



SPARK HOPE FOR KIDS INC

Constitution and By-Laws

January 26, 2026
SPARK HOPE FOR KIDS INC
Kitchener, ON

This by-law outlines the corporation's governance rules and procedures for common events, incorporating relevant provisions from the Not-for-Profit Corporations Act, 2010 (Ontario) where applicable.

It does not fully codify the Act or all other laws; users should consult the Act to ensure complete legal compliance.

BE IT ENACTED as a by-law of Spark Hope for Kids Inc (the “Corporation”)

ENACTED BY THE DIRECTORS on the 26th, January 2026 .

Constitution and By-laws – Spark Hope for Kids Inc.

(Adopted pursuant to the Ontario Not-for-Profit Corporations Act, 2010)

Table of Contents

Article 1.	Name, Head Office, and Fiscal Year	Page 1
Article 2.	Definitions	Page 1
Article 3.	Mission and Objectives	Page 2
Article 4.	Board of Directors	Page 3
Article 5.	Officers	Page 4
Article 6.	Election of Directors and Officers	Page 7
Article 7.	Code of Conduct: Board of Directors	Page 8
Article 8.	Membership	Page 8
Article 9.	Membership Fees	Page 11
Article 10.	Meeting and Quorum	Page 12
Article 11.	Committees and Duties	Page 13
Article 12.	Financial Accountability and Statements	Page 14
Article 13.	Compensation for Directors	Page 17
Article 14.	Banking Arrangements and Contracts	Page 17
Article 15.	Corporation Funds	Page 18
Article 16.	Dissolution of Corporation and Assets	Page 18
Article 17.	Constitution and By-law Amendment	Page 19
Article 18.	General Considerations	Page 20

Article 1 – Name, Head Office, and Fiscal Year

1.1 The name of the organization shall be **Spark Hope for Kids Inc.**, hereinafter referred to as the “Corporation”.

1.2 The Head Office will be situated in the Regional Municipality of Waterloo Region, Ontario, at a location within that area where the Corporation conducts its business activities from time to time.

1.3 The fiscal year of the Corporation shall be from January 1 to December 31.

Article 2 – Definitions

2.1 “Organization” means Spark Hope for Kids Inc.

2.2 “By-law” refers to this Constitution, its regulations, and any other current amended By-Laws of the Corporation.

2.3 “Articles” refers to the Corporation’s articles of incorporation, or any amendments, restatements, amalgamations, reorganizations, dissolutions, revivals, or special acts issued to it.

2.4 “Board” refers to the board of directors which is the main decision-making authority of the Corporation.

2.5 “Director” means a member of the board of directors of the Corporation

2.6 “Officer” denotes individuals serving as Chair, Vice-Chair, Secretary, and Treasurer of the Corporation. All Officers must concurrently hold the position of Director. Officers are elected by the Voting Members in accordance with the procedures stipulated in this By-law. Beyond these designated roles, the Board retains the authority to appoint additional officers as necessary to fulfill the responsibilities outlined in this By-law or as otherwise determined by the Board.

2.7 “Member” means any member of Spark Hope for Kids Inc duly admitted to membership under the terms of Article 7 of these By-Laws and whose membership has not been terminated in accordance with the Act and the By-law;

2.8 “Members” means the collective membership of the Corporation.

2.9 “Meeting of Members” means an annual meeting, a special meeting, or an annual and special meeting of members.

2.10 “Auditor” means a person permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates.

2.11 “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes, or Regulations that may be substituted from time to time.

2.12 “Income Tax Act” means the Income Tax Act (Canada), R.S.C. 1985, c.1 (5th Supp.), including any regulations made pursuant to it, and any amendments, statutes, or regulations that may be substituted from time to time;

2.13 “Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time;

2.14 “Ordinary Resolution” means a resolution that: • Is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority (50% + 1) of the votes cast, or is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.

2.15 “Special Resolution” means a resolution that is:

- submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 percent of the votes cast, or
- consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members.

Article 3 – Mission and Objectives

3.1 Mission

At Spark Hope for Kids, our mission is to empower children ages 6 to 10 years especially those from diverse and equity-deserving families — with the confidence, gratitude, and life skills they need to thrive. Through enriching programs, affirmations, gratitude practices, etiquette training, and printable resources, we foster social and emotional growth in inclusive spaces where every child can flourish, regardless of their background, income, or lived experiences.

