All terms defined in the *Act* have the same meaning in this bylaw and all other bylaws and Resolutions of the Corporation as in the *Act*.

1.3 Severability

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

2. HEAD OFFICE

The head office of the Corporation shall be in the Regional Municipality of Halton in the Province of Ontario.

3. BOARD OF DIRECTORS

3.1 Board of Directors

The affairs of the Corporation shall be governed by a Board of Directors consisting of a minimum of nine (9) and maximum of eleven (11) Directors who shall be elected by the members at the Annual General Meeting, and the Director of Education for the HDSB (or they/their designate) and Chief Executive Officer who both shall be a non-voting, *ex-officio* members.

3.2 Eligibility

Each elected Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) be a Member of the Corporation;
- (c) not have the status of a bankrupt;
- (d) 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;
- (e) not be an individual who has been found to be incapable in any court in Canada or elsewhere.
- (f) be a resident of Ontario; and
- (g) consent in writing to hold office as a Director within ten (10) days after his or her election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate his or her election or appointment as a Director.

If a Director for any reason becomes ineligible, they shall immediately cease to be a Director, regardless of whether their term has expired, and the vacancy so created may be filled in the manner prescribed herein.

3.3 Diversity

In electing Directors, members shall consider where possible the advantage of representation on the Board from all of the municipalities within the Halton Region and the diversity of our communities.

3.4 Vacancies

Vacancies in the Board of Directors, however caused, may be filled by appointment by the Board, providing there is a quorum of Directors still in office. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting of Members to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

3.5 Removal of Directors

A Director whose term has not expired will nonetheless cease to hold office when they:

- (a) submit their written resignation to the Chair of the Board, as of the effective date specified;
- (b) become disqualified in accordance with the eligibility criteria outlined in this bylaw;
- (c) are removed by Ordinary Resolution of the members at a Special Meeting called for the purpose and for which notice has been given; or
- (d) are deceased.

3.6 Participation by Electronic or Telephonic Means

Directors may attend meetings in person or by electronic or telephonic means, provided that such means permit all participants to communicate simultaneously with each other. A Director so participating shall be deemed to be present at the meeting.

3.7 Quorum & Board Meeting Formats

A quorum for Board Meetings shall require the presence, in person or via teleconference, at least 50 per cent plus one (1) of the Directors currently in office. The Director of Education and CEO do not need to be considered part of quorum.

3.8 Regular Meetings

Meetings of the Board may be held at any place within Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair, the Vice-Chair or the Secretary, or any two (2) Directors. A yearly schedule of meetings shall be approved by the Board as soon as feasible following the Annual General Meeting.

3.9 Notice of Meetings

Notice of Board meetings stating the time, place and date shall be delivered, electronically mailed, mailed by post, or telephoned to each Director not less than five (5) business days before the meeting is to take place. The statutory declaration of the Secretary that notice has been given pursuant to this section shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

Any notice of a Board meeting must specify the nature of the business to be conducted if the meeting is intended to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors, in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;

- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

3.10 Voting

Questions arising at any meeting of the Board will be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. Each Director shall have one vote.

A declaration by the Chair that a Resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the Resolution.

Resolutions shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost.

3.11 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration or personal benefit, except that expenses incurred in performing the obligations of a Director may be reimbursed.

3.12 Indemnities to Directors

Every Director and Executive Officer of the Corporation and the heirs, executors and administrators, and estate and effects, of such Director and Officer shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against, all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or officer in or about the execution of the duties of the office, except the costs, charges or expenses occasioned by the willful neglect or default of such Director.

3.13 Insurance

The Corporation shall purchase 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:

- (a) property and public liability insurance;
- (b) Directors' and Officers' insurance; and
- (c) may include such other insurance as the Board sees fit.

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.

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

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to 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.

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

3.14 Protection of Directors and Officers

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.

3.15 Indemnification of Directors, Officers and Others

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:

- (a) 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
- (b) 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.

Such indemnity will only be effective:

- (a) 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
- (b) 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.

The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

Nothing in this Article shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article.

3.16 Open, Closed , and In Camera Board Meetings

Board meetings shall be held as Open meetings, however, the Board of Directors holds the options to move to a Closed meeting, defined as Board Directors and the Chief Executive Officer only. The Board of Directors as well holds the option to move to an Open or Closed meeting to In Camera, defined as Board Directors only.

