



CENTENNIAL COLLEGE ALUMNI ASSOCIATION INC.

BY-LAWS

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CENTENNIAL COLLEGE ALUMNI ASSOCIATION INC. - BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Centennial College Alumni Association Inc., a Corporation incorporated under the Ontario Not-for-Profit Corporations Act, as amended. The Purposes of the Corporation shall be to:

- a) Represent and advocate for the needs and interests of Alumni members;
- b) Foster a sense of community among alumni, encouraging cooperation and camaraderie that transcends graduation;
- c) Provide and promote inclusive programs, activities, and services that enhance alumni engagement;
- d) Offer opportunities for alumni's development, empowering the next generation of leaders to make meaningful contributions to society; and
- e) Act as a bridge between alumni, Centennial College, other stakeholder and educational institutions, and the broader community, prioritizing equity, inclusion, and sustainability in all our endeavors.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Not-for-Profit Corporations Act, as amended.
- b) *Association* – Centennial College Alumni Association Inc.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
- d) *Board* – the Board of Directors of the Association.
- e) *Days* – will mean days irrespective of weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- i) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or Members for which proper notice has been given.

1.3 Head Office – The head office of the Association will be located at all times within the Province of Ontario.

1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II:

MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has one (1) category of membership:

- a) The Corporation shall have one class of members ("Member"). Each Member shall have the right to one (1) vote at any meeting of the Members.

Qualifications for Membership

2.2 Regular Member –Any individual who has successfully graduated from Centennial College in the following programs:

- a) All full-time Diploma Programs
- b) All Certificate Programs and Certificate Programs within the School of Continuing Education
- c) All Apprenticeship Certificate Programs
- d) All Post Diploma Program
- e) Any other program as approved by the Board of Director

Admission of Members

2.3 Admission of Members - No individual or entity will be admitted as a Member of the Association unless:

- a) The candidate member has met the requirements defined in section 2.2 and 2.3;
- b) The candidate member has made an application for membership in a manner prescribed by the Association;
- c) The candidate member has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board; and
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member

Membership Dues

2.4 Year - Unless otherwise determined by the Board, the membership year of the Association will be April 1st – March 31st.

2.5 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors. However, the Board of Directors may elect to waive any membership dues owed by any Member, by ordinary resolution.

Withdrawal and Termination of Membership

2.6 Resignation – A Member may resign from the Association by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

2.7 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.8 Discipline – A Member's membership may be terminated by five-sixths (5/6) vote of the Board of Directors at a meeting of the Board of Directors provided the Member has been given notice before hand of the disciplinary action and has been given the opportunity to present and to be heard in accordance with the procedure set out in section 2.11.

2.9 Withdrawal and Termination - Membership in the Association is terminated when:

- a) The Member dies;
- b) The Member's term of membership expires;
- c) The Corporation is liquidated or dissolved under the Act.

2.10 Procedure - Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner. Whether the disciplinary powers in subsection 2.9 are exercised by the Board of Directors, the Association shall ensure that a Member is given:

- a) at least 15 days notice of the Board of Directors meeting, where the vote for disciplinary action or termination is taking place;
- b) written reasons for the disciplinary action or termination, at least 15 days before the Board of Directors meeting, where the vote for disciplinary action or termination is taking place; and
- c) an opportunity to be heard orally or in writing, not less than 5 days before the disciplinary action or termination of membership becomes effective.

Good Standing

2.11 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has complied with the Constitution, Bylaws, policies and rules of the Association; and
- d) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

2.12 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III

MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of the Members meetings will include Annual General Meetings and Special General Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Board, President, Chairperson, Vice-President, or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special general meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board, within the Province of Ontario. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Notice - Written notice of meetings of Members will be given to all Members not less than ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting unless the continuing meeting is set to take place 30 days after the adjourned meeting.

3.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least sixty (60) days prior to the meeting date or upon the sole discretion of the President or designate.

3.7 Quorum – Ten (10) of the voting Members will constitute a quorum.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.9 Voting Privileges – Members, who are duly registered thirty (30) days prior to a Members Meeting, including the payment of all dues, will have the following voting rights at all meetings of Members:

- a) Regular Members may attend and participate in meetings and are entitled to one (1) vote.

3.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 **Proxy Voting** - Every member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Association;
- d) Be submitted to the Registered Office of the Association at least two (2) business days prior to the meeting of the Members; and
- e) Comply with the Corporation's Proxy Policy

3.12 **Determination of Votes** - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting.

3.13 **Majority of Votes** - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV

GOVERNANCE

Composition of the Board

4.1 **Directors** – The Corporation shall have a minimum of 3 directors and a maximum of 12 directors.

