

By-law Number Five

Peel Senior Link

A by-law relating to the transaction of the business and affairs of Peel Senior Link (the “**Corporation**”).

Be it enacted that all prior by-laws of the Corporation are repealed and the following substituted therefor as a by-law of the Corporation:

Article 1 Interpretation

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and, where the context requires, includes the regulations made under it, and any statute and regulations that may be substituted therefor, as from time to time amended;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**Chair**” means the chair of the Board;
- (d) “**Corporation**” means Peel Senior Link;
- (e) “**Director**” means a member of the Board;
- (f) “**Ex-officio**” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (g) “**Members**” means members of the Corporation as described in Article 2;
- (h) “**Rules**” means a rule adopted by the Board in accordance with section 14.2; and
- (i) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two thirds of the votes cast by those entitled to vote and voting at a general Members' meeting duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

1.2 Interpretation

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, references to persons shall include firms and corporations, and words importing one gender shall include all genders.

1.3 Effect of This By-Law Amendment

All prior resolutions and proceedings of the Corporation inconsistent herewith are amended, modified and revised in order to give effect to this by-law and without prejudice to any acts done or rights acquired thereunder.

Article 2

Membership in the Corporation

2.1 Members

The Members of the Corporation shall consist of the Directors from time to time of the Corporation who shall be *ex-officio* Members for so long as they serve as Directors.

Article 3

Meetings of Members

3.1 Location

Members' meetings shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

The annual Members' meeting shall be held within the first four months of the fiscal year.

3.3 Calling Meetings

The Board or Chair shall have the power to call, at any time, an annual or general Members' meeting.

3.4 Quorum

A quorum for the transaction of business at a Members' meeting shall consist of a majority of the Members.

3.5 Notice

Notice of Members' meetings shall be given by sending it to each Member by one of the methods set out in section 15.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least seven days before the meeting.

3.6 Votes

- (a) Each Member in attendance at a meeting shall have the right to exercise one vote.
- (b) At all Members' meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or this by-law.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall have a second vote to break the tie.
- (d) At any Members' meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (e) A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after

adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.7 Chair of the Meeting

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) the Vice Chair, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.8 Adjourned Meetings of Members

If within one-half hour after the time appointed for a Members' meeting, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

3.9 Notice of Adjourned Meetings

Not less than three days' notice of an adjourned Members' meeting shall be given in such manner as the Board may determine.

3.10 Proxies

Every Member may by means of a proxy appoint a person who is a Member as the Member's nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member in writing, and ceases to be valid one year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair may accept as sufficient, and shall be deposited with the secretary before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

Article 4

Directors

4.1 Composition of Board

The Board shall consist of a minimum of three and a maximum of 15 Directors, the number of which shall be fixed by special resolution from time to time, who shall satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.7.

4.2 Duties and Responsibilities

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

4.3 Qualifications of Directors

No individual shall be qualified for election as a Director if he or she:

- (a) is less than 18 years of age;

- (b) has the status of a bankrupt;
- (c) does not have his or her principal residence in the Province of Ontario; and
- (d) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if the Director shall resign such office by delivering a written resignation to the Chair;
- (b) if the Director becomes a person referred to in subsection 4.3(b), (c) or (d); or
- (c) upon the Director's death.

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.5 Removal

The office of a Director may be vacated by Board resolution:

- (a) if a Director, without being granted a leave of absence by the Board, is absent for three consecutive Board meetings; or
- (b) if a Director fails to comply with the Act, the Corporation's Letters Patent, by-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

4.6 Election and Term

At the first election of Directors following approval of this By-law, one third of the Directors shall be elected for a one-year term, one-third of the Directors shall be elected for a two-year term, and one-third of the Directors shall be elected for a three-year term. Thereafter, newly elected Directors shall be elected for three-year terms, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 or 4.5 or until the close of the meeting at which his or her successor is elected or appointed.

4.7 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members, which are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.8 Maximum Terms

Each Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine consecutive years) if two or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the coming into force of this by-law shall be included. Despite the foregoing a Director may, by Board resolution, have

their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

4.9 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any Members' meeting, the Board shall forthwith call a Members' meeting to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.10 Directors' Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

Article 5

Board Meetings

5.1 Meetings of Directors

The Board shall meet at least quarterly at such times and in such places as may be determined by the Board or the Chair. Special meetings of the Board may be called by the Chair.