3.17 Conflict of Interest

Where a Director is:

- (a) a party to a material contract or transaction, or a proposed material contract or transaction with the Corporation; or
- (b) a Director, Officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

the Director shall so disclose to the Board, and shall request to have entered into the minutes of Board meetings the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.

A Director's disclosure shall be made at the earliest of:

- (a) the first meeting at which the proposed contract or transaction is considered;
- (b) at the first meeting after which the Director becomes so interested, or
- (c) being so interested, at the first meeting after assuming the office of Director.

Directors who have a conflict as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction giving rise to the conflict is being discussed, and shall not vote on any Resolution the subject of which involves the contract or transaction.

If quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that Resolution.

3.18 Adjournment

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. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

3.19 Confidentiality

Every Director and employee of the Corporation shall keep the confidentiality of matters brought before the Board, keeping in mind that unauthorized disclosures could adversely affect the interest of the Corporation. The Board shall delegate authority to the Chair, and to the Chief Executive Officer, to make public statements and/or disclosures to the news media or the public about Corporation matters as required.

4. OFFICERS

4.1 Board Officers

The Board of Directors shall elect the Board Officers at a closed meeting to be held within thirty (30) days following the Annual General Meeting of the members for a one year term.

The Board Officers of the Corporation shall be a Chair, who shall serve as Chair of the Board, Vice-Chair, and Finance Committee Chair.

The Board may, by Resolution, provide for an extension for an additional term of one year, for any or all of the positions of Board Officers.

Except the office of the Chair, a person may hold more than one office.

4.2 Chair

The Chair shall, whenever present, preside at all meetings of the Board, as well as all meetings of members, and shall perform such other duties as the Board shall from time to time determine.

4.3 Vice-Chair

The Board shall elect a Vice-Chair.. The Vice-Chair, who must also be a Director, shall perform such duties from time to time prescribed by the Board or incident to the office including to perform all the duties of the Chair in the absence of such person.

4.4 Finance Committee Chair

The Board shall elect a Finance Committee Chair. The Finance Committee Chair shall be the custodian of all the books of accounts and accounting records of the Corporation; shall be responsible for rendering to the Board whenever required, an account of all transactions as Finance Committee Chair and of the financial position of the Corporation; shall be responsible for co-operating with the auditors of the Corporation during any audit of the accounts of the

Corporation; and shall be responsible for performing the other duties from time to time as prescribed by the Board including to act as Chair of the Finance and Audit Committee.

4.5 Other Officers

The Board may appoint such other officers, as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

4.6 Secretary

The Chief Executive Officer or delegate will act as the Secretary of the Corporation. The Secretary shall be the clerk of the Board and shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to Directors; shall be the custodian of all records, correspondence and documents belonging to the Corporation and as required by law; and shall perform other duties from time to time as prescribed by the Board or incident to the office.

4.7 Termination and Vacancy

An Board Officer shall cease to hold office when he or she:

- (a) resigns in writing;
- (b) is deceased;
- (c) is removed by Ordinary Resolution of the Board, which shall be at the Board's sole and absolute discretion.

If an office is vacated before the end of a term, the Board will hold a meeting within four (4) weeks from the date the vacancy is created for the purpose of electing a new officer to the position.

The Board may from time to time and at their sole discretion delegate any of the powers of an officer to any other officer or Director.

5. ELECTION OF THE BOARD

5.1 Election

At each Annual General Meeting a number of Directors equal to the number of Directors retiring plus any vacancies shall be elected by the members.

5.2 Term

Directors shall be elected for a term of three (3) years, to expire at the third Annual General Meeting following election, or, if no successor is elected at the Annual General Meeting, to expire when a successor is elected. A Director if otherwise eligible may be elected for up to two (2) terms, and thereafter shall only be eligible for re-election after a period of at least eleven (11) months has elapsed since the date the person ceased to be a Director.

5.3 Nominations

The Board's Governance Committee, acting in accordance with the Board's Recruitment Policy, shall consider recommended candidates and nominate a slate of Director candidates for election by the members.