4.2 **Composition of the Board** - The Board of Directors of the Association will consist of the following:

- a) President-Chair
- b) Vice-President - Internal Affairs / Vice Chair
- c) Vice-President - Finance and Partnerships
- d) Vice-President - External Affairs
- e) TDirector of Administration and Services
- f) Director of Strategic Partnerships and Development
- g) Director of Marketing and Communications
- h) Director of Special Events and Alumni Engagements
- i) Director at Large (4 positions)

4.3 **Immediate Past President** – The Immediate Past President will be an ex-officio member of the Board of Directors for a minimum of 1 year.

Election of Directors

4.4 **Eligibility** - Any Regular Member who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Association in good standing may be nominated for election as a Director. The member should also not be previously removed and/or under 4.19.

4.5 **Eligibility of President-Chair:**

(a) Any Member wishing to be nominated for election as President-Chair, must have held an elected executive position for at least one (1) term prior to being nominated for election as President-Chair. Further, any Member wishing to submit their candidacy for the President-Chair position must fulfill the requirements set out in section 4.10 (Vote of Confidence) below.

(b) Any Member wishing to be nominated for election as Vice President(s) must have held an elected a Director position for at least one (1) term year prior to being nominated for election as Vice-President(s).

4.6 **Recruitment/Nominating Committee** – The Recruitment/Nominating Committee will be comprised of the three Members of the Association as appointed by the Board of Directors. The Chair of the Recruitment/Nominating Committee will be the most senior position of the board, as set out in section 4.2

4.7 **Duties** – The Recruitment/Nominating Committee will be responsible to solicit nominations for the election

of the Board of Directors and may nominate additional candidates for the election of Board of Directors. The Recruitment/Nominating Committee may accept or refuse a candidate based on the policies and by-laws.

4.8 Nomination - Any nomination of an individual for election as a Director will:

- a) Execute the Corporation's nomination form.
- b) Resume;
- c) All of which is to be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.

4.9 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting of their intent for re-election.

4.10 Vote of Confidence - A Member wishing to submit their candidacy for the position of President-Chair must notify the Chair of the Recruitment/Nominating Committee of their intention to run for that position, at least sixty (60) days prior to the Annual General Meeting. The Board of Directors shall determine if the Member is eligible to be a candidate for the President-Chair position, using criteria established by the Board of Directors. The Board of Directors shall vote on the suitability of the Member (Vote of Confidence) at least thirty (30) days prior to the Annual General Meeting for the relevant election. If the Board of Directors vote in favour of the Member running for the President-Chair office, they shall be permitted to place their candidacy for that position.

4.11 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.12 Nominations from the Floor – Nominations from the floor for the election of Directors are permissible for positions which do not have any individual nominated in accordance with these bylaws.

4.13 Election – The election of Directors will take place as follows:

- a) The Vice-President, Director of Marketing and Communications, Chairperson and three (3) Directors at Large will be elected by the membership at the Annual General Meeting held in odd numbered years.
- b) The President, Treasurer, Secretary, Director of Special Events and two (2) Directors at Large will be elected by the membership at the Annual General Meeting held in even numbered years.

4.14 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

4.15 Terms – A Director shall serve a term of two (2) years, commencing from the Annual General Meeting at which they were elected, until the second Annual General Meeting thereafter. The Director shall hold office until:

- a) the expiry of their two (2) year term or an election; or
- b) an appointment process is held to fill their vacancy.

A Director may be eligible for re-election as a Director. However, such a Director shall only be permitted to serve for an additional four (4) cumulative terms. For greater clarity, the total amount of time served by a Director shall not exceed ten (10) years in their lifetime.

An Executive Member, which includes the President and any Vice President, shall only be permitted to serve for an additional three (3) consecutive terms.

Immediate Past President

4.16 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

- 4.17 Term of Immediate Past President – The Immediate Past President will serve a maximum term of one year, unless they resign, are removed from or vacate their office.
- 4.18 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.15, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

- 4.19 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.20 Vacate Office - The office of any Director will be vacated automatically if:
- a) The Director is absent from two (2) Board Meetings within a their election term, without reasonable notification to the President-Chair, or the Vice-President - Internal Affairs / Vice Chair, in the case of the President;
 - b) The Director is found by a court to be of unsound mind;
 - c) The Director becomes bankrupt;
 - d) Upon the Director's death.
 - e) The Director has been confirmed by the Association as a candidate for another Director or Officer position in an election.
- 4.21 Removal – An elected Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