3.2 Objectives

1.Strengthen Social–Emotional Growth and Confidence in Children Ages 6–10

- Develop and deliver programs that build self-esteem, emotional awareness, resilience, and positive identity.
- Integrate daily affirmations, gratitude practices, and reflective activities into all offerings.
- Offer structured etiquette, social-skills, and gratitude-building workshops tailored to real-life situations children face.
- Ensure children from diverse and equity-deserving backgrounds feel seen, valued, and celebrated.

2. Build Strong Communities:

- Create a supportive network for equity-deserving families to connect, share experiences, and access resources.
 - Partner with other community organizations to provide comprehensive support services.
 - Engage the wider community in efforts to promote equity and inclusion.

Article 4 – Board of Directors

4.1 Board Size

The affairs of the Corporation shall be managed by the Board of Directors of no less than three (3) and no more than seven (7) directors, who, in addition to all the powers and authority which are by this By-Law expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by Directors under the Act. Changes to the minimum or maximum number of directors shall require an amendment to this By-Law, subject to member approval as per the Ontario Not-for-Profit Corporations Act (ONCA).

4.2 Composition

The Board of Directors shall be comprised of elected officers, directors at large, and optionally ex-officio members. The positions are as follows:

1. Chair
2. Vice-Chair
3. Secretary
4. Treasurer
5. Directors at Large (3 maximum)

4.3 Qualifications and eligibility

- a. A director shall be at least 18 years of age. There shall be no restriction to residence.
- b. A director shall not be an undischarged bankrupt or found incapable by a court or under Ontario law.
- c. Only members in good standing shall be eligible to hold office.
- d. Generally, employees of the Corporation are not eligible to serve as directors. However, ONCA permits exceptions in special circumstances, provided the appointment:

Complies with ONCA's requirements for employee-directors,

- Adheres to the Corporation's Conflict of Interest Policy, and
- Receives Board approval.

4.4 Signing Officers

The Signing Officers of the Corporation shall be the:

1. Chair (Bank Accounts, Other Documents)
2. Vice-Chair (Bank Accounts, Other Documents)
3. Treasurer (Bank Accounts, Other Documents)
4. Secretary (Bank Accounts, Other Documents)
5. Any other Board member appointed by the Board. (Bank Accounts, Other Documents).
 - a) All banking transactions must be signed by two "signing officers", including, but not limited to; opening accounts, writing cheques, and approving electronic transfers.

- b) No two members of the same household shall have signing authority at the same time.
- c) Must comply with the Corporation's Financial and Accounting policies.
- d) All officers having to do with the finances or securities of the Corporation shall be bondable.

4.5 Vacation of Office (Board)

The office of Director shall be vacated if such Director:

- a. Resigns his/her office by notice in writing to the Corporation.
- b. Misses three consecutive meetings of the Board without informing the Secretary or Chair with an acceptable reason, unless the Board directs otherwise. • Fails to continue to hold the qualifications set out in **Article 4.3**.
- c. Is removed from office pursuant to **Article 4.6**.

So long as a quorum remains, the Board may appoint any qualified person to fill a vacancy on the Board, howsoever caused. Any Director so appointed shall hold office for the term allocated to the vacant position or for the unexpired term of the person who ceased to be a Director.

4.6 Removal from Office (Board)

The Board of Directors, by majority vote (50% + 1), shall have the right to recommend to the membership the removal of a Board Member from their position for any of the following reasons:

- a. Not adhering to the Codes of Conduct or Conflict of Interest policies.
- b. Absences, without acceptable reason, from three (3) consecutive Board meetings.
- c. Failure to perform the duties of his/her office as outlined in the Board's policy manual.
- d. Conduct deemed to be unbecoming to the aims and objectives of the CCAWR.
- e. Is found to be mentally incompetent or of an unsound mind.
- f. Being declared an undischarged bankrupt or being convicted of a crime. b) A Director may be removed from office by ordinary resolution (50% +1) of the members passed in the manner prescribed by the Act and such person will not be eligible to be re-elected as a Director for three years following his removal.

Article 5 – Officers

5.1 Chair

The responsibilities of the Chair shall be as follows:

1. Be chairperson of the Board and all membership meetings, setting the agenda in consultation with the Board and ensuring that meeting proceedings align with the By-laws and ONCA.