5.4 Election Method

Where:

- (a) the number of candidates nominated is equal to the number of offices to be filled, the candidates shall be proclaimed; and
- (b) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6. MEMBERSHIP AND MEMBERSHIP MEETINGS

6.1 Membership

The Corporation shall have one voting membership.

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

Each Member shall have one vote on all matters duly brought before the Members.

Membership is not transferable.

6.2 Creation and Expiry of Membership

A person automatically becomes a Member upon making a receiptable gift to the Corporation of at least \$100. A membership automatically expires on August 31 of the fiscal year following the fiscal year in which the donation was received by the Corporation. Notwithstanding the foregoing, a donor whose gift is prescribed to be administered over a number of years will be a member of the Corporation upon receipt of the gift and for each of the fiscal years thereafter in which their gift is administered by the Corporation, up to and including the fiscal year following the last year in which a donated amount is received by the Corporation, providing that the average annual value of the gift is at least \$100.

6.3 Termination of Membership

A membership to the Corporation ceases to exist when:

- (a) a membership has expired, as defined herein;
- (b) the member resigns in writing to the Secretary;
- (c) the member dies, becomes insolvent the death, or if a corporation is dissolved;
- (d) the Corporation is liquidated or dissolved under the *Act*; or
- (e) pursuant to an Ordinary Resolution of the Board at an *in camera* meeting, a motion to terminate a membership is approved, on the grounds that a member:

- (i) failed to adhere to any material provision of the Articles, By-laws or policies, or any statutory or regulatory requirements;
- (ii) has conducted themselves in a manner which is detrimental to the Corporation, as determined by the Board at its sole discretion; or
- (iii) for any other reason which the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects and purposes of the Corporation.

Where a Resolution to suspend or terminate a membership is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the member who is the subject of the Resolution is entitled to:

- (f) at least fifteen (15) days written notice that the Resolution is to be decided, and the reasons; and
- (g) submit a written statement explaining why they oppose the Resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board meeting at which the matter will be decided.

The Board will notify a Member in writing that they have been suspended or expelled from the Corporation, and there shall be no right of appeal. Upon a termination of membership for any reason, the rights of the member, including any rights in the property of the Corporation, cease to exist.

6.4 Annual General Meeting

The Annual General Meeting of the Members shall be held each year within Halton Region, at a time, place and date determined by the Board, but in any event no later than fifteen (15) months after the last Annual General Meeting. The agenda for the Annual General Meeting shall include and, as a minimum, cover the following matters of business:

- (a) consideration of the minutes of the previous Annual General Meeting, and any general meetings of the members not yet approved;
- (b) consideration of the financial statements of the Corporation;
- (c) appointment of a Person to conduct an audit or a review engagement;
- (d) approval of the audit or review engagement report;
- (e) consideration of any proposed By-law amendments;
- (f) election of the Directors; and
- (g) any members' Proposal which was received at least sixty (60) days prior to the date of the meeting and which conforms to the requirements of the Act.
- (h) the Annual General Meeting is an open meeting to all public, as well as members or those who have paid \$100.00 or more and would have voting rights.

6.5 Special Meetings

The Board may at any time call a Special Meeting of the Members for the transaction of any business other than the business which must be conducted at the Annual General Meeting, the general nature of which shall be specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual General Meeting, and the attendees will be by invitation

6.6 Meetings by Telephonic or Electronic Means

A Member may participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means 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.

The Directors or Members may call a meeting of the Members 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.

6.7 Notice of Meetings

Notice of the time, place and date of meetings of members, along with the general nature of the business to be transacted and any supporting documentation necessary for Members to make an informed decision on matters to be resolved, shall be given at least ten (10) but not more than fifty (50) days before the date of the meeting, to each Director, and in the case of an Annual General Meeting to the auditor of the Corporation, and to all persons who are Members as of the Record Date, by sending by prepaid mail or electronic mail to the last address of the addressee shown on the Corporation's records. No error or omission giving notice of any meeting or any adjourned meeting of the members shall make the meeting or the business conducted at the meeting invalid.

6.8 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; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

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

6.9 Quorum

A quorum for the transaction of business at any annual or general meeting of the members shall be at least twenty (20) members present in person in person, represented by proxy, or via teleconferencing.

No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting, provided, however that where:

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

then two (2) persons present in person constitutes a quorum.

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.

