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Bylaws



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Scarborough Food Security Initiative

Bylaws

REVISED: October 2020



BYLAW NO. 1

WHEREAS by Letters Patent dated the 21st day of April 2020, Scarborough Food Security Initiative was incorporated.

BE IT ENACTED as a bylaw of the Scarborough Food Security Initiative, as follows:

ARTICLE 1 – INTERPRETATION

1.01 In this bylaw and all other bylaws and resolutions of the Scarborough Food Security Initiative, unless the context requires otherwise:

- (a) The singular includes the plural;
- (b) The masculine gender includes the feminine;
- (c) “Board” means the Board of Directors of the Scarborough Food Security Initiative;
- (d) “Corporation” means the Scarborough Food Security Initiative;
- (e) “Letters Patent” means the Letters Patent of the Corporation, and, any and all Supplementary Letters Patent granted to the Corporation; and
- (f) “Corporations Act” means the Corporations Act, R.S.O. 1980, c. 95, as amended and any statute enacted in substitution therefore from time to time.

1.02 All terms defined in the Corporations Act have the same meanings in this bylaw and all other bylaws and resolutions of the Corporation.

ARTICLE II – HEAD OFFICE

2.01 The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

ARTICLE III – SEAL

3.01 The seal impressed on the cover page of this bylaw shall be the corporate seal of the Corporation.



ARTICLE IV – MEMBERSHIP

- 4.01 **Membership Classes.** Every member of the Corporation shall be Community Members, Member Emeritus or Honourary Member of the Corporation. All classes of membership in the Corporation are equal except as set out in this bylaw.
- 4.02 **Community Members.** Any person invited by the Board of Directors to be an advisor in the Corporation.
- 4.03 **Members Emeritus.** The Board may, from time to time, in its absolute discretion, appoint any person who is not an incorporated or unincorporated association as a Member Emeritus of the Corporation. Members Emeritus are considered Members of the Corporation until they die.
- 4.04 **Honourary Members.** The Board may, from time to time, in its absolute discretion, appoint any person as an Honourary Member of the Corporation. The membership of any person appointed as an Honourary Member of the Corporation shall expire on the date of the Annual General Meeting next following the date of such appointment. At the discretion of the Board, this Membership may be renewed for another year term.
- 4.05 **Membership Dues.** There will be no Membership Dues for our organization
- 4.06 **Membership Year.** Each member's membership shall be in effect for a Five-year period beginning from the date of joining the Corporation.
- 4.07 **Eligibility of Members.** Any applicant for Community Members in the Corporation shall become a member of the Corporation upon:



- (a) applying to the Corporation in writing, stating which class of membership in the Corporation is being sought;
- (b) approval of the applicant as a member of the Corporation by the Board or its delegate.

4.08 **Termination of Membership.** All Community Members Emeritus and Honourary Memberships in the Corporation are not transferable and any such membership automatically terminates:

- (a) on the resignation of the member as a member of the Corporation submitted in writing and accepted by the Board;
- (b) on the death of a member;
- (c) on the passing of a resolution by a two-third majority of the members voting at any meeting of the members of the Corporation or the Board of Directors.

4.09 **Termination of Member Emeritus Membership.** All Members Emeritus Memberships in the Corporation are subject to Section 4.08 except that no Member Emeritus Membership shall be terminated pursuant to subparagraph (c) of Section 4.08.

4.10 **Eligibility for Office.** Except as limited in Section 5.03 of this bylaw, each voting member is eligible for election to the Board and election or appointment, as the case may be, to any other office of the Corporation.