2. Serve as spokesperson for the Corporation in all matters affecting the Corporation, in accordance with Board-approved policies, or delegate this responsibility with Board approval.
3. At the request of thirty (30) members in good standing or in consultation with the Board, call Special Meetings of the Corporation.
4. Work cooperatively with the Board, Members of the Corporation, and Staff for the proper functioning of the Corporation and assume responsibility for operational oversight.
5. In conjunction with the Board, appoint Ad Hoc Committees necessary for the general administration of the Corporation, ensuring that the general membership is represented on such committees. All committee actions should be in compliance with ONCA's transparency and accountability standards.
6. Provide a written Board report at each Membership Meeting, detailing decisions and actions that impact the Corporation.
7. No later than two (2) months prior to the end of the current fiscal year, submit to the Board for approval the organization's work plan and budget, ensuring alignment with the strategic plan and reporting obligations.
8. Be an ex-officio member of all committees established by the Board, with the right to participate in all discussions and decisions, in accordance with governance principles.

5.2 Vice-Chair

The responsibilities of the Vice-Chair shall be as follows:

1. Assist the Chair in performing the duties of the office and assume responsibility in any absence or inability to serve, ensuring the continuity of leadership and alignment with ONCA's fiduciary duties.
2. Liaise with and provide direction to committees in developing and presenting cultural and educational forums and events showcasing the unique talents of our diverse communities, in accordance with the organization's strategic goals and ONCA's guidelines on committee governance.
3. Coordinate and/or carry out special projects assigned from time to time by the Board of Directors, ensuring the projects adhere to the organization's strategic plan and financial constraints.

5.3 Secretary

The responsibilities of the Secretary shall be as follows:

1. Be in complete charge of the Corporation's books, records, and documents, subject to the direction and approval of the Board of Directors, ensuring compliance with ONCA's record-keeping requirements.

2. Be responsible for handling, sorting, and responding to all correspondence, ensuring necessary distributions of such correspondence to Board Members and in compliance with communication policies.
3. Be responsible for notifying members of meetings and ensuring the timely and accurate recording and preparation of minutes of all membership and Board meetings, in compliance with the Corporations meeting and reporting protocols.
4. Be responsible for preparing a yearly calendar of the Corporation's activities to facilitate effective coordination of events and ensure compliance with ONCA's obligations for timely member notification.
5. Attend the Board and Membership Meetings of the Corporation and ensure that minutes and meeting documentation are readily accessible to the members as required.
6. Submit to the Board for approval an annual work plan and budget, three (3) months prior to the end of the current fiscal year, in line with requirement for transparency in financial planning.
7. Prepare any written correspondence on behalf of the Corporation, ensuring that all communications are consistent with the Corporation's policies and guidelines

5.4 Treasurer

The responsibilities of the Treasurer shall be as follows:

1. Be the custodian of the Corporation's funds, ensuring proper management in accordance with ONCA's requirements for financial accountability.
2. Ensure the Board's financial policies are being followed, promptly reporting any discrepancies to the Board, in compliance with the Corporations fiduciary standards.
3. Monitor and report on financial performance against the approved budget, ensuring that reports are made to the Board on a quarterly basis and to members at the Annual General Meeting.
4. Ensure the issuance of receipts for all funds received and deposit all funds into the Corporation's bank accounts no later than five (5) business days following receipt.
5. Maintain complete and accurate records of the receipts and disbursements of all funds, ensuring compliance with financial reporting standards.
6. Ensure the proper management of funds at the Corporation's functions and events.
7. Be one of the designated Signing Officers for cheques drawn on the Corporation's bank accounts, ensuring compliance with the Corporations financial authorization requirements.
8. Present financial reports to the Board of Directors and Annual General Meetings, ensuring clarity and transparency of the Corporation's financial standing.
9. Submit to the Board for approval, by December 31 of each year, the Organization's Annual Budget for the next fiscal year.

10. Submit the books of accounts for auditing at the close of the fiscal year and provide any financial information requested by the auditor.
11. Ensure that the audited financial statements are presented to the Board of Directors and membership at the Annual General Meeting, in accordance with the Corporation's financial reporting standards.
12. Call the motion at the Annual General Meeting for the appointment of the Auditor, following the Corporation's process for the auditor's appointment and removal.
13. Act as a financial resource to other committees and provide financial oversight to ensure compliance with financial governance requirements.

5.5 Director-at-large

1. Assist the Board with specific duties as assigned and report regularly to the Board on matters affecting the membership, ensuring their actions are aligned with the organization's strategic goals and fiduciary duties.
2. Coordinate and/or carry out special projects assigned by the Chair and/or the Board of Directors, ensuring that these projects are aligned with the Corporation's strategic direction and comply with transparency standards.
3. Chair any Standing or Special Committees as appointed by the Board, ensuring that committee work is reported back to the Board and membership in accordance with the Corporation's requirements for member involvement and transparency.