6.10 Voting

At all meetings of the members, every question shall be decided by ordinary resolution unless otherwise specified, and taken by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair or requested by any member. Upon a show of hands, every member shall have one vote. In the case of an equality of votes, the vote shall be deemed to have been lost. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a Resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.11 Presiding Officer

In the absence of the Chair and Vice-Chair, the members entitled to vote and present at any meeting of members shall choose another member to act as Presiding Officer.

6.12 Polls

If at any meeting a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting as the Chair directs. The result of a poll shall be deemed to be the Resolution of the issue upon a declaration by the Chair that a Resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of this fact without proof of the numbers of votes recorded in favour of or against the motion. A request for a poll may be withdrawn at any time prior to the taking of the poll.

6.13 Proxy Voting

A member entitled to vote at a meeting may appoint a proxyholder, in a written form approved by the Board, subject to Government Regulations. The proxy shall specify the meeting (and any adjournments thereof) to which the proxy applies, and permit the proxy holder to attend and act at the meeting in the manner and to the extent authorized by the proxy. All proxies must be deposited with the Secretary no later than forty-eight (48) hours prior to the meeting for which it is intended. A proxy holder need not be a Member. A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.

7. COMMITTEES OF THE BOARD

7.1 Standing Committees

There shall be a Governance and Nominating Committee, a Finance and Audit Committee, and any other Standing Committees, for such purposes as the Board may determine from time to time by Resolution.

7.2 Combined and Inactive Committees

From time to time, by Resolution, the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may similarly permit any Standing Committee to be inactive.

7.3 Ad Hoc Committees

There may be such Ad Hoc Committees, for such purposes as the Board may determine, for particular objectives, scope and duration as defined by Board Resolution. The existence of each such an Ad Hoc Committee may similarly be terminated by Resolution of the Board, or shall automatically terminate upon:

- (a) the delivery of its report; or
- (b) the completion of its assigned task.

7.4 Rules Governing Committees

Except as otherwise provided by this By-law, all Committees of the Board are subject to the following:

- (a) the Committee Chair and committee members shall be appointed by Resolution of the Board, and need not be Directors except as required by this By-law;
- (b) a member of a Committee shall serve for a term ending at the Annual General Meeting of members following their appointment, but may be reappointed for one or more additional terms;
- (c) each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Board;
- (d) Committees may make recommendations to the Board, but shall not have the authority to make decisions which are binding on the Corporation.

- (e) each Committee shall define the objectives, scope and duration of its work, and submit same to the Board for approval;
- (f) each Committee shall be responsible to, and report after each meeting to the Board of Directors;
- (g) each Committee may establish its own rules of procedure, and may recommend the establishment of subcommittees, subject to the approval of the Board;
- (h) no business may be transacted by a Committee except at a meeting of its members at which a quorum of the Committee is present. Quorum shall be defined as 50 per cent plus one (1) members present in person or by teleconferencing;

7.5 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

7.6 Governance and Nominating Committee

The Governance and Nominating Committee shall:

Consist of a minimum of the Board Chair, the Board Vice Chair, directors and one or more non-directors appointed annually by the Board.

- (a) annually review and administer the bylaws of the Corporation and make recommendations for revision to the Board;
- (b) annually review, monitor and make recommendations regarding the performance of the Board;
- (c) prepare a slate of candidates for election to the Board at the Annual General Meeting, according to the Board's Recruitment Policy and may establish a sub-committee; and
- (d) make recommendations to the Board with respect to names of persons to fill Board or Committee vacancies that occur throughout the year.

7.7 Finance and Audit Committee

The Finance and Audit Committee shall:

- (a) Consist of Finance Committee Chair and up to eight (8) members, the majority of whom must be Directors.
- (b) Advise the Board with respect to the annual budget and the quarterly financial statements;
- (c) Prudently invest the funds of the Corporation and schedule the availability or maturity of funds to meet the schedule of requirements for the Corporation; and
- (d) Meet annually with the auditors to review the audited financial statements and make any recommendations to the Board.