ARTICLE V – DIRECTORS

- 5.01 **Board of Directors.** The affairs of the Corporation shall be managed by the Board that shall consist of a minimum of three (3) directors, each of whom at the time of election or within ten (10) days thereafter and throughout the term of office shall be an Community Member or Member Emeritus of the Corporation.
- 5.02 **Terms of Office.** Director shall be elected at the Annual General Meeting each year, and, shall take office immediately upon election. Members of the Board of Directors may serve a maximum of three (3) consecutive three (3)-year terms, after which they must be absent from the Board for a minimum of one (1) year.
- 5.03 **Eligibility.** Each candidate for director shall be a person who:
- (a) is at least eighteen (18) years of age;
 - (b) does not have an undischarged bankruptcy;
is not a mentally incompetent person; and
 - (c) is an Community Member or Member Emeritus of the Corporation.
- If a director or candidate for director becomes bankrupt or a mentally incompetent person, he or she thereupon ceases to be a director or to be eligible to be a director, as the case may be.
- 5.04 **Consent of Director.** A person who is elected or appointed a director is not a director of the Corporation unless: he or she was present at the meeting where he or she was elected or appointed and did not refuse to act as a director; or
- (a) where he or she was not present at the meeting where he or she was elected or appointed, but he or she
 - (b) consented to act as a director of the Corporation, in writing, either prior to his or her election or
 - (c) appointment, or, within thirty (30) days following his or her election or appointment.
- A person who is elected or appointed as director and refuses under clause (a) or fails to consent under clause (b) shall be deemed not to have been elected or appointed as a director of the Corporation.



5.05 **Obligations of Directors.** Board members must abide by the policies set out in the Scarborough Food Security Initiative's Governance Policy.

5.06 **Removal of Directors.** Directors can be removed from the board for not meeting the eligibility requirements (Section 5.03) or directors' obligations (Section 5.05). The Board, at its discretion, may also remove any officer from his/her position by a Board resolution passed by a majority vote. Any vacancy on the Board so created shall be filled in the manner prescribed in Section 5.07 of this bylaw.

5.07 **Vacancies.** Any vacancy occurring in the Board shall be filled for its unexpired term by having the remaining directors of the Corporation in office designate a suitable individual and vote them onto the Board at a regular Board meeting by the approval of the majority of directors, or if urgent, in a telephone or e-mail vote to directors taken between meetings. Vacancies can also be filled at an Annual General or special meeting of the members by a majority of votes cast at that meeting.

5.08 **Non-remuneration of Directors.** No director shall receive remuneration from the Corporation for services except reimbursement for reasonable expenses incurred while discharging his or her duties as director of the Corporation.

5.09 **Conflict of Interest.** Every director is in a fiduciary relation with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in his or her dealings with it or on its behalf. No director shall place himself or herself in a position where there is a conflict between his or her duties as director and his or her other interests. Directors who have, or could reasonably be perceived to have a conflict of interest with respect to the affairs of the Corporation, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if already serving as a Director, when the possibility of this conflict is realized. A conflict of interest does not preclude a member from serving as a director provided he/she withdraws from decision making pertaining to that interest, and that such withdrawal is duly recorded.



- 5.10 **Protection of Directors.** Every director of the Corporation and their heirs, persons with powers of attorney or executors and administrators over estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default

No director for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or any officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be put out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or affects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his or her respective office or in trust or in relation thereto unless the same shall happen by or through his or her own willful act or his or her own willful default.

ARTICLE VI – BOARD MEETINGS

- 6.01 **Quorum.** A quorum for the transaction of business at any meeting of the Board shall be a majority of the directors of the Board of which at least two (2) directors shall be officers of the Corporation. Only those directors present in person or virtually or present by telephone, or has authorized another Board Member in writing to vote on their behalf shall be counted in determining whether or not a quorum is present.
- 6.02 **Number of Meetings.** The Board shall hold meetings at least five (5) times in each fiscal year.



