

# The United Church Downtown Mission of Windsor Inc.

BYLAW: FEBRUARY 26, 2025

A Bylaw to amend, consolidate and restate the provisions of all previous bylaws.

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IT IS HEREBY ENACTED as a bylaw of the Corporation, to take effect coordinate with issuance of articles of amendment pursuant to the Ontario [Not-for-Profit Corporations Act, 2010](#), as follows:

## INTERPRETATION

1. **Definitions.** In this Bylaw, unless the context otherwise requires:
  - (a) **“Articles”** has the meaning given in the Ontario [Not-for-Profit Corporations Act, 2010](#) and includes articles of incorporation and letters patent, as may be continued and/or amended.<sup>1</sup>
  - (b) **“Board”** means the board of directors of the Corporation.<sup>2</sup>
  - (c) **“Bylaw”** means this bylaw.

1 “Articles” are what are commonly referred to as the charter or constitution – it is the document that brings a corporation into existence. The Corporation is an Ontario, non-share capital corporation, originally incorporated November 15, 1982 by way of letters patent pursuant to the Ontario [Corporations Act](#). The original letters patent were amended by:

- supplementary letters patent dated June 15, 1985
- Supplementary letters patent dated April 22, 1987
- supplementary letters patent dated January 31, 2020
- articles of amendment dated [insert] to transition the Corporation under the Ontario [Not-for-Profit Corporations Act, 2010](#) which came into force on October 19, 2021, replacing relevant portions of the Ontario [Corporations Act](#).

2 Boards are comprised of directors, who collectively function as a decision-making body for the corporation.

- (d) **“Chair”** means the chair of the Corporation.<sup>3</sup>
- (e) **“Conflict of Interest”**<sup>4</sup> means when there is potential to favour personal interests or those of other persons, over the interests of the Corporation, including the following:
- (i) **Financial Interest.** A Director has a financial interest in a decision when the Director, directly or through a family or business relationship, stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations that have value.
  - (ii) **Contractual Interest.** A Director has a contractual interest or is a party to or a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.
  - (iii) **Competing Interest.** A Director has a competing interest with the Corporation when the Director directly or through a family or business relationship, has an affiliation with another entity that could be impacted by a decision of the Corporation.
  - (iv) **Adverse Interest.** A Director has an adverse interest to the Corporation when the Director directly or through a family or business relationship, is a party to a claim, application or proceeding that is adverse in interest to the Corporation’s interests.
- (f) **“Corporation”** means The United Church Downtown Mission of Windsor Inc.<sup>5</sup>
- (g) **“Director”** means a director of the Corporation.<sup>6</sup>

3 Ontario [Not-for-Profit Corporations Act, 2010](#) section 42(2) requires the appointment of a chair as does Bylaw section 64(a). For greater clarity, “Chair” does not mean “chair of the meeting,” although it is contemplated by this Bylaw that the “Chair” will chair both Members’ and Board meetings, unless absent, unable or unwilling.

4 Common law imposes a fiduciary duty on directors – also known as the duty of loyalty. This duty requires directors to act honestly, in good faith and in the best interests of the corporation served. It is a breach of fiduciary duty if a director has any other factors, other than the corporate best interests in mind, when participating in the collective decision making of the board. To capture certain problematic contexts, but without limiting the larger duty to act in the best interests the corporation served, a director’s fiduciary duty also includes the sub-duty to avoid conflicts of interest and the sub-duty to preserve independent judgment. Ontario [Not-for-Profit Corporations Act, 2010](#) sections 41 and 43 codifies these common law duties to some extent.

5 The Corporation’s Ontario corporation number is 528220. In terms of categorizations:

- The Ontario [Not-for-Profit Corporations Act, 2010](#) categorizes subject corporations as either public benefit or non-public benefit. Within the public benefit category, there are two subcategories: charitable and non-charitable. For more details about categorization see: <https://www.ontario.ca/page/guide-not-profit-corporations-act-2010>. In this case, the Corporation is categorized as charitable.
- The Corporation has registered charity status under the Canada [Income Tax Act](#), having registration number [119260420 RR 0001](#). Registered charities are categorized as charitable organizations, public foundations or private foundations, with the Corporation classified as a charitable organization. For more details about categorization see: <https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/registering-charitable-qualified-donee-status/apply-become-registered-charity/establishing/types-registered-charities-designations.html>.
- The Corporation is an incorporated ministry of The United Church of Canada. The United Church of Canada recognizes 4 categories of incorporated ministries: supervised; independent; multiple participant; and legacy. In this case the Corporation is a supervised incorporated ministry.