8. AUTHORIZATIONS

8.1 Signing and Banking Authority

- (a) The Board may by Resolution authorize such officers and other individuals as it may determine is appropriate to execute deeds, transfers, assignments, contracts, obligations, and do any act or thing on the Corporation's behalf to facilitate the banking business, including make, sign, draw, accept, endorse, negotiate, lodge, deposit, withdraw or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange, securities and orders for the payment of money, and execute such other instruments as are necessary. In the absence of such a Resolution, any two of the Chair, Vice Chair, Secretary and Finance Committee Chair shall have such authority.
- (b) Notwithstanding any provisions to the contrary contained in the By-law, the Board may at any time by Resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.
- (c) All documents executed in accordance with this section of the By-law shall be binding on the Corporation without further action or formality.

9. BORROWING BY THE CORPORATION

9.1 Board May Borrow

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

10. FINANCIAL YEAR AND AUDITORS

10.1 Year Selected

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

10.2 Annual Appointment

Subject to the Act and the Government Regulations, the Members of the Corporation at each Annual General Meeting shall 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 General Meeting, or subject to the Act, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members, subject to the Act, 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.

10.3 Removal of Auditor

Subject to the Act, the Members may 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 Act 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 this section of the By-law.

The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. 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.

10.4 Vacancy in the Office of Auditor

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

10.5 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

11. NOTICE

11.1 Computation of Time

In computing the date when notice must be given under any provisions of the By-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

11.2 Address for Notice

A notice or other document required or permitted by the Act, the Government Regulations, the Articles or the By-Laws to be given to a Member or Director may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation; or
- (b) a Director at his or her latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the *Corporations Information Act*, whichever is the more current.

11.3 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.

11.4 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.

11.5 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated, unless otherwise challenged, by:

- (a) an error in notice that does not affect its substance;
- (b) the accidental omission to give notice; or
- (c) the accidental non-receipt of notice by any Director, Member or Auditor.

Any Director, Member or Auditor may at any time waive notice of, and thereby ratify and approve, any proceeding taken at any meeting.

11.6 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, 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.

12. BY-LAWS AND AMENDMENTS, ETC.

12.1 Enactment

- (a) The Board may pass, amend or repeal this By-law, except where to do so is contrary to the *Act*, provided that where the Board has approved any such

amendments, it shall submit same to the members at the next members' meeting, and the members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.

- (b) Any amendment to the By-law by the Board shall take effect from the date of the Resolution of the Board, but shall cease to be in effect as of the date of the next members' meeting if not submitted to the members for a vote at that meeting, or if at that meeting such amendments are rejected by the members.
- (c) Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the members no less than ten (10) days before the meeting at which the amendment or amendments will be voted upon.

13. CORPORATE RECORDS

13.1 Required Records

The Corporation shall keep and maintain the following records at its registered office or location otherwise determined by the Board:

- (a) the Corporation's Articles and By-laws, and amendments to them;
- (b) the minutes of meetings of the Members and of any committee of Members;
- (c) the Resolutions of the Members and of any committee of Members;
- (d) the minutes of meetings of the Directors and of any committee of Directors;
- (e) the resolutions of the Directors and of any committee of Directors;
- (f) a register of Directors, including the information prescribed by Government Regulations;
- (g) a register of Officers, including the information prescribed by Government Regulations;
- (h) a register of Members, including the information prescribed by Government Regulations;
- (i) accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and
- (j) a register of ownership interests in land, in accordance with the *Act*.

13.2 Directors' Access to Records

Any such records shall be open to inspection by the Directors during the Corporation's regular office hours. Copies must be provided upon request at no cost to the Director.

13.3 Members' Access to Records

A member, a member's attorney or legal representative, may examine and, on payment of a reasonable fee, take extracts from the records referred to in Article 13.1 (a), (b), (c), (d), (e), (f), and (j) during the Corporation's regular office hours.

A member is entitled on request and free of charge to one copy of the Articles and Bylaws, including any amendments to them.

14. REPEAL OF PRIOR BY-LAWS

14.1 Repeal

All prior bylaws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed, provided that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or other enactment.

15. DISSOLUTION

Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be disposed of to The Halton District School Board, a registered charity which carries on its work solely in Ontario.

ENACTED by the Board as of this ____th day of _____, 2023

Chair

Vice Chair

Marc Clare
Secretary

CONFIRMED by the Members in accordance with the *Not-for-Profit Corporations Act, 2021, October 19th*.

Chair

Vice Chair

Marc Clare
Secretary