- 6.03 **Calling of Meetings.** Meetings of the Board may be called at any time by the Board, the Chair at his or her behest, or at the request of three (3) or more directors.
- 6.04 **Location of Meetings.** Meetings of the Board may be held virtually or any location as designated in the notice calling the meeting.
- 6.05 **Notice to Directors.** Notice of Board meetings shall be delivered, mailed, e-mailed or telephoned by the Secretary or his or her delegate to each director not less than three (3) days before the meeting is to take place. The declaration of the Secretary or Chair that notice has been given pursuant to this bylaw shall be sufficient in giving of such notice. No formal notice of a meeting is necessary if all of the directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.
- 6.06 **Regular Meetings.** The Board may designate one or more days in any month or months of the year as the date or dates on which regular meetings of the Board will be held at a place and time named. If this is done, and proper notice is given, no individual notice of any regular Board meeting need be given. The Board shall hold a meeting within thirty (30) days following the annual general meeting of the Corporation for the purposes of organization, the election and appointment of officers, and, the transaction of any other business.
- 6.07 **Voting.**
- (a) **At Board Meetings.** So long as a quorum is present and unless otherwise required by this bylaw, questions arising at any meeting of the Board shall be decided by a majority of the directors present, and voting. Proxy voting is permitted, provide a written proxy is submitted to the Chair atleast 24 hours prior to the meeting. At all meetings of the Board, every question shall be decided by a show of hands unless a written poll on the question is required by the Chair or requested by any director. In the event that there is a tie vote, the Chair may cast a deciding vote. The declaration of the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the result; proof of the number or proportion of votes recorded in favour of or against the resolution is not required.
- (b) **Between Board Meetings.** When there are matters of an urgent nature that arise between Board meetings that require a resolution to be made and passed by the entire Board, a vote can be held by telephone and/or e-mail. In the event that there is a tie, the Chair will cast the deciding vote. All resolutions made between Board meetings will be formally ratified at the next regular Board meeting and noted in the minutes.



- 6.08 **Minutes.** The Secretary of the Corporation or other individual appointed by the Chair shall act as recording secretary at a meeting of the Board. The minutes at each Board meeting shall be submitted to the Board for its approval at the next following board meeting.
- 6.09 **Ex Officio Directors.** The Board may appoint any such persons as *ex officio* directors of the Corporation for a term expiring on the next annual general meeting of the members of the Corporation. All *ex officio* directors of the Corporation shall not be entitled to vote on any matter before the Board. *Ex officio* directors shall not be counted in determining whether a quorum is present at any meeting of the Board. The Corporation's Executive Director and Founder of The Corporation is considered a permanent *ex officio* member of the Board.

ARTICLE VII – EXECUTIVE OFFICERS

- 7.01 **General.** The Board shall annually, or as often as may be required, elect Executive Officers, including one Chair of the Board, one Secretary and one Treasurer. One person may hold more than one office except the offices of Chair of the Board. If the same person holds the offices of Secretary and Treasurer, he or she shall be known as the Secretary-Treasurer. The Board may appoint such other officers as it considers necessary, and, all officers shall have, in addition to those powers set out in this bylaw, the authority to perform the duties prescribed by the Board from time to time. The Board may, by resolution, remove at its discretion any officer of the Corporation.
- 7.02 All officers appointed by the Board shall be members of the Corporation.
- 7.03 Notwithstanding Section 7.02, the Chair of the Board, Secretary and Treasurer shall be directors of the Corporation.
- 7.04 **Chair of the Board.** The Chair of the Board shall exercise continuing general supervision over the business and affairs of the Corporation and shall preside at all meetings of the Board, including Executive Committee meetings. The Chair shall, when present, preside at all Annual General and special meetings of members of the Corporation. He or she shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by resolution of the Board or as are incidental to his or her office. The Chair shall be an *ex officio* member of all committees and oversee the progress of work on committees, ensuring their efficient and timely operation.



Term of office for the Chair is two (2) years, but it can be extended to four (4) years upon election by the Board of Directors at a Board meeting.