5.2 Regular Meetings

The Board may appoint one or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

5.3 Telephone Meetings

If all the Directors present at or participating in the meeting consent, a meeting of the Board or a Board committee may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or Board committee member participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least five days before the meeting. The Chair may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said five days' notice period Saturdays, Sundays and statutory holidays shall be excluded.

5.5 Quorum

A quorum for the transaction of business at a Board meeting shall consist of a majority of the Directors.

5.6 First Meeting of New Board

Provided a quorum of Directors is present, each newly-elected Board may, without notice, hold its first meeting immediately following the Members' meeting at which such Board is elected.

5.7 Persons Entitled to be Present

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair.

5.8 Voting

Each Director present at a Board meeting shall be entitled to one vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or of a Board committee, shall be decided by a majority of votes.

5.9 Casting Vote

In the case of an equality of votes, the Chair shall have a second vote.

5.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

5.11 Adjournment of the Meeting

If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting.

5.12 Notice of Adjourned Meeting

At least 24 hours' notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such 24-hour notice period Saturday, Sundays and statutory holidays shall be excluded.

Article 6

Interest of Directors in Contracts

6.1 Declaration of Conflict

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by subsection 6.1(a), shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.

- (c) A Director referred to in subsection 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with subsection 6.1(b) or (e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in subsection 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7

Protection of Officers and Directors

7.1 Directors Liability

Any Director, officer or Board committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer, Board committee member or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's, officer's or Board committee member's respective office unless such occurrence is as a result of such Director's, officer's or Board committee member's own wilful neglect or default.

7.2 Indemnities to Directors and Others

Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, every Director, officer and Board committee member of the Corporation and his or her heirs, executors, administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, to the fullest extent permitted by law, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or Board committee member sustains or incurs in or about any action, suit or proceedings 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; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation,

except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

- (c) The indemnity provided for in the preceding paragraph shall be applicable only if the Director, officer or Board committee member of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

Article 8

Committees

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the Board resolution by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Directors. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a Director. Unless otherwise provided, the Chair shall be an *ex-officio* member of all committees.

8.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by Board resolution or by way of general committee regulations from time to time.

8.5 Executive Committee

The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three Directors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by Board resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.

Article 9

Officers

9.1 Officers

The officers of the Corporation shall include:

- (a) Chair;
- (b) Vice Chair; and

(c) Secretary;

and may include such other officers as the Board may by resolution determine. The officers shall be elected or appointed by Board resolution at the first Board meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office.

9.2 Terms of Office

Unless otherwise provided in this by-law, the officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by Board resolution at any time.

Article 10

Duties of Officers

10.1 Chair

The Chair shall be elected by the Board from among the Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all Board committees. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two consecutive years. Notwithstanding the foregoing, where a Director has served two consecutive years as Chair, the Board may, by Board resolution, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four consecutive years.

10.2 Vice Chair

The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned to the Vice Chair by the Board.

10.3 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, of the Board, and of Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the by-laws or the Board.

10.4 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

Article 11

Organization and Financial

11.1 Seal

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

11.2 Execution of Documents

Subject to section 11.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by **[the Chair or any two directors]** and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

11.3 Other Signing Officers

In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

11.4 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

11.5 Financial Year

Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be the last day of March in each year.

11.6 Appointment of Auditor

The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

11.7 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

11.8 Investments

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 12

Books and Records

12.1 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws or by any applicable statute or law are regularly and properly kept.

Article 13

Confidentiality

13.1 Confidentiality

Every Director, officer, Board committee member, employee and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee; or
- (c) dealt with in the course of the employee's employment or agent's activities.

13.2 Board Spokesperson

The Chair shall be the spokesperson for the Corporation. The Chair may give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

Article 14

Rules and Procedures

14.1 Rules of Order

Any questions of procedure at or for any meetings of the Members, or the Board, or of any Board committee, which have not been provided for in this by-law or by the Act, or the Rules adopted from time to time by the Board, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by Board resolution, or failing such resolution, adopted by the chair of the meeting.

14.2 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers provided, however, that any such Rule shall be consistent with the provision of this by-law.

Article 15

Notices

15.1 Notice

Whenever under the provisions of the by-laws notice is required to be given, unless otherwise provided, such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, Board committee member, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

15.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

15.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Board committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, Board committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

15.4 Waiver of Notice

Any Member, Director, officer, Board committee member or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

Article 16

Amendment of By-laws

16.1 Amendment

Subject to the Act, the provisions of the by-laws may be repealed or amended by by-law enacted by Board resolution at a Board meeting and sanctioned by at least two-thirds of the Members voting at a meeting duly called for the purpose of considering the said by-law.