6 Directors are the individuals who are typically elected by the members to the board but can also be appointed by virtue of their office. This later type of appointment is commonly referred to as an *ex officio* appointment. “Directors,” “board members” and “members of the board” are synonymous terms and are in contrast to both

- (h) **“Documents”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.
- (i) **“Electronically”** means telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.<sup>7</sup>
- (j) **“ED”** means the executive director of the Corporation.
- (k) **"General Council"** means the General Council of The United Church of Canada.
- (l) **“[Incorporated Ministries Policy](#)”** means the **“[Incorporated Ministries Policy](#)”** of The United Church of Canada as amended or restated from time to time.
- (m) **“Member”** means a member of the Corporation and **“Membership”** has a corresponding meaning,<sup>8</sup> as detailed in Bylaw section 23.
- (n) **“Officer”** means an officer of the Corporation, including Chair and Vice-Chair; Past-Chair; Secretary, Treasurer and such other offices as may be appointed by the Board.<sup>9</sup>
- (o) **““Past Chair”** means the past-chair of the Board.<sup>10</sup>
- (p) **“present”** means participating in a meeting held in accordance with this Bylaw whether physically or Electronically.
- (q) **“Secretary”** means the secretary of the Corporation, if one has been appointed.<sup>11</sup>
- (r) **"Supervising Regional Council"** means the Antler River Watershed Regional Council of The United Church of Canada or its successor, from time to time.

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“members” and “officers” of the Corporation.

- 7 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 34(8) and Bylaw section 50 which together require simultaneous and instantaneous communication in the context of Electronic board meetings. In this case, given the membership structure (mirrors Board) Bylaw section 27 provides the same requirement in the context of membership meetings.
- 8 Members of a corporation are a parallel to shareholders of a share capital corporation. As a non-share capital corporation, the Corporation has members and not shareholders. Members of the Corporation are in contrast to members of the Board or Directors.
- 9 Officers are appointed to facilitate the work of the Board in accordance with the terms of their appointments (job descriptions). Officers and directors are distinct from one another, although often officers are also directors and in the case of the chair, this is mandated by Ontario [Not-for-Profit Corporations Act, 2010](#) section 42(2).
- 10 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a past chair but such an appointment is not uncommon.
- 11 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a secretary but such an appointment is customary.

- (s) **“Treasurer”** means the treasurer of the Corporation.<sup>12</sup>
- (t) **“Vice-Chair”** means the vice-chair of the Corporation.<sup>13</sup>
2. **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.
3. **Include, Etc.** Whenever the words “include,” “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation.”
4. **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 day of the meeting or other event shall be included and terminate at midnight, except that if the last day of the period falls on a holiday, the period terminates as midnight of the next day that is not a holiday.<sup>14</sup>
5. **References to Legislation.** Any reference in this Bylaw to any legislation or regulation shall, unless otherwise expressly stated, be deemed to be a reference to such legislation or regulation as amended, restated or re-enacted from time to time.
6. **Severability.** The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
7. **Footnotes.** The footnotes in this Bylaw are inserted for non-binding explanatory purposes only. They are not part of the Bylaw and are not to be considered or taken into account for the purposes of construing or interpreting the provisions of this Bylaw, nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.

## LEGAL AND POLICY FRAMEWORK

8. **Hierarchy and Precedence.** In order of hierarchy, the legal and policy framework for the Corporation is as follows:
- (a) Law of the land, including statutory law<sup>15</sup> and common law.<sup>16</sup>
  - (b) Articles.<sup>17</sup>

12 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a treasurer but such an appointment is customary.

13 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a vice-chair but such an appointment is customary and is required by Bylaw section 64(b).

14 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 2.

15 Statutory law of particular relevance includes the Canada [Income Tax Act](#) and the the Ontario [Not-for-Profit Corporations Act, 2010](#). Most statutory laws are available at [CanLII](#).

16 Common law, also sometimes referred to as “judge-made law,” or “caselaw” is the law that comes from court decisions. Most caselaw is available at [CanLII](#).

