

# **HIV/AIDS RESOURCES AND COMMUNITY HEALTH**

## **BY-LAW NUMBER ONE**

A By-law relating generally to the transaction of the business and affairs of the HIV/AIDS Resources and Community Health.

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## ARTICLE ONE INTERPRETATION

### 1.01 Definitions

In this bylaw and all other bylaws and special resolutions of the Corporation, unless the context otherwise requires:

<b>Act:</b>	Means the Corporation Act of Ontario and any act that may be substituted therefore, as from time to time amended;
<b>Board:</b>	The agency's Board of Directors;
<b>Bylaws:</b>	Means this bylaw and all other bylaws of the Corporation from time to time in force and effect;
<b>Corporation:</b>	Means the Corporation without share capital incorporated under the Act by letters patent dated February 9, 1989 and named The HIV/AIDS Resources and Community Health & Wellington County;
<b>Director:</b>	Means a member of the Board of Directors of the Corporation;
<b>Ex-officio</b>	Means a non-voting member of the Board;
<b>Letters Patent:</b>	Means the letters incorporating the supplementary letters patent;
<b>Meeting of Members:</b>	Means either an Annual General Meeting or a special meeting of members;
<b>Member:</b>	Means a general member of the Corporation, as set out in bylaw 6.01;
<b>Officer:</b>	Means a member of the Board, appointed by the Board as either the President, Vice-President, Secretary or Treasurer. "Signing" Officers are those recognized by the agency's bank and funders to include officers and any other person(s) authorized from time to time by the board to have signing privileges on cheques and other operational documents. The Executive Director is a "signing" officer.

Words importing the singular number include the plural and vice versa; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

Previously used Officer titles of Chair and Vice-Chair appearing in this document are interchangeable with "President" and "Vice-President"; these new titles will be used in bylaws and other documents, in accordance with the requirements of the Ministry of Finance.

**ARTICLE TWO  
BUSINESS OF THE CORPORATION**

**2.01 Head Office**

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Guelph in the County of Wellington in the province of Ontario. **All corporate records shall be available for review by the members at the head office, with the exception of records covered by all relevant privacy statutes in force.**

**2.02 Donations and Benefits**

The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

**2.03 Financial Year**

Until otherwise ordered by the Board, the financial year of the Corporation shall end on the 31<sup>st</sup> day of March in each year.

**2.04 Execution of Instruments**

Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) officers and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any person on behalf of the Corporation to sign specific contracts, documents or instruments in writing.

**2.05 Banking Arrangements**

The banking business of the Corporation shall be transacted with such credit unions, banks or other firms or Corporations as may from time to time be designated by or under the Authority of the Board. Signing officers shall include two (2) of the President, Vice-President, Treasurer, Secretary, Executive Director and any other person designated by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board from time to time prescribe or authorize.

**2.06 Voting Rights in Other Companies**

The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issue of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing them or arranging therefore. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular voting rights or class of voting rights shall be exercised.

## **ARTICLE THREE DIRECTORS**

### **3.01 Number of Directors and Quorum**

The affairs of the Corporation shall be managed by a ten (10) member Board of Directors. Two (2) of these ten seats shall be reserved for Persons Living with HIV/AIDS. (PHAs)

Quorum shall be defined as a simple majority (50% + 1) of all filled board seats. Motions made at meetings without quorum shall be ratified at a later meeting.

The immediate past-President of the Corporation and the Executive Director shall be members, ex-officio, of the Board of Directors.

### **3.02 Qualification of Directors**

Each Director shall be an individual who is not less than 18 years of age, has the power under the law to contract, has not been found by a court in Canada or elsewhere to be mentally incompetent under the *Substitute Decisions Act, 1992* or currently under the *Mental Health Act* to be incapable of managing property, does not have the status of bankrupt, is in full agreement with the governing documents of the corporation, and meets such other qualifications as determined by policies adopted by the Board from time to time, as well as the following additional requirements:

Directors must at all times abide by the Board of Director code of conduct, agency policies and procedures. Directors are also expected to demonstrate respect for confidentiality and the mission, vision and values of the agency.