Article 6 Election of Directors and Officers

6.1 Nominations

- Annually, on or before December 31, the Board of Directors shall appoint a Nomination Committee consisting of three members of the Association, the majority of whom shall not be directors. No member of the Nomination Committee shall be a candidate for an elective office. The Nomination Committee shall select a slate of Officers and Directors as the Committee's nominees for election at the Annual General Meeting.
- No less than 30 days prior to each Annual General Meeting of the Members, the Nomination Committee shall compile a list of qualified nominees for the elected positions available on the Board, having regard to the provisions of this By-law and the Terms of Reference of the Nomination Committee. The list of such nominees shall be submitted to the Members, together with the notice of the Annual General Meeting. Any other member having the required qualifications may seek election as a director.
- Nominations from the floor shall be permitted during the Annual General Meeting, provided the nominee is present or has submitted written consent to stand for election.
- Should vacancies of office occur between AGMs, the board of directors may accept nominations during the year to fill director and officer roles as needed, as per ONCA.

Officers or directors could also be appointed by the board of directors and serve until the next AGM where members can confirm their position. These appointments should be approved through the vetting process.

6.2 Vetting Process

- All nominees or selected candidates must be members in good standing, as defined in these bylaws, before standing for election at the Annual General Meeting (AGM), a meeting of the members, or a special board meeting.
- The board may conduct an interview or review process to assess candidates based on qualifications, experience, and alignment with the organization's mission. Generally selected candidates should submit a statement of interest and CV for review.
- This process shall be conducted fairly and transparently, in accordance with the *Ontario Not-for-Profit Corporations Act* (ONCA) and these bylaws.

Article 7 – Code of Conduct Board of Directors

7.1 Directors shall serve without remuneration in their capacity as directors.

- **However, nothing herein shall prevent the corporation from compensating a director for services provided to the corporation in another capacity, provided that:**
 - The services are beyond the scope of the director's governance role.
 - The compensation is reasonable and consistent with fair market value.
 - The director abstains from voting on any resolution authorizing such compensation.
 - The arrangement is approved by a majority of disinterested directors.
- This provision ensures compliance with ONCA, which permits directors to be compensated for services other than acting as directors, subject to conflict-of-interest rules.
- Prepare and submit a report to the members at each quarterly and annual general meeting, maintaining transparency and fulfilling reporting requirements.
- Work with all standing committees to ensure that their annual work plans and budgets are aligned with the organization's strategic plan and presented for inclusion in the overall organizational budget, no later than two (2) months prior to the end of the current fiscal year.

Article 8 – Membership

8.1 Membership Criteria

Membership in the Corporation shall be open to any adult eighteen (18) years who resides within Ontario, their families, and any other individual who shares the aims and objectives of the

Corporation. Membership shall comply with applicable human rights legislation and shall not unlawfully discriminate based on race, religion, gender, or other protected characteristics. Membership applicants must agree to abide by the Corporation's bylaws, policies, and procedures.

8.2 Membership Classes

Subject to the Articles, there shall be three classes of Members in the Corporation:

(a) Regular (Full) Members

A Full Member shall be entitled to receive notice of, attend, participate at, and vote at all Meetings of Members of the Corporation and may hold office or be appointed to committees. Each Full Member shall be entitled to one vote at all Meetings of Members.

(b) Affiliate (Associate) Members

An Affiliate Member is a non-paying member and shall be entitled to receive notice of, attend, and participate at all Meetings of Members of the Corporation and may be appointed to committees, but may not hold office or a member of the board. An Affiliate Member shall not be entitled to vote at Meetings of Members.

(c) Honourary Members

Honourary Member shall be an individual appointed for life by resolution of the Board of Directors and shall be entitled to all privileges and services of a Full Member. There shall be no annual membership fee for an Honourary Member.

8.3 Membership Application

Membership applications shall be submitted in writing or through an approved electronic process and approved by the Board of Directors. The Board shall render a decision on membership applications within 30 days of receipt. Applicants whose membership is denied shall receive written notice of the decision, including reasons for denial, and may submit an appeal to the Board for reconsideration within 14 days.

8.4 Membership Status

Membership (Full) shall become active upon approval by the Board and payment of the required membership fee. A member in good standing has paid their membership fees, adheres to the Corporation's bylaws, and is listed as "active" on the membership roll.

8.5 Membership in Good Standing

- All Members (Full) are deemed to be in good standing except:

(a) A Member who has failed to pay the annual membership dues and special assessments, if any, when due and owing. Such a Member is not in good standing for as long as the dues and special assessments remain unpaid; or

(b) A Member who has been suspended or declared otherwise not to be in good standing pursuant to a disciplinary proceeding.