17 This is in reference to what is commonly referred to as a charter or constitution – it is the document that brings a corporation into existence. In this case the Corporation was incorporated by letters patent dated November 15, 1982. The original letters patent were amended by:

- supplementary letters patent dated June 15, 1985
- Supplementary letters patent dated April 22, 1987
- supplementary letters patent dated January 31, 2020
- articles of amendment dated [insert] to transition the Corporation under the Ontario [Not-for-Profit Corporations Act, 2010](#) which came into force on October 19, 2021, replacing relevant portions of the

- (c) Bylaws.<sup>18</sup>
- (d) Board resolutions / policy.<sup>19</sup>
- (e) Operational policy.<sup>20</sup>
- (f) Contracts.<sup>21</sup>

In the event of a conflict, the policies at the higher level in the legal framework prevail.<sup>22</sup>

9. **Purposes.** The purposes of the Corporation are as set out in the Articles.<sup>23</sup>
10. **Vision and Mission.** Any vision<sup>24</sup> and mission<sup>25</sup> of the Corporation shall be within the scope of the purposes of the Corporation.
11. **Supervised Incorporated Ministry Requirements.** The Corporation is a supervised incorporated ministry of The United Church of Canada<sup>26</sup> and as such, the following shall apply:<sup>27</sup>
  - (a) the Corporation shall adhere at all times, to the applicable policies, standards, and regulations as they may be enacted by the General Council or its executive or sub-executive, from time to time, including it's [Incorporated Ministries Policy](#);
  - (b) at no time shall the majority of the Membership be members of the Supervising Regional Council;
  - (c) a majority of the Directors must be approved by the Supervising Regional Council;
  - (d) the Executive Minister of the Supervising Regional Council shall be a corresponding Director (receive notices of meetings and minutes of meetings, has the right to attend all meetings but is non-voting);
  - (e) the Corporation's financial statements shall be prepared according to Generally Accepted Accounting Principles and in compliance with applicable laws and, at minimum, shall include an income statement and a balance sheet;
  - (f) the Corporation shall from time to time obtain and maintain such levels of

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Ontario [Corporations Act](#).

- 18 Ontario [Not-for-Profit Corporations Act, 2010](#) contemplates the passage of bylaws but it is not mandated – if bylaws are not passed within 60 days of incorporation a [standard bylaw](#) applies - see section Ontario [Not-for-Profit Corporations Act, 2010](#) section 8(2).
- 19 Board resolutions / policy refers to the Board's decisions as captured in resolutions. Board resolutions of an enduring nature are often captured in a board policy manual.
- 20 Operational policy refers to the policies, guidelines, rules, protocols, practices etc. that govern the day to day ordinary business of the Corporation. Generally operational policy is established by the ED within any parameters established by the board.
- 21 Sometimes contracts with third parties can bind an organization to establishing certain policy. This is often the case with funding, grant, donor and program accreditation agreements. In this case, the Corporation is an incorporated ministry of The United Church of Canada and as such, is subject to the [Incorporated Ministries Policy](#).
- 22 The hierarchy is set by law and therefore it is not possible to change the hierarchy by amending this provision.
- 23 The purposes are as follows: to relieve poverty by providing food and other basic supplies to persons of low income, by establishing, operating and maintaining shelter for the homeless, and by providing counselling and other similar programs to relieve poverty.
- 24 The vision of the Corporation is: To be a self-directed sustainable charitable social service organization grounded in the Christian faith, proactively addressing and meeting the needs of the homeless and disadvantaged of the Windsor area; well recognized and supported by the community.
- 25 The mission of the Corporation is: The Downtown Mission serves as a sanctuary to all in answer to the call of the Gospel. Through outreach, we offer food and shelter for the body, nurture for the spirit, advocacy, and opportunities for human growth, embracing those seeking care and support.
- 26 The Corporation is an incorporated ministry of The United Church of Canada. The United Church of Canada recognizes 4 categories of incorporated ministries: supervised; independent; multiple participant; and legacy. In this case the Corporation is a supervised incorporated ministry.
- 27 See The United Church of Canada Incorporated Ministries Policy (June 2023).

- insurance coverage as may from time to time be determined by the Supervising Regional Council;
- (g) the Corporation shall name The United Church of Canada as an additional insured on its insurance policies;
  - (h) the Corporation shall report the following annually to the Supervising Regional Council:
    - (i) Directors of its Board;
    - (ii) Minutes of the annual meeting;
    - (iii) Financial statements; and
    - (iv) Insurance coverages;
  - (i) approval from the Supervising Regional Council is required in advance for capital fundraising initiatives and appeals by the Corporation that affect other parts of The United Church of Canada;
  - (j) the Corporation's indebtedness may be subject to prescribed limits as deemed appropriate by the Supervising Regional Council;
  - (k) any sale, transfer, mortgaging, acquisition, or leasing of land by the Corporation must have the prior written consent of the Supervising Regional Council;
  - (l) any transfer of "major assets" to an organization outside of The United Church of Canada requires the prior written approval of the Supervising Regional Council as defined by such Supervising Regional Council from time to time;
  - (m) the Corporation shall not, without the prior written consent of the Supervising Regional Council, initiate or in any way engage in proceedings that might result in the voluntary winding up of the Corporation;
  - (n) in the event that the Corporation ceases to function or its corporate existence is terminated, the assets of the Corporation shall vest in The United Church of Canada;<sup>28</sup>
  - (o) changes to the articles of incorporation may be made only with the prior written consent of the Supervising Regional Council the General Council; and
  - (p) changes to The United Church of Canada bylaw requirements, section 11, may be made only with the written consent of the Supervising Regional Council and the General Council.