A Director whose behaviour is not keeping with aforementioned statement and upon a complaint raised by a member/ board member/staff member may be removed from the Board or be disciplined by the Board through some other sanction by a simple majority of the other filled board seats.

A person who is not a member of the Corporation may become a Director if that person is appointed by the Board and subsequently becomes a member within ten (10) days of such appointment.

No staff member may become a Director for a period of two (2) years after their employment with the Corporation has terminated.

### **3.03 Election and Term**

A Director shall be elected for a term of two (2) years. Terms normally run from the date of the Annual General Meeting at which a Director is elected. A Director must stand for election for each of their terms and may serve for a maximum of three (3) consecutive two (2) year terms, or six (6) years.

Where a Director is filling a vacated position or is otherwise appointed by the Board at a time between Annual General Meetings, the Director's first term begins as of the date of their appointment and is completed at the end of the term of the person they replaced.

The Board will form a nominating committee and present a slate of candidates for the Annual General Meeting.

Retiring Directors may stand for election after a two (2) year term has elapsed.

Two (2) positions will be designated by the Board of Directors to be filled by a Person Living with HIV/AIDS.

### **3.04 Removal of Directors**

A Director may be removed by a simple majority vote at a meeting of the membership.

### **3.05 Vacancies**

A Director shall cease to be a Director if:

- a) They do not within ten (10) days after election or appointment become a member, or if they cease to be a member of the Corporation;
- b) They become bankrupt or suspend payments of debts generally or compounds with their creditors or makes an authorized assignment or is declared insolvent;
- c) By notice in writing to the Corporation they resign their office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- d) They fail to attend three (3) consecutive meetings of the Board of Directors without contacting the President of the Board or the Executive Director to provide a reason for their absence from each meeting they will be deemed to have resigned;
- e) They die.

In the case of any vacancy, however caused, among the Directors, the remaining Directors entitled to vote pursuant to this by-law or any other by-law of the Corporation shall appoint a replacement as soon as possible.

### **3.06 Calling of Meetings of the Board**

Meetings of the Board shall be held from time to time at the call of the Board or the President or any two Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be required if all the Directors are present or if those absent waive notice or otherwise signify consent to such a meeting being held. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board will appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent.

### **3.07 First Meeting of the New Board**

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

### **3.08 Place of Meeting**

Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines and any absent Directors consent, at some place outside of Ontario.

### **3.09 Votes To Govern**

Questions arising at any meeting of Directors shall be by a simple majority (50% + 1) of the Directors present at the meeting. The President shall cast a vote in the event of a tie.

### **3.10 Interest of Directors in Contracts**

Subject to the provisions of the Act, no Director shall be disqualified by their office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

### **3.11 Declaration of Interest**

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

### **3.12 Remuneration**

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

### **3.13 Executive Committee**

The Board shall have an Executive Committee comprising the President, Vice-President, Treasurer, Secretary, and the Executive Director Ex-Officio. The Committee shall have power to fix its quorum at fifty percent (50%) plus one (1) of its members and may exercise all the powers of the Board delegated to it from time to time by the Board, subject to any regulations imposed from time to time by the Board.

The Executive Committee shall be empowered to hear complaints directed at specific member(s) who are alleged to act in a manner contrary to the aims and objectives of the Corporation. The decision of the Executive shall be final in written form and with reasons stated.

### **3.14 Other Committees**

The Board may by resolution create one or more other committees which do include at least one (1) Director. Until otherwise provided, the President shall be a member ex-officio of all committees. Other committees created by the Board shall be given written terms of reference by the Board.

### **3.16 Powers of Directors**

The Directors of the Corporation may administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its objects otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions, as they may deem advisable.

## **ARTICLE FOUR OFFICERS**

### **4.01 Criminal Record Check**

No person may be an officer of the Corporation without having completed a criminal check by the law enforcement agency in the City of Guelph.