- Members in good standing shall be entitled to:

(a) Attend and vote at all Meetings of Members, subject to the provisions of these bylaws;

(b) Stand for election to the Board of Directors, if over 18 years of age; and

(c) Participate in the programs and activities of the Corporation.

A Member **not in good standing** is not entitled to call, attend, or vote at Meetings of Members.

8.6 Youth Participation

Youth under 18 years of age who are accepted on the basis of their parent's or guardian's application may apply for individual membership upon reaching the age of 18. The Board of Directors may, at its discretion, extend voting privileges to a maximum of two duly elected representatives of the youth under 18 years of age for specific matters.

8.7 Membership Termination

Membership in the Corporation ceases when:

(a) A member resigns in writing;

(b) A member's membership is terminated for non-payment of dues;

(c) Is expelled by Board resolution for cause, after receiving written notice and an opportunity to respond;

(d) A member's term of membership expires; or

(e) Fails to confirm membership within 60 days of a request.

Upon any termination of membership, all rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

8.8 Membership Records

The Corporation shall maintain an up-to-date membership list, which shall include the name, contact information, and status of each member. This list shall be used to determine eligibility to vote and receive notices.

8.9 Membership Discipline and Procedure

(a) The Board may, with 15 days' notice, resolve to discipline, suspend, or terminate a member for:

- Violating the Articles, Bylaws, or policies;
- Engaging in conduct detrimental to the Corporation's reputation or purpose; or
- Any other reasonable cause, as determined by the Board.

(b) The notice shall state the reasons, and the member may submit a written response at least five (5) days before the 15-day period ends.

(c) If a response is received, the Board shall review it and issue a final decision within ten (10) days.

(d) The Board's decision is final and binding, subject to the Act.

Article 9 – Membership Fees

9.1 Annual Membership Fees

Annual membership fees shall be determined by the Board of Directors and submitted for ratification at the next Annual General Meeting or Special Meeting of Members. Members shall be notified of proposed changes to membership fees at least 30 days before the meeting where the changes will be considered.

9.2 Payment of Fees

Membership fees are due and payable at the beginning of the fiscal year. A member who has not paid their fees within 90 days of the due date shall be considered delinquent. Delinquent members shall be provided with written notice and a 30-day grace period to rectify the non-payment before being removed from the active membership list.

9.3 Financial Hardship

The Board of Directors may, at its discretion, waive or reduce membership fees for members who demonstrate financial hardship. Such decisions shall be made in a fair and equitable manner and documented in the Corporation's records.

Article 10 – Meeting and Quorums

10.1 Quorum:

The minimum number for quorum shall be determined by the current board complement. A minimum of 30% of the current board complement shall be used as a guideline. Specifically, a quorum of five (5) members of the Board shall constitute a quorum for any meeting of the Board that has a complement of 10 or greater. A minimum of three (3) members shall constitute a quorum when the board complement is less than 10.

10.2 Competence of Meeting with Quorum:

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities and powers vested in or exercisable by the Board.

10.3 Voting Process:

Questions arising at any meeting of the Board shall be decided by a simple majority of votes. In the case of an equality of votes, the Chair shall cast a deciding vote. A Director disagreeing with the majority at a meeting may have their dissent recorded, along with the reasons therefor.

10.4 Summoning Meetings:

Meetings of the Board may be summoned by the Chair or at the written request of any three (3) Directors. A meeting of the Board may be called on 48 hours notice, given verbally or in writing by means of telephone, facsimile, email, or any other means of communication.

10.5 Resolutions by Written Consent:

A resolution signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Electronic approval shall be considered equivalent to a signed approval.

10.6 Voting Members Addressing the Board:

Voting Members may request to attend a Board Meeting to address a specific matter by submitting written notice at least seven (7) days in advance. The Chair will confirm the meeting details in writing. The Board may limit speaking time, and attending members will not have voting rights.

Article 11 – Committees and Duties

The Board shall have the authority to, from time to time and at its discretion, establish **Standing Committees** and **Special Committees** to further the Corporation's goals, objectives, and strategic direction. The Board may determine the scope, functions, and responsibilities of each committee, subject to the provisions of these bylaws and applicable laws.

11.1 Functions, Duties, and Terms of Reference

Subject to the *Ontario Not-for-Profit Corporations Act* (ONCA), the specific functions, duties, and terms of reference for each Committee shall be determined by the Board. These shall align with the strategic priorities and mission of the Corporation.