- 7.05 **Vice-Chair.** When the Chair is absent or unable to act, the Vice-Chair may exercise all of the powers and duties of the Chair. The Vice-Chair shall also perform the other duties prescribed from time to time by the Board or incident to his or her office. In the event that the Corporation has appointed more than one Vice-Chair, the Vice-Chairs so appointed shall determine which Vice-Chair shall act in the absence of the Chair. In the event that the Chair and all Vice-Chairs of the Corporation are absent or unable to act, the Board may nominate one of its members to preside as Acting Chair, and, while so acting, the Acting Chair shall have all of the powers and duties of the Chair. Term of office for a Vice-Chair is two (2) years.
- 7.06 **Secretary.** The Secretary shall perform or cause to be performed all secretarial functions for the Board and Executive Committee of the Board. The Secretary shall keep or cause to be kept a correct record of the proceedings and transactions of all meetings of the members, the Board and the Executive Committee of the Board. The Secretary shall ensure the delivery of all notices required to be given to members, directors and others. The Secretary shall ensure that the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation are all securely stored. The secretary shall perform the other duties from time to time prescribed by the Board or incident to his or her office. Term of office for the Secretary is two (2) years.
- 7.07 **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall keep or cause to be kept full and accurate accounts of all receipt and disbursements of the Corporation in proper books of account. He/she shall deposit or cause to be deposited all monies or valuable effects in the name and to the credit of the Corporation in such banks, trust companies or other financial depositories as may, from time to time, be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board, taking proper vouchers therefore, and shall render to the Board, whenever required of him or her, an account of all of his or her transactions as Treasurer of the Corporation and of the financial position of the Corporation. He or she shall co-operate with auditors and the bookkeeper for the Corporation. The Treasurer shall perform the other duties from time to time prescribed by the Board or incidental to his or her office. The term of office for Treasurer is two (2) years, but can be extended to three (3) years upon election by the Board of Directors at a Board Meeting



7.08 Notwithstanding terms outlined in Sections 7.04 - 7.08, no person shall act as an officer or officers for more than two (2) consecutive two-year terms or four (4) if extended by the Board.

ARTICLE VII – EXECUTIVE COMMITTEE

- 8.01 **Membership.** The Executive Committee of the Board shall consist of the Chair, Vice-Chair(s), Secretary and Treasurer of the Corporation together with any other officers of the Corporation as the Board may appoint.
- 8.02 **Powers Between Board Meetings.** During the intervals between the meetings of the Board, the Executive Committee shall possess and exercise (subject to any regulations which the Board may from time to time impose) all of the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts as must be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of the Corporation in all cases in which specific directions shall not have been given by the Board.
- 8.03 **Meetings.** Any member of the Executive Committee may call a meeting of the Executive Committee provided that the rules of procedure that the Executive Committee may establish from time to time regarding notice are respected.
- 8.04 **Quorum.** A quorum for the transaction of business at any Executive Committee meeting shall be no less than a majority of its members. The Executive Committee may fix its own rules of procedure from time to time.
- 8.05 **Minutes.** The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by them, and, the minutes shall be submitted to the Board as soon as practicable.

ARTICLE IX – EMPLOYEES

- 9.01 The Board may hire any persons as employees of the Corporation.
- 9.02 Any person hired by the Corporation as an employee shall not act as a director of the Corporation during his or her term of employment.
- 9.03 **Executive Director.** The Board may appoint an Executive Director who shall be responsible for the general management of the day-to-day administrative affairs of the Corporation, subject to the direction of the Board.



The Executive Director shall attend all meetings of the Board including meetings of the Executive Committee in an advisory capacity only and shall be entitled to participate in all Board discussions. The Executive Director shall be considered an *ex officio* member of the Board and Executive Committee and shall not be entitled to vote on any issue before the Board.

9.04 **Terms of Employment.** The terms of employment and wages of all permanent employees of the Corporation shall be determined by the Board.