### **4.02 Method of Selection of Officers**

The Board of Directors shall elect from its membership, the following officers:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Officers for any such other offices as the Board may determine by bylaw from time to time.

In default of such elections, the then incumbents shall hold office for no more than thirty (30) days until their successors are elected. Any Director can be elected to an office, even if not present at the election meeting, provided that such Director indicates, in writing to the chair, that the individual will stand for nomination to such an office. No Director will hold more than one (1) office simultaneously.

### **4.03 Term of Office of Officers**

Elected officers shall serve for a one (1) two-year term, and may stand once for re-election to the same office. Following an absence from office of two (2) years, the Director may be re-elected to the same office.

### **4.04 Duties of Officers**

*Duties of the President shall be:*

- a) To chair meetings of the Board; may delegate this responsibility;

- b) To chair meetings of the general membership at the Annual General Meeting; may delegate this responsibility;
- c) To chair meetings of the Executive Committee;
- d) To be ex-officio member on all committees and sub-committees of ARCH; together with the Vice-President;
- e) To act as primary representative of the Board at public or official functions; unless otherwise decided by the Board. The President and Executive Director are the media spokespersons for the agency; may delegate this responsibility;
- f) To act in place of, and on behalf of, the Executive Committee and ARCH as a whole between meetings of the Executive Committee;
- g) To perform other duties, which the Board may from time to time, assign;
- h) To provide supervision to the Executive Director;
- i) To ensure that a performance appraisal and written evaluation is provided to the Executive Director on an annual basis;
- j) Supports the Executive Director through regular meetings;
- k) Calls meetings of the Board and, with the Executive Committee, sets the agenda;
- l) Has cheque signing authority jointly with other designated persons for the Agency;
- m) Together with the Vice-President works with the Executive Director to ensure that Board policies are established and followed; that resolutions of the Board are implemented;
- n) Works with the Board Governance Committee to recruit, train and orient new Board members;
- o) Works to foster a team spirit on the Board which supports the mission, vision, values and philosophy of the organization.

***Duties of the Vice-President shall be:***

- a) To assume the duties and have the power of the President in the event of the Presidents absence, incapacity or at the specific request of the President;
- b) To serve as a member of the Executive Committee;
- c) To perform any other duties which the Board may from time to time assign;
- d) Keeps informed about current issues and President's duties;
- e) Acts as a sounding board, consultant and assistant to the President;
- f) Meets with the Executive Director and reports on the progress of the strategic plan twice per year, once to the Board in December and the second time to the membership at the Annual General Meeting; chairs the strategic alignment committee when operational;
- g) Has cheque signing authority jointly with other designated persons for the agency;
- h) Chairs at least one (1) standing committee of the Board;
- i) Carries out special project assignments for the President as requested;
- j) Assists in the ongoing planning for the agency.

***Duties of the Secretary shall be:***

- a) To serve as a member of the Executive Committee;
- b) To ensure that the minutes of all Board meetings and all Annual General Meetings are recorded accurately and that such minutes are distributed to appropriate members;
- c) To be charged with the upkeep and custody of the books of record of the Corporation including the letters patent, minutes, etc;
- d) Any other duties which the board may from time to time assign;
- e) Ensure that Board members are notified of the date, time and place of all meetings;
- f) Ensure that the general membership is notified of the date, time and place of the Annual General Meeting;

- g) Ensure that a current list of Board members addresses, telephone numbers and other relevant contact information is maintained;
- h) Chairs at least one (1) standing committee of the Board;
- i) Ensure that the Board minutes, bylaws and policies are kept current and that all applicable filings required under the Corporation Act or other regulatory bodies are current;
- j) Has cheque signing authority jointly with other designated persons for the Agency;
- k) Ensure that annual change of Board information is filed with the Ministry of Finance.