## REGISTERED OFFICE

12. **Registered Office.** The registered office of the Corporation shall be in Ontario at the location stated in the Articles, subject to a change of the stated municipality by special resolution<sup>29</sup> and subject to a change of the location within the stated municipality by way of Board resolution.<sup>30</sup>

<sup>28</sup> This requirement is also reflected in the Articles as follows: Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed and disposed of to the United Church of Canada, a charitable corporation registered under the Income Tax Act and carrying on its work in Canada.

<sup>29</sup> Ontario [Not-for-Profit Corporations Act, 2010](#) defines "special resolution" in essence to be a resolution passed by a 2/3rds vote at a properly constituted members meeting or alternatively a written resolution signed by 100% of the members entitled to vote.

<sup>30</sup> The registered office stated in the Articles is 538 McDougall Avenue, Windsor, Ontario, N9A 6V8. The registered office address was changed by way of supplementary letters patent to 664 Victoria Avenue, Windsor, Ontario, N9A 4N2. See Ontario [Not-for-Profit Corporations Act, 2010](#) section 14 for further detail with respect to changing registered office location.

## FINANCIAL MATTERS

13. **Financial Year.** The financial year of the Corporation shall start on January 1<sup>st</sup> of each year and end on December 31<sup>st</sup>.<sup>31</sup>
14. **Financial Statements.** A copy of the annual financial statements of the Corporation and any related audit or review engagement report shall be given to each Member who has informed the Corporation that they wish to receive the same, at least 21 days before the annual general meeting or as otherwise prescribed under the Ontario [\*Not-for-Profit Corporations Act, 2010\*](#).<sup>32</sup>
15. **Banking.** The Board shall determine from time to time the bank, trust company or other financial institution in connection with which the Corporation shall conduct its banking business.<sup>33</sup>
16. **Borrowing.** The Board may from time to time:<sup>34</sup>
- (a) borrow money on the credit of the Corporation;
  - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation,
- provided that:
- (e) the requirements of Bylaw sections 11(j) and (k) are met;
  - (f) any other third-party contractual requirements are met;<sup>35</sup> and
  - (g) the power to grant security shall be subject to any trust obligations.<sup>36</sup>

## SIGNING DOCUMENTS

17. **Who Can Sign.** Subject to Bylaw section 18, Documents requiring the signature of the Corporation may be signed by any 2 Directors and all Documents so signed shall be binding upon the Corporation, without any further authorization or formality.<sup>37</sup>
18. **Other Authorization for Who Can Sign.** The Board may at any time direct the manner in which and the person or persons by whom any particular Document or any type of Document may or shall be signed.

31 Note Canada Revenue Agency approval is required to change the financial year. Details with respect to changing year end are available at: [Change organization's fiscal period end - Canada.ca](http://Change organization's fiscal period end - Canada.ca)

32 See Ontario [\*Not-for-Profit Corporations Act, 2010\*](#) section 84(2).

33 See Ontario [\*Not-for-Profit Corporations Act, 2010\*](#) section 32(1)(f).

34 See Ontario [\*Not-for-Profit Corporations Act, 2010\*](#) section 85.

35 It is not uncommon for assets acquired through government funding to be subject to a contractual obligation preventing disposition without the consent of the funder. Granting security interests in such assets, which is often a requirement in the context of borrowing, can be seen as a disposition. Thus, it is important to consider related contractual obligations.

36 Generally, security interests cannot be granted in relation to any donor restricted property, as generally such property can only be used according to the donor's restrictions.

37 Note, the authority to approve documents on behalf of the Corporation is distinct from the authority to sign Documents on behalf of the Corporation. When signing Documents, authorized signatories should ensure the Documents have been approved by those having authority to approve such Documents.