11.2 Committee Terms of Reference

- Each Committee shall have a written Terms of Reference (TOR), outlining its mandate, objectives, roles, responsibilities, and scope of authority. The TOR should be reviewed and updated regularly to ensure alignment with the evolving goals of the Corporation.
- **Annual Work Plan:** Each committee shall prepare an Annual Work Plan that outlines its key activities, timelines, and expected outcomes for the year. This work plan shall be approved by the Board and serve as the framework within which the committee operates.

11.3 Committee Leadership and Reporting

- **Committee Chairs:** All Standing Committees shall be chaired by a Director, who shall be responsible for leading the committee, ensuring adherence to the Terms of Reference, and overseeing the implementation of the committee's work plan. The Committee Chair is accountable to the Board for the committee's performance and activities.
- **Committee Composition:** The composition of each committee, including the number of directors and non-director members (if applicable), shall be determined by the Board. The Board may decide to include individuals from outside the Corporation, such as experts or community stakeholders, depending on the committee's focus and needs.
- **Reporting to the Board:** Each Committee must give regular updates on its activities, decisions, and progress towards its goals in the Terms of Reference and Annual Work Plan. They should submit a written report to the Board at least once a quarter, or as requested by the Board, covering key activities, achievements, and any suggestions for further action. Committees must also report any major issues to the Board.

11.4 Committee Authority and Limitations

- **Delegation of Authority:** The Board can give Committees the power to handle certain tasks as described in their Terms of Reference. However, if a Committee wants to make a decision or take action beyond what is allowed in their Terms of Reference, they must get approval from the Board. This ensures the Board has control over important organizational decisions.
- **Approval of Events or Functions:** If a Committee wants to do something not included in its approved work plan or Terms of Reference, it must submit a detailed proposal to the Board. The proposal should explain how the activity aligns with the Corporation's mission, goals, and objectives.

11.5 Committee Participation and Accountability

- **Committee Membership:** The Board will decide each Committee's membership, which can include both directors and non-directors. Non-director members may be chosen for their expertise or community involvement, as long as it aligns with the committee's purpose and the Corporation's goals.
- **Conflict of Interest:** Committee members must adhere to the Corporation's Conflict of Interest Policy and disclose any personal or professional interests that may conflict with their duties on the Committee.

11.6 Committee Meeting Procedures

- **Meetings:** Committees shall meet as necessary to carry out their work, and the frequency of meetings shall be determined by the Committee Chair in consultation with the Board. Meetings may be held in person or through electronic means, such as video or teleconference.
- **Quorum:** A quorum for Committee meetings shall be determined by the Committee's Terms of Reference. If not specified, a simple majority of the Committee members shall constitute a quorum.

Article 12 – Financial Accountability and Statements

12.1 Financial Management

The Board of Directors shall ensure that the financial management of the Association follows applicable laws, regulations, and standards, ensuring the proper handling of all funds and the safeguarding of assets. The Board shall implement policies and procedures that promote transparency, accountability, and good financial practices in all aspects of the Association's financial dealings, as per the Association's current Financial and Accounting Policies.

12.2 Financial Statements

1. **Annual Financial Statements:** The Association shall prepare and present annual financial statements that reflect the financial position of the Association. These statements shall be in accordance with generally accepted accounting principles (GAAP) or other recognized standards, and shall include:

- Balance Sheet (Statement of Financial Position)
- Statement of Income (Statement of Operations)
- Statement of Changes in Equity
- Statement of Cash Flows (if applicable)

2. Audit or Review:

- An independent auditor or accountant will review the financial statements and provide an opinion on their accuracy.
- If required by law or the Board, the Association will hire an external auditor to conduct a full audit.
- The auditor's report will be presented to the Board and included in the AGM materials for Member review.

12.3 Financial Reporting

1. *Annual Reports:* The Treasurer shall provide the Board of Directors with financial reports on a quarterly basis, and a comprehensive annual report, which will include a summary of income, expenses, and a breakdown of funds in each of the Association's accounts.

2. *Public Disclosure:* The Association shall make available to the public, members, and other stakeholders its financial statements and audit reports, in accordance with privacy laws and as appropriate. This can include making the documents available on the Association's website or distributing them to members upon request.

11.4 Budgeting and Financial Planning.

12.4 Budgeting and Financial Planning

1. Annual Budget: The Board of Directors shall approve an annual budget before the start of each fiscal year, which shall reflect the expected income, expenditures, and allocation of funds to various programs and activities. The budget shall be prepared by the Treasurer and presented to the Board for review and approval.

2. Monitoring and Adjustments: The Treasurer shall monitor the financial activities and report regularly to the Board to ensure that the Association remains within its budget and that financial goals are being met. Any substantial deviations from the budget shall be brought to the attention of the Board, and adjustments may be made with the Board's approval.