***Duties of the Treasurer shall be:***

- a) To serve as a member of the Executive Committee;
- b) To ensure that funds of the ARCH are expended in a manner consistent with good business practice and that adequate financial records are maintained for all monies received and expended;
- c) To ensure that adequate banking arrangements are instituted and maintained;
- d) To assist the Executive Committee in preparing an annual financial report to be presented at the Annual General Meeting of ARCH;
- e) To present periodic financial reports at Board meetings;
- f) To ensure that all other matters relating to finances of ARCH are handled in an appropriate manner;
- g) Any other duties which the Board may from time to time assign;
- h) Chairs the Finance Committee;
- i) With the Executive Director, prepares budgets and monitors financial activity;
- j) Presents the findings of the annual audit to the Board and the membership of the agency;
- k) Has cheque signing authority jointly with other designated persons for the agency;
- l) Ensures that all regulatory filings are made to the Canada Revenue Agency (i.e. T3010 Charitable Return).

One or more duties of the Treasurer may be delegated to a member or an employee of ARCH, as long as the officers ensure that functions of each office are maintained.

#### **4.05 Replacement of Officers**

In the absence or incapacity of any officer, the President may designate another member of the Board to serve as acting officer for that office until the original officer's return.

The Board may at any meeting declare an office vacant or remove an officer by a fifty percent plus one (50% + 1) vote. The Board shall then elect a member to fulfill the remainder of the term within thirty (30) days of the vacancy.

Any officer may resign from office by submitting a resignation in writing to the President.

### **ARTICLE FIVE PROTECTION OF DIRECTORS AND OFFICERS**

#### **5.01 Limitation of Liability and Indemnity**

Every Director or Officer of the Corporation or other person and their heirs, executors and administrators, who has undertaken or is about to undertake any liability on behalf of the Corporation while engaged in the furtherance of the objectives of the Corporation, provided that

they are acting in good faith, shall 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, Officer or other person sustains or incurs in or about any action, suit or proceedings, which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of any of the duties of their office or in respect of any such liabilities; and
- b) All other costs, charges and expenses which such Director, Officer or other such person sustains or incurs in or about or in relation to the affair thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any Director or Officer or other person in such circumstances as the law permits or requires. Nothing in the by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the by-law to the extent permitted by law.

## **5.02 Validity of Action**

No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

## **5.03 Director's Reliance**

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

# **ARTICLE SIX MEMBERS**

## **6.01 Members and Entitlement**

The members shall consist of those persons who, support the aims and objectives of the Corporation and have paid the annual membership dues established by the Board from time to time by resolution. The Board may waive such membership dues, deny and/or revoke membership in particular cases where it, in its sole discretion, determines that there is just cause for so doing.

Voting members shall be those individuals who have been admitted as voting members by the Board of Directors upon payment of such membership dues and in compliance with such conditions of membership as are imposed by the Board of Directors from time to time. Any person eighteen (18) years of age or over, who supports the mission and goals of the Corporation is eligible to apply for admission into membership in the Corporations. Except as otherwise provided in the by-law, voting members have all the rights, privileges and obligations available to members of a Corporation without share capital, including without restricting the forgoing, the right to the following:

- a) To receive notice of and to attend all duly constituted meetings of the membership;
- b) To participate in the discussion of matters properly brought before the membership;
- c) To vote on matters properly before the membership; and to stand for election to the Board of Directors; and
- d) To propose items of business.

#### **6.02 Term of Membership**

Membership is not transferable except to the organization.

#### **6.03 Resignation**

Members may resign by resignation in writing, which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of an assessment or other sum levied or which became payable by them to the Corporation prior to the acceptance of their resignation.

#### **6.04 Removal**

Upon thirty (30) days' written notice to a member of the Corporation, the Board may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting of the Board held after such notice period has expired, remove such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

In order for such resolution to be effective it must contain a statement that the Directors voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with the ability of the Corporation to function effectively. Any such removed member may re-apply for membership in the Corporation. If the board refuses to reinstate the removed member, they will have the right to appeal to the membership as per the provisions of section 7.02.

### **ARTICLE SEVEN MEETINGS OF MEMBERS**

#### **7.01 Annual Meetings**

The Annual Meeting of members shall be held at such time and on such day in each year as the Board or the Chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing auditors, and for the transaction of such other business as may be properly brought before the meeting.