19. **Signatures.** Subject to the requirements of the Document, signatures by authorized signatories, may be handwritten or electronic.
20. **Seal.** The Corporation shall not have a seal.<sup>38</sup>

## NOTICES

21. **Generally.** Unless otherwise required<sup>39</sup> and subject to Bylaw section 22, any notice or other communication required to be given under the Ontario [Not-for-Profit Corporations Act, 2010](#), the Articles and/or this Bylaw by or to a Member, Director, Officer or other person shall be in writing and shall be delivered, mailed or sent by email as follows:
- (a) delivered personally, in which case it will be deemed to have been given on the date delivered;
  - (b) delivered to the person's latest address as recorded in the Corporation's records, in which case it will be deemed to have been given on the date delivered;
  - (c) mailed to the person's address as recorded in the Corporation's records by prepaid mail, in which case it will be deemed to be delivered 5 days after the date of mailing; or
  - (d) sent to the person's latest email address as recorded in the Corporation's records, in which case it will be deemed to be delivered 1 day after the date of transmittal.
22. **Waiver of Notice.** Notice may in writing,<sup>40</sup> be waived or the time for giving the notice may be abridged at any time with the consent of the person entitled thereto.<sup>41</sup>

## MEMBERSHIP

23. **Membership.** Subject to Bylaw section 11(b), the Membership of the Corporation (in contrast to membership on the Board) shall consist *ex officio*,<sup>42</sup> of those individuals who are from time-to-time voting Directors.<sup>43</sup>
24. **Termination of Membership.** Membership is not transferable<sup>44</sup> and terminates upon the individual ceasing for whatever reason to be a Director.<sup>45</sup> In such event, Membership will be deemed to have been terminated on the date that the individual ceased to be a Director

38 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 13.

39 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 196.

40 See Ontario [Not-for-Profit Corporations Act, 2010](#) [Regulation 395/21](#) section 7(1)(18) requiring the waiver to be in writing.

41 See [Not-for-Profit Corporations Act, 2010](#) (Ontario) section 198.

42 Ontario [Not-for-Profit Corporations Act, 2010](#) section 48(2) permits ex officio membership to be provided for in the bylaws.

43 Note, per Bylaw section 11(d) the Executive Minister of the Supervising Regional Council is a non-voting Director and as such is not an ex officio Member.

44 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 51.

45 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 48(8).

## MEMBERS' MEETINGS

25. **Calling Members Meetings.** Calling of Members meetings shall be subject to and in accordance with the following:
- (a) **Annual General Meetings.** The Board shall call an annual general meeting of the Members which shall be held not more than 15 months after the holding of the last preceding annual general meeting.<sup>46</sup>
  - (b) **Special General Meetings.** Members meetings may otherwise be called by the Board,<sup>47</sup> or pursuant to a requisition by the Members in accordance with the Ontario [Not-for-Profit Corporations Act, 2010](#).<sup>48</sup>
26. **Notice.** Notice of Members' meetings shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary or if there is no Secretary, the Chair, shall give or cause to be given any required notice.
  - (b) **Amount of Notice.** Subject to Bylaw section 26(e), at least 10 days' notice but not more than 50 days' notice shall be given.<sup>49</sup>
  - (c) **Content.** Notice shall include:
    - (i) date and time of the meeting;<sup>50</sup>
    - (ii) place of the meeting,<sup>51</sup> unless it is to be held wholly Electronically;
    - (iii) instructions for attending and participating Electronically, if the meeting is to be held in whole or in part Electronically;
    - (iv) an agenda describing the nature of the business to be transacted in sufficient detail to allow a Member to make a reasoned judgment on the business;<sup>52</sup>
    - (v) the text of any special resolutions<sup>53</sup> to be submitted to the meeting; and
    - (vi) any proposals properly submitted by Members (see Bylaw section 29(a)(i)), along with, if requested by such Members, any related supporting statements and their names and addresses, provided that:
      - the same are submitted at least 60 days prior to the meeting;<sup>54</sup> and
      - the Board has not refused inclusion;<sup>55</sup>
  - (d) **To Whom Given.** Notice shall be given to:

46 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 52(1) relating to timing of annual general meetings.

47 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 52(2).

48 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 60 detailing how Members can requisition meetings.

49 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1).

50 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1).

51 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1).

52 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(8).

53 Ontario [Not-for-Profit Corporations Act, 2010](#) defines "special resolution" to in essence be a resolution passed by a 2/3rds vote at a properly constituted members' meeting or alternatively a written resolution signed by 100% of the members entitled to vote. Certain matters require special resolution, such as for example, amending the Articles.