- 4.22 Vacancy - Vacancies shall be filled as follows:
- a) Where the position of a Director becomes vacant for whatever reason, a quorum of the Board of Directors may appoint directors to fill it, unless the vacancy results from an increase in the number to the minimum or maximum number of the Board of Directors, or from a failure to elect the minimum number of directors required by the articles.
 - b) If the office of the President-Chair or any Vice-President position becomes vacant, the Board of Directors shall appoint a sitting Director to fill the vacant position until the next Annual General Meeting or Special General Meeting, duly called for that purpose.
 - c) If the Board of Directors is unable to identify a qualified internal candidate for the vacant position(s), from amongst the Board of Directors, the Board may issue a call for interest from the membership to appoint a suitable candidate, as a Director and officer, to fill the vacant position(s) until the next Annual General Meeting or Special General Meeting, duly called for that purpose.

Meetings of the Board

- 4.23 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.
- 4.24 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.25 Number of Meetings – The Board will hold at least six (6) meetings per year.
- 4.26 Quorum – At any meeting of the Board of Directors, quorum will be majority (50% + 1) of the voting Directors holding office.

- 4.27 Voting –Each Director is entitled to one vote. Voting will be by a show of hands in the case of an in- person meeting, electronically in the case of e-mail voting, or orally in the case of a teleconference meeting, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority plus one of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.
- 4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.29 Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 4.30 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 4.31 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.
- 4.32 Discipline and Disputes – The Board may make policies and procedures relating to discipline and disputes of Members, and will have the authority to discipline Members and resolve such disputes in accordance with such policies and procedures.
- 4.33 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
- 4.34 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 Composition – The Officers will be comprised of the Board of Directors elected to officers positions described below and the Alumni Administrative Coordinator as an *ex-officio officer*.
- 5.2 Duties - The duties of Officers are as follows:
- a) The President-Chair shall serve as the chief executive officer of the Association, assuming the role of chairperson at meetings of Members, the Board, and the Executive. Assume responsibility for the overall supervision of the Association's affairs and operations, overseeing its day-to-day activities and ensuring alignment with the organization's mission and objectives. Act as the official spokesperson of the Association, representing its interests and communicating its positions to external stakeholders. Provide leadership and guidance to board of directors and office staff, ensuring effective performance and adherence to established policies and procedures. Present a comprehensive report at the Annual General Meeting, outlining the Association's activities, achievements, and challenges during the preceding term. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.
- b) The Vice-President - Internal Affairs / Vice Chair will support and assist the President-Chair in all duties, assume the duties of the President in their absence, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board. They will circulate the agenda before each meeting. The Vice-President - Internal Affairs / Vice Chair will oversee administrative duties and responsibilities of the board. Adhere to the duties of a director at large ,and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

- c) The Vice-President - Finance will keep proper accounting records as required by the Act; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, provide the Board of Directors a monthly financial report of the Association. The Vice-President - Finance and Partnerships will foster strategic partnerships and plan to expand the finances of the association. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.
- d) The Vice-President - External Affairs will lead initiatives that build and execute brand, strengthen marketing and communications, industry leaders, and other influencers and stakeholders for the benefit of the association. The Vice-President - External Affairs will lead in promotion of the association's branding and awareness on College's environment, will be the lead in the implementations of key events for the association. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.
- e) The Director of Administration and Services (DAS) shall work closely with the Vice-President of Internal Affairs/Vice Chair and shall hold a vital role in the efficient operation of the Association. The DAS shall attend all meetings of the Board and undertake responsibilities related to documentation, legal matters, and record-keeping. Facilitate compliance with legal requirements and regulations pertaining to the Association's operations and activities. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.
- f) The Director of Strategic Partnerships and Development (DSPD) shall work closely with the Vice-President of Finance and Partnerships and shall serve as the primary liaison between the association and its partners. The DSPD shall collaborate with cross-functional teams to identify new opportunities and negotiate agreements that are mutually beneficial. Additionally, the DSPD shall be responsible for nurturing and growing existing partnerships to ensure alignment with Relativity and Partner's commercial, product, and strategic objectives. Maintain accurate records of partnership agreements and activities. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board.
- g) The Director of Marketing and Communications (DMC) shall work closely with the Vice-President - External Affairs, implement strategic insight, and guidance to marketing and communication of the association. The DMC shall collaborate closely with the marketing team to ensure effective communication and branding strategies that align with the Association's objectives. Oversee the growth, strategy, and implementation of social media initiatives, utilizing these platforms to enhance engagement and visibility. Remain current with advancements and changes in communication platforms, leveraging these insights to maximize the effectiveness of marketing efforts. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.
- h) The Director of Special Events and Alumni Engagement (DSEAE) shall assume responsibility for the development, implementation, and management of a comprehensive alumni program within the Association. This role entails expanding engagement opportunities and fostering increased involvement among alumni through strategic initiatives. Additionally, the DSEAE shall serve as the primary contact for special events; organize and supervise all aspects of special events, including personnel recruitment, training, and coordination to ensure successful execution. The DSEAE will also be responsible for overseeing the management of Alumni Association chapters. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.
- i) The Director at Large is pivotal in upholding the organization's mission, vision, strategic goals, and policies, dedicated to advancing its objectives consistently. Directors are entrusted with diligently executing the Board's functions, actively engaging in discussions and decision-making processes. Furthermore, they play an active role in recommending individuals with relevant skills and expertise for Board positions or other organizational roles, utilizing their networks for the organization's benefit. Directors are also expected to serve on at least one committee, offering valuable insights to drive committee goals forward, and act as