#### **7.02 Special Meetings**

The Board or Chair shall have the power to call a special meeting of members at any time. A special meeting of members shall be called by the board upon the written petition of not fewer than ten (10) of the existing members of the Corporation; said meeting to be called after the petition is received by the Corporation at its registered address.

### **7.03 Place of Meetings**

Meetings of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in the municipality where the head office is situated or, if the board shall so determine, at some other place in Ontario.

### **7.04 Notice of Meetings**

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten (10) days before the meeting is to be held, to each member of record at the close of business on the day on which notice is given, who is entered on the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.

### **7.05 Chairing of Meetings of Members**

The Annual General Meeting and other special meetings of the members shall be chaired by the Board President or their appointed delegate(s).

### **7.06 Quorum for Member Meetings**

A Quorum for the transaction of business at any meeting of members shall be ten (10) persons present in person thereat entitled to vote thereat.

### **7.07 Right to Vote**

At any meeting of members every person shall be entitled to vote who has been a member for at least thirty (30) days prior to the meeting and continues as of the date of the meeting to be qualified as a member.

Non-members of the Corporation who benefit from the public objectives of the Board may hold a right to vote on business that directly affects their existing benefit.

### **7.08 Proxies**

At any meeting of members, voting by proxy shall be permitted. Only a member may hold a proxy. Each member present in person may hold only one (1) proxy at any meeting.

### **7.09 Votes to Govern**

At any meeting every question shall, unless otherwise required by the letters patent or bylaws of the Corporation or by law, be determined by the simple majority of votes duly cast on the question.

Every question shall be decided in the first instance by a show of hands unless a poll is demanded by a member. Upon a show of hands, every member having voting rights, shall have one vote, and unless a poll be demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes accorded in favor or against such resolution. The demand for a poll may

be withdrawn, but if a poll be demanded and not be withdrawn, the question shall be decided by a simple majority of votes given the members present in person or by proxy as outlined in by-law 7.08.

#### **7.10 Deciding Vote**

In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a deciding vote.

#### **7.11 Adjournment**

The Chair at any meeting of members may, with the consent of the meeting and subject to conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

### **ARTICLE EIGHT BORROWING**

#### **8.01 Borrowing Powers of Directors**

*The Directors may from time to time:*

- a) Borrow money on the credit of the Corporation; or
- b) Issue, sell or pledge securities of the Corporation; or
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debits, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability to the Corporation.

#### **8.02 Delegation of Borrowing Powers**

From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as for said and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally manage, transact and settle the borrowing of money by the Corporation.

### **ARTICLE NINE NOTICES**

#### **9.01 Method of Giving Notices**

Any notice (which term in this article includes any communication or document) to be given (which term in this article nine includes sent, delivered or served) pursuant to the Act, the letters patent, the bylaws or otherwise to a member, director, officer, or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail to them at their said address or if sent to them at their said address by any means of wire or wireless or any

other form of transmitting or recorded communication. The Secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by them to be reliable. A notice so served shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

The statutory declaration of the Secretary or President that notice has been given pursuant to the by-law shall be sufficient and conclusive evidence of the giving of such notice in the event of a dispute.

#### **9.02 Computation of Time**

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

#### **9.03 Omission of Notice**

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

#### **9.04 Waiver of Notice**

Any Director may at any time waive notice of any meeting of the Board of Directors and may ratify and approve of any or all proceeding taken or had at that meeting.

### **ARTICLE TEN APPOINTMENT OF AUDITORS**

#### **10.01 Appointment of Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor.

### **ARTICLE ELEVEN ENACTMENT OF BYLAWS**

#### **11.01 Enactment of Bylaws**

Bylaws or amendments to bylaws shall be enacted by the Board of Directors and ratified by the general membership of the Corporation at the next annual meeting.

**ARTICLE TWELVE  
EFFECTIVE DATE**

**12.01 Effective Date**

This bylaw shall come into force when confirmed by the members in accordance with the Act.