54 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 56(6)(a).

55 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 56(6) for a list of reasons when a board can refuse to include a proposal in a notice of meeting.

- (i) each Member, who is on record<sup>56</sup> as being a Member, as at the end of the day immediately before the day on which notice is given;<sup>57</sup>
- (ii) each Director;<sup>58</sup>
- (iii) each Officer;
- (iv) the auditor or person appointed to conduct a review engagement, if there has been such an appointment;<sup>59</sup> and
- (v) the Executive Director.

For greater clarity, if a person is entitled to notice in more than one capacity, notice need only be provided once.

(e) **Exceptions for Notice.**

- (i) **Adjourned Meetings.** For Members meetings that are adjourned, no notice is necessary, other than announcement at the meeting that is adjourned, unless the adjournment or cumulative adjournments are for 30 days or more.<sup>60</sup>
- (ii) **Waiver.** Members' meetings may be held without notice if all the Members entitled to notice have waived the notice, provided that attendance of any such person at a Members' meeting shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.<sup>61</sup>

(f) **Manner.** Notice shall be given in the manner specified in Bylaw section 21.

(g) **Evidence of Notice.** The statutory declaration of the individual responsible for the notice, that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

(h) **Errors or Omissions.** No error or omission in giving notice for a meeting of Members shall invalidate such meeting or invalidate or make void any proceedings taken or had at a meeting of Members.

27. **Place and Means of Meetings.** Members' meetings shall be held at a physical place in Ontario,<sup>62</sup> Electronically<sup>63</sup> or some combination thereof, as may from time to time be determined by the Board.<sup>64</sup> If any person who is entitled to participate Electronically (see Bylaw section 29) provides at least 2 days' notice to the Corporation that they wish to so participate, the meeting shall be held Electronically to the extent necessary to accommodate such wish.<sup>65</sup> Any Member participating in the meeting Electronically shall be deemed to be present at the meeting.<sup>66</sup>

56 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 54 for details regarding record date.

57 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1)(a).

58 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1)(b).

59 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1)(c).

60 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1).

61 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(3).

62 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1).

63 Ontario [Not-for-Profit Corporations Act, 2010](#) section 57(5).

64 Ontario [Not-for-Profit Corporations Act, 2010](#) section 53(5).

65 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 53(4).

66 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 53(7).

28. **Chair of Meeting.** The Chair shall chair Members' meetings or if absent, unable or unwilling for more than 15 minutes from the time fixed for the meeting, the Vice-Chair and in the absence, inability or unwillingness of both the Chair and Vice-Chair for more than 15 minutes from the time fixed for the meeting, the Members present shall by ordinary resolution<sup>67</sup> choose any Member present and who is willing to act as chair.
29. **Attendance and Participation.** The below individuals shall be entitled to attend Members meetings and to the extent indicated below participate thereat as follows:
- (a) **Members.** Members shall be entitled to attend all Members' meetings in person or Electronically and shall be entitled to participate thereat as follows:
    - (i) making a proposal, provided that: such proposal is submitted to the Board at least 60 days in advance of the meeting;<sup>68</sup> complies with the requirements of the Ontario [Not-for-Profit Corporations Act, 2010](#),<sup>69</sup> and has not been refused by the Board for inclusion with the notice of meeting.<sup>70</sup>
    - (ii) being heard verbally on any matter with respect to which a proposal could have been made;<sup>71</sup>
    - (iii) debating; and
    - (iv) voting.
  - (b) **Directors.** Directors shall be entitled to attend all Members' meetings in person or Electronically. Directors shall not be entitled to participate at Members meetings by making a proposal, debating or voting but shall be entitled to participate by being heard (verbally and/or in writing).
  - (c) **Officers.** Officers shall be entitled to attend all Members' meetings in person or Electronically. Officers shall not be entitled to participate at Members meetings by making a proposal, debating or voting but shall be entitled to participate by being heard (verbally and/or in writing) on any matter that concerns an Officer's duties.
  - (d) **ED.** The ED shall be entitled to attend all Members meetings in person or Electronically. The ED shall not be entitled to participate at Members meetings by making a proposal, debating or voting but shall be entitled to participate by being heard (verbally and/or in writing) on any matter that concerns the ED duties.
  - (e) **Auditor/Person Undertaking Review Engagement.** The auditor or person undertaking a review engagement, if one has been appointed, shall be entitled to attend all Members' meetings in person or Electronically. The auditor or person undertaking a review engagement shall not be entitled to participate at Members' meetings by making a proposal, debating or voting, but shall be entitled to

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67 Ontario [Not-for-Profit Corporations Act, 2010](#) defines "ordinary resolution" in essence to be a resolution passed by a majority vote at a properly constituted members meeting or alternatively a written resolution signed by 100% of the members entitled to vote.