ambassadors of the alumni association, advocating for its mission and initiatives within the community. Additionally, directors are tasked with planning and executing at least one event per fiscal year, utilizing their creativity and organizational skills to foster engagement among alumni and stakeholders. They must adhere to this code of conduct, undergoing periodic reviews to ensure alignment with organizational values, and perform any other duties as may be designated by the Board, showcasing adaptability and dedication to the organization's overall success. Perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

5.3 **Removal** – An Officer may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at such a meeting.

Executive Committee

5.4 **Executive Committee** – The Executive Committee will be comprised of the Officers.

5.5 **Call of Meeting** – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.6 **Number of Meetings** – The Executive Committee will hold at least six (6) meetings per year.

5.7 **Quorum** – Quorum will be two-thirds (2/3) of the Executive's voting members.

5.8 **Voting** – Each Executive Committee member is entitled to one vote, excluding the Alumni Administrative Coordinator who is not entitled to vote. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority plus one of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.

5.9 **Closed Meetings** – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.10 **Appointment of Committees** – The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.11 **Quorum** – A quorum for any committee will be the majority of its voting members.

5.12 **Terms of Reference** – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.13 **Vacancy** – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.14 **President Ex-officio** – The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.15 **Removal** – The Board may remove any member of any Committee.

Remuneration

5.16 **No Remuneration** – All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.17 **Conflict of Interest** – A Director, Officer, Executive Committee member or member of a committee who has

an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

- 6.1 Fiscal Year – The fiscal year of the Association will be April 1st to March 31st, or such other period as the Board may from time to time determine.
- 6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 6.3 Deposits and Withdraws – All securities, monies and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.
- 6.4 Expenditures Over Five Thousand – Expenditures over five thousand dollars (\$5,000) will be decided by the Board of Directors by special resolution at an in-person Board of Directors Meeting.
- 6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being any two of the President-Chair, or any Vice-Presidents. The Board of Directors may authorize other persons to sign on behalf of the Association.
- 6.6 Annual Budget – The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.
- 6.7 Requests for Financial Aid – Requests for financial aid from third parties may be made to the Board of Directors at any time and must be submitted by documented presentation.
- 6.8 Auditors - At each Annual General Meeting the Members will appoint an auditor to make a report to members on the financial statements of the Association and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Association in accordance with generally accepted accounting principles. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.
- 6.9 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.
- 6.10 Property - The Board of Directors may direct the Association to acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. For greater clarity, the Board of Directors are restricted to only acquiring or leasing lands, buildings or other real property within the Province of Ontario.
- 6.11 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting – These Bylaws may be amended, revised, repealed or added by ordinary resolution of the Members, present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 7.2 Notice in Writing of Amendments – Notice in writing of any Bylaw amendments is to be delivered to the Board fifteen (15) days prior to the date of the meeting at which they are to be considered. The proposed Bylaw amendments shall be shared with voting Members at least ten (10) days prior to the meeting at which

it is they are to be considered.

- 7.3 Fundamental Changes - A special resolution of the members is required to make any amendment to the Association's articles and for any fundamental change to the Association's Bylaws, as defined by the Act.

ARTICLE VIII NOTICE

- 8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.
- 8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is postmarked
- 8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

- 9.1 Dissolution - Upon the dissolution of the corporation and after satisfying the interests of its creditors in all debts, obligations and liabilities, its remaining property shall be distributed to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada), R.S.C. 1985 (5th Supp.), c. 1 with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

ARTICLE X INDEMNIFICATION

- 10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

- 11.1 Adoption by Board - These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on April 22, 2025.
- 11.2 Ratification - These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on April 22, 2025.
- 11.3 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

President - Board Chair

VP External