12.5 Internal Controls

The Board of Directors shall establish internal controls to ensure that all financial transactions are properly authorized, recorded, and tracked. See *Financial and Accounting Policy*. These controls shall include, but not be limited to:

- Segregation of duties to prevent any individual from having control over both the receipt and disbursement of funds.
- Regular reconciliations of bank accounts and financial records.
- Proper authorization for expenditures and fund transfers.
- Oversight of financial operations by the Board or a designated Finance Committee.

12.6 Reserves and Contingencies

The Association may establish a reserve fund to ensure financial stability and provide for unforeseen expenses or emergencies. The amount to be reserved, the criteria for its use, and the management of such reserves shall be determined by the Board, in consultation with the Treasurer.

12.7 Conflict of Interest

Board members, officers, and employees must disclose any potential conflicts of interest related to financial matters of the Association, as per *Conflict of Interest Policy*. Any individual with a conflict shall recuse themselves from decision-making processes related to those financial matters.

12.8 Compliance and Legal Requirements

1. The Board shall ensure that the financial operations of the Association comply with all applicable laws, including the ***Ontario Not-for-Profit Corporations Act (ONCA)***, the ***Income Tax Act*** (for charitable status, if applicable), and other relevant federal, provincial, and local regulations.
2. The Treasurer shall ensure that all necessary filings, including tax returns, financial disclosures, and any other required documents, are submitted in a timely and accurate manner.

12.9 Record Keeping and Retention

1. The Association shall retain financial records for a minimum of seven (7) years or as otherwise required by law.
2. The Treasurer shall be responsible for maintaining accurate and up-to-date financial records, including receipts, bank statements, invoices, and other supporting documents.

Article 13 – Compensation of Directors

13.1 Compensation for Directors

Directors shall serve without remuneration in their capacity as directors.

13.2 Exceptions to Compensation

However, nothing herein shall prevent the corporation from compensating a director for services provided to the corporation in another capacity, provided that:

- The services are beyond the scope of the director's governance role.
- The compensation is reasonable and consistent with fair market value.
- The director abstains from voting on any resolution authorizing such compensation.
- The arrangement is approved by a majority of disinterested directors.

This provision ensures compliance with ONCA, which permits directors to be compensated for services other than acting as directors, subject to conflict-of-interest rules.

These by-laws may be amended by a two-thirds (2/3) majority vote of members at a meeting duly called for that purpose, subject to ONCA requirements.

Article 14 – Banking Arrangements and Contracts

14.1 Signing of Documents All deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation shall be signed by any two officers or Directors or in accordance with the Corporation's Financial Authorization Policy. The Board may, from time to time, specify the way and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

14.2 Authority to Execute The Board shall maintain a record of individuals authorized to execute specific documents or categories of documents and shall ensure such individuals are clear about their responsibilities and limitations. This is in keeping with maintaining clarity and accountability in all legal and financial matters.

14.3 Designated Banking Institutions The banking business of the Corporation shall be transacted at a financial institution (e.g., a bank, trust company, or another firm or corporation carrying on a banking business) as designated and appointed by the Board of Directors. This designation may apply to one or more institutions, and such decisions shall be reviewed periodically by the Board.

14.4 Authorized Signatories The Corporation's banking business, including the operation of accounts and the execution of financial transactions, shall be conducted by officers or individuals

designated by the Board of Directors. These individuals shall act in accordance with the Board's resolutions and may include staff members or other representatives authorized to manage specific accounts or types of transactions.

Article 15 – Corporation Funds

15.1 The Operating Fund shall:

1. Be administered by the Board of Directors and managed by the Treasurer.
2. Be for the sole purpose of funding the operating and regular/recurring expenses of the Corporation.
3. Be maintained by the raising of funds through donations, fundraising activities, gifts, membership dues, or grants.

Article 16 – Dissolution of Corporation & Assets

16.1 Dissolution of the Corporation

In the event that the Corporation is dissolved or ceases to operate, the dissolution shall be carried out in accordance with the provisions of the Ontario Not-for-Profit Corporations Act (ONCA), and any applicable laws governing the dissolution of non-profit corporations in Ontario.

16.2 Payment of Debts and Liabilities

Upon dissolution, the Board of Directors shall ensure that all debts, liabilities, and obligations of the Corporation are settled. This includes the payment or provision for payment of all outstanding financial obligations, including loans, accounts payable, taxes, and any other obligations owed by the Corporation at the time of dissolution.