68 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 56(6)(a).

69 Ontario [Not-for-Profit Corporations Act, 2010](#) section 56 and [Ontario Regulation 395/21](#) outline a number of requirements for proposals and related supporting statements, including for example, limiting the combined words and characters to 500.

70 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 56(6) for a list of reasons when a board can refuse to allow a proposal and related information in a notice of meeting.

71 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 56(1)(b).

participate by being heard (verbally and/or in writing) on any matter that concerns their duties.<sup>72</sup>

- (f) **Invited Guests.** Invited guests may attend Members' meetings on invitation of the Chair, the Board or with the consent of the meeting per the means (personally or Electronically) permitted by the invitation. Invited guests shall not have any participation entitlements, except as may be directed by the chair of the meeting.

For greater clarity, if an individual attends a meeting of Members in more than one capacity, such individual shall be entitled to participate in all capacities as outlined above.

30. **Transaction of Business.** Transaction of business at Members' meetings shall be subject to and in accordance with the following:

- (a) **Quorum.** Quorum shall be a majority of the Members.<sup>73</sup> No business shall be transacted in the absence of quorum,<sup>74</sup> except to adjourn a meeting to a fixed time and place, when there is no quorum at the opening of the meeting.<sup>75</sup>
- (b) **Business.** The business shall include the following:

(i) Annual General Meeting		
(1)	Call to order.	
(2)	Formalities.	Notice check (see Bylaw section 26 for notice requirements).
		Attendance check.
		Quorum check (see Bylaw section 30(a) for quorum requirements).
(3)	Approval of invited guests, if approval required (see Bylaw section 29(f)).	
(4)	Approval of the agenda.	
(5)	Minutes of any previous Members' meetings, not previously presented, shall be presented.	
(6)	The financial statements of the Corporation as approved by the Board shall be presented. <sup>76</sup>	
(7)	Any audit or review engagement report shall be presented. <sup>77</sup>	
(8)	Consideration of any proposals included with the notice of meeting.	
(9)	Consideration of any matters raised by Members in connection with which a proposal could have been made. <sup>78</sup>	
(10)	If an audit or review engagement is required <sup>79</sup> or otherwise desired, auditors or person to conduct a review engagement, as applicable, shall be appointed for the	

72 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(1)(c) and section 75(1)

73 Note there is no statutory requirement for quorum for Members' meetings. In the absence of any quorum provision in the bylaws, quorum is a majority per Ontario [Not-for-Profit Corporations Act, 2010](#) section 57(1). Ontario [Not-for-Profit Corporations Act, 2010](#) section 57(2) does not require quorum to be present throughout a meeting however this provision imposes such a requirement.

74 Ontario [Not-for-Profit Corporations Act, 2010](#) section 57(2) does not require quorum to be present throughout a meeting, however this provision imposes such a requirement by stating that there must be quorum for the transaction of any business.

75 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 57(3).

76 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 55(7) and 84(1)(a).

77 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 55(7)2 and 84(1)(b).

78 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 56(1).

79 Ontario [Not-for-Profit Corporations Act, 2010](#) section 68 details financial review requirements.

	ensuing year. <sup>80</sup> Otherwise, consent for exemption for financial review shall be given. <sup>81</sup>
(11)	Set the number of Directors within the allowable minimum and maximum, <sup>82</sup> if there is to be a change in the number of Directors from the last time it was set.
(12)	Election of Directors for the ensuing year. <sup>83</sup>
(13)	Any special business as specified in the notice of meeting.
(14)	Closing

(ii) Special General Meetings		
(1)	Call to order.	
(2)	Formalities.	Notice check (see Bylaw section 26 for notice requirements).
		Attendance check.
		Quorum check (see Bylaw section 30(a) for quorum requirements).
(3)	Approval of invited guests, if approval required (see Bylaw section 29 (f)). <sup>h</sup>	
(4)	Approval of agenda.	
(5)	Business outlined in the notice of meeting.	
(6)	Closing	

(c) **Debate and Decorum.** The chair of the meeting facilitates the work of the meeting by:

- (i) **Balancing** those entitled to speak (making sure everyone has an opportunity to contribute to the discussion), **issues** (making sure issues are explored fully) and **time** (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames).
- (ii) Appropriate commentary and questions.
- (iii) Establishing and maintaining **decorum** – civility and mutual respect and in that regard the following shall apply:
  - (1) No attendee entitled to speak shall do so:
    - Unless recognized by the chair of the meeting.
    - To a question at any one time for longer than 3 minutes.
    - If to do so would interrupt an individual who is speaking, except to raise a question of privilege or point of order.
  - (2) Attendees shall obey the direction of the chair of the meeting.
  - (3) Attendees who disturb the proper conduct of the proceedings or otherwise conduct themselves in a disorderly or unseemly manner may be ordered by the chair of the meeting to leave the meeting and in such event the attendee shall leave as directed by the chair of the meeting.