ARTICLE X – COMMITTEES AND ADVISORY COUNCILS

10.01 **Establishing committees and advisory councils.** The Board may, from time to time, by bylaw or resolution, establish permanent and ad hoc committees and advisory councils. Such committees and advisory councils shall have such powers and duties as the Board may determine. Except as otherwise provided in this bylaw:

- (a) The Chair of each committee or advisory council should be a director but exceptions could be made with approval of the board;
- (b) Other members of each committee or advisory council may, but need not, be directors or members of the Corporation;
- (c) Members of each committee shall be appointed by the Chair of such committee and be approved by the Board;
- (d) Each committee shall keep minutes and records, shall report to the Board at regular intervals or at any time upon request, and, shall be responsible to the Board; and
- (e) Each committee shall have the power to appoint one or more sub-committees.

10.02 **Recommendations.** Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to such committee by the Board.

10.03 **Duties of Committees.** The duties of each committee shall include, but not be limited to all of the responsibilities assigned to it by bylaw or by resolution. The Board may at any time by resolution assign additional responsibilities to a committee.



- 11.05 **Quorum.** A quorum for the transaction of business at any annual general or special meeting of Corporation members shall be four (4) members who are present in person and all members who are represented by proxy at the meeting.
- 11.06 **Voting.** Each Individual, Senior, Not-for-Profit Group/Organization, Corporate, Members Emeritus the Corporation as of the record date shall be entitled to one vote on each question put to the members at any annual or special meeting of the members. Individual, Senior, Not-for-Profit Group/Organization, Corporate and Members Emeritus of the Corporation may be present in person or represented by proxy. Honourary and Youth Members shall not be entitled to vote at any meeting of members. Unless otherwise required by the provisions of the Corporations Act or this bylaw, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by the members present, in person or by proxy.
- 11.07 **Show of Hands.** At all annual general and special meetings of members, every question shall be decided by a show of hands unless a written poll is required by the Chair or requested by any member. Whenever a vote by a show of hands is called, a declaration by the Chair that a resolution has been carried or lost by a 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.
- 11.08 **Polls.** If at any meeting, a written poll is required on the election of a Chair, then the poll must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the same manner, either at once or later in the meeting as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.
- 11.09 **Minutes.** The Secretary of the Corporation or other individual appointed by the Chair shall act as recording secretary at all meetings of Corporation members. The minutes at each members' meeting shall be submitted to the members for their approval at the next following members' meeting.
- 11.10 **Chair.** In the absence of the Chair of the Board or the Vice-Chairs, the members present at any annual general or special meeting of members shall choose another director to be Acting Chair, and, if no directors are present or if all of the directors present decline to act as Acting Chair, the members present shall choose one of their number to act as Acting Chair.



11.11 Adjournments. Any annual general or special meeting of the Corporation may be adjourned at any time. All formal business must be conducted before the meeting is officially adjourned.

ARTICLE XII – AUDITORS

12.01 Appointment. At the annual general meeting of the Corporation, the members shall appoint a qualified Auditor who is independent of the organization to hold office until the next annual general meeting. If no such appointment is made, the Auditor in office shall continue in office until a successor is appointed. If necessary, the Board of Directors may appoint a different Auditor by calling for a resolution and a vote at a regular Board meeting.

12.02 Reporting. The Auditor shall report to the members on the financial statement to be laid before the Corporation at the annual general meeting and on those other matters required by the Corporations Act.

ARTICLE XIII – EXECUTION OF DOCUMENTS

13.01 Cheques, Drafts, Notes, etc. All cheques, drafts or money orders for the payment of funds and all notes and acceptances in bills of exchange shall be signed by ~~one or more~~ ^{at least one} designated Corporate signing officers as decided by the Board.

13.02 Execution of Documents. Documents, excepting those set out in Section 13.01, requiring execution by the Corporation may be signed by any two designated signing officers. All documents so signed are binding upon the Corporation without any further authorization. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

ARTICLES XIV – BANKING

14.01 The Board shall designate, by resolution, those officers and other persons authorized to transact the banking business, or any part thereof, of the Corporation with the banks, trust companies or other financial depositories carrying on a banking business that the Board has designated as the Corporation’s bankers. Those officers and other persons so designated shall have the authority set out in the resolution including, unless otherwise restricted to, the power to:

- (a) Operate the Corporation’s accounts with the bankers;



- (b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money of the Corporation;
- (c) Issue receipts for and orders relating to any property and charitable donations made to the Corporation;
- (d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

ARTICLE XV – REGISTERS

15.01 The Board shall ensure that all necessary books and records of the Corporation required by the bylaws of the Corporation or any applicable statute are regularly and properly kept.