16.3 Distribution of Remaining Assets

After all debts and liabilities have been satisfied, any remaining assets of the Corporation shall be distributed to one or more charitable organizations that:

- Are registered as charitable organizations under the ***Income Tax Act (Canada)*** or, if not registered, are recognized as carrying on charitable activities;
- Support the purposes and objectives of the Corporation as outlined in its Articles of Incorporation and By-laws;

- Operate solely within Canada.

The selection of the recipient(s) of such assets shall be made by the Board of Directors at the time of dissolution. If the Board is unable to make a determination, the General Membership may vote to choose the recipient(s) in accordance with the Corporation's dissolution procedures.

16.4 No Distribution to Members or Directors

In accordance with the requirements of the *Ontario Not-for-Profit Corporations Act* (ONCA), no part of the assets of the Corporation shall be distributed to any of its members, directors, officers, or any other person, except as compensation for services rendered or as reimbursement for reasonable expenses incurred in the performance of their duties for the Corporation.

16.5 Compliance with ONCA and Applicable Laws

The Corporation will comply with all requirements of the *Ontario Not-for-Profit Corporations Act* (ONCA) regarding the dissolution process, including filing the necessary documents with the appropriate government authorities and ensuring that all legal obligations are fulfilled. Any actions taken in the dissolution process will be subject to the oversight of the Board, the General Membership, and applicable governmental authorities.

Article 17 – Constitution and By-law Amendments

17.1 Amendment of the Constitution

The Constitution may be amended at an Annual General, Quarterly, or Special Meeting of the Corporation by a special resolution passed by a two-thirds majority of Regular Members present and voting, provided seven days' written notice of the proposed amendment was submitted to all Members.

17.2 By-law Amendments, Repeals, or Changes

Unless otherwise provided by the Act, the Articles, or any By-law, the Directors may make, amend, or repeal any By-law by resolution. These changes are effective upon Board approval, except for matters specified in subsections 103(1)(g), (k), and (l) of the ONCA Act, which require confirmation by Members.

- The amendment or repeal will remain effective if confirmed by the Members entitled to vote at the next Annual Meeting or Special Meeting.
- If the amendment or repeal is not confirmed by the Members, it will cease to have effect.
- A subsequent resolution with substantially the same purpose cannot take effect until it is confirmed by the Members at a meeting.

17.3 Effect of Repeal

Repealing any By-law, in whole or in part, does not affect the validity of any actions, rights, privileges, obligations, or liabilities acquired or incurred under that By-law prior to its repeal, including any contracts, agreements, or financial obligations.

Article 18 – General Considerations

18.1 Political Affiliation

All members of the Board shall be politically non-partisan in any dealings on behalf of the Corporation.

18.2 Honorarium

The Board of Directors may, by resolution, pay an honorarium to any volunteer of the Corporation, with the amount and timing to be determined by the Board.

18.3 Administrative Authority

The General Membership shall be the ultimate source of authority. The Board of Directors manages the organization on behalf of its members, formulating and recommending policies to the General Membership for consideration.

18.4 Roberts Rules of Order

These rules shall constitute the parliamentary authority of the Corporation.

18.5 Dissolution of the Organization

In the event of the dissolution of the Corporation, after payment of all debts and liabilities, any remaining assets will be distributed to charitable organizations that support the values and goals of the Corporation and operate solely within Ontario.

18.6 Discrimination Prohibited

Discrimination on the grounds of race, creed, color, national origin, political or religious affiliation, sex, sexual orientation, marital status, family relationship, and disability is prohibited by or within the Corporation.

18.7 Corporate Seal

The Corporation does not adopt the use of a corporate seal.

18.8 Financial Year End

The financial year-end of the Corporation shall be determined by the Board from time to time. As of the adoption of this By-law, the financial year-end of the Corporation is **December 31st**.

18.9 Categorization under the Act

The Corporation shall monitor its status as a Public Benefit Corporation or Non-Public Benefit Corporation under the Act.

- "Public Benefit Corporation" means:
 - a charitable corporation, or
 - a non-charitable corporation receiving more than \$10,000 or another prescribed amount in a financial year in the form of donations or gifts from non-members, or grants from government or related agencies.
- A Non-Public Benefit Corporation is one that does not meet the criteria for a Public Benefit Corporation.

18.10 Policies

The Board may adopt, amend, or repeal operating policies that are not inconsistent with any By-law of the Corporation, covering matters such as committee terms of reference, officer duties, codes of conduct, conflict of interest, volunteer recruitment, and procedural requirements. Any operating policy adopted by the Board will remain in effect until amended, repealed, or replaced by a subsequent resolution of the Board.

18.11 Invalidity of any Provision of This By-Law

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