ARTICLE XVI – BORROWING

16.01 Subject to the limitations set out in the Corporation's Act and the Letters Patent of the Corporation, and, this bylaw, the Board may authorize the:

- (a) Borrowing money on the credit of the Corporation;
- (b) Issuing, selling or pledging securities of the Corporation; or
- (c) Charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- (d) The word "securities" as used in this paragraph means bonds, debentures, or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not.

16.02 From time to time, the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to verify or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.



16.03 The powers conferred in this Article shall be deemed to be in addition to and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing bylaw.

ARTICLE XVII – FINANCIAL YEAR

17.01 The financial year of the Corporation shall terminate on April 2nd of each year.

ARTICLE XVIII – FINANCIAL CAMPAIGNS

18.01 The Board may authorize campaigns for voluntarily donated funds to support the general operations of the Corporation or any particular phase or aspect of the Corporation's operations.

ARTICLE XIX – NOTICE

19.01 **Computation of Time.** In computing the date when notice must be given under any provision in this bylaw requiring a specified number of days notice of any meeting or other event, the date of giving the notice, unless otherwise provided, shall be included in the written notice.

19.02 **Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or Corporation members, or any other notice required by this bylaw, or, the non-receipt of any notice by any director, member or the Auditor of the Corporation, or, any error in any notice not affecting its substance, does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, Corporation member or the Auditor of the Corporation may at any time waive notice of any meeting and may ratify and confirm any or all proceedings taken thereat.

ARTICLE XX – USE OF CORPORATION IDENTIFICATION

20.01 No person shall have the right to use any logo or stationery of the Corporation or appear to represent the views of the Corporation unless specially authorized by the Board to do so.

ARTICLE XXI – RULES OF PROCEDURE

21.01 Robert's Rules of Order shall apply to all meetings of the members, the Board and any committees established by the Board.



21.02 If any provision of Robert’s Rules of Order is inconsistent with this bylaw, the provisions of this bylaw shall prevail.

ARTICLE XXII – AMENDMENT

22.01 This bylaw may be amended by resolution of the directors, confirmed by a two-thirds (2/3) majority vote of the members of the Corporation voting at any annual general or special meeting officially called.

22.02 **Notice to Members.** Notice of any proposed amendment or repeal of the bylaw shall be given to each member, in accordance with procedures set out in Section 11.04 of this bylaw, at least fourteen (14) days prior to the meeting at which the repeal or amendment is to be considered.

22.03 **Proposal of amendments.** Members wishing to propose amendments to the bylaws may submit proposed amendments to the Board no later than thirty (30) days before the date of the next regularly constituted annual general or special meeting. The Board shall arrange to present the proposed amendments at the next regularly constituted annual general or special meeting of the membership.

ARTICLE XXIII – EFFECTIVE DATE

23.01 **Repeals.** Upon this bylaw coming into force, bylaws I, II, III, IV, V, VI, VII, VIII, IX, X, XI, XII, XIII, XIV, XV, XVI, XVII, XVIII, XIX, XX, XXI, XXII, XXIII, XXIV, XXV and XXVI of the Corporation are repealed provided that such repeal shall not affect the previous operation of such bylaw so repealed or affect the validity of any act or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such bylaw prior to its repeal. All officers and persons acting under such bylaw so repealed shall continue to act as if appointed under the provisions of this bylaw and all resolutions of the members or Board with continuing effect passed under such repealed bylaw shall continue good and valid except to the extent inconsistent with this bylaw and until amended or repealed.