(d) **Voting.** Voting shall be subject to and in accordance with the following:

<sup>80</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(7)3.

<sup>81</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 76 for when and how consent for exemption from audit or review engagement may be given.

<sup>82</sup> The Articles set 8 as the minimum number of Directors. It is notable that per Ontario [Not-for-Profit Corporations Act, 2010](#) section 22(1) 3 is the legal minimum that the minimum can be set at. The Articles set 12 as the maximum number of Directors. There is no legal maximum.

<sup>83</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 55(7).

- (i) Members shall each have 1 vote<sup>84</sup> on each question arising.
- (ii) In the event of a tie, the chair of the meeting shall not have a 2<sup>nd</sup> vote.
- (iii) Unless otherwise required, every question shall be decided by ordinary resolution.<sup>85</sup>
- (iv) Unless otherwise required, every question shall be decided in the first instance by a show of hands.<sup>86</sup> A ballot may be demanded by any Member, either before or after a show of hands.<sup>87</sup> If a ballot be demanded, it shall be taken in such manner as required by law and as otherwise as the chair of the meeting shall direct.<sup>88</sup>
- (v) Unless a ballot is demanded, a declaration by the chair 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 or proportion of the votes accorded in favour of or against such resolution.<sup>89</sup>

31. **Proxyholders Prohibited.** Members shall not be entitled to appoint proxyholders and voting by proxy shall be prohibited.<sup>90</sup>
32. **Minutes.** The Secretary or if there is no Secretary, the Chair, shall keep or cause to be kept minutes of all Members meetings.<sup>91</sup>

#### IN LIEU OF MEMBERS' MEETING

33. **Written Resolutions.** Written resolutions may be passed in lieu of Members' meetings, subject to and in accordance with the following:
- (a) **All Members Entitled to Vote Must Sign.** All Members entitled to vote must sign the written resolution.<sup>92</sup>
  - (b) **Signatures.** Signatures on written resolutions may be handwritten, electronic<sup>93</sup>, and/or scanned.<sup>94</sup>
  - (c) **Counterparts.** Written resolutions may be signed in any number of counterparts. and each counterpart shall be deemed an original and taken together, all counterparts shall be deemed to constitute one and the same written resolution.

<sup>84</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 48(6).

<sup>85</sup> Ontario [Not-for-Profit Corporations Act, 2010](#) defines "ordinary resolution" in essence to be a resolution passed by a majority vote at a properly constituted members meeting or alternatively a written resolution signed by 100% of the members entitled to vote. Certain decisions are required by the Ontario [Not-for-Profit Corporations Act, 2010](#) to be passed by extraordinary resolution (80% vote) such as for example a consent to exemption from financial review requirements and special resolution (2/3rds vote), such as, for example amending the Articles.

<sup>86</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 58(1)

<sup>87</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 58(2).

<sup>88</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 67(1).

<sup>89</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 59(4).

<sup>90</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 64(1.1).

<sup>91</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 92(1)(b).

<sup>92</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 59(1).

<sup>93</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 1 for the definition of "electronic signature."

<sup>94</sup> For a related discussion see: [Electronic Signatures in Ontario Law](#) and [Law and Practice of Electronic Signatures](#).

- (d) **Delivery.** Electronic delivery (including by email transmission or transmission over an electronic signature platform) of a written resolution is as valid, enforceable and binding as if delivered in person.
  - (e) **Applicable Law.** Written resolutions shall be subject to the laws of Ontario and the federal laws of Canada applicable therein regardless of the location of the signor Director at the time of signing the written resolution.
34. **Records.** A copy of every written resolution of the Members shall be kept with the minutes of meetings of Members<sup>95</sup> and kept as part of the Corporation's records.<sup>96</sup>

## DIRECTORS AND THE BOARD

35. **Board is Accountable for Governance.** The Board shall manage or supervise the management of the activities and affairs of the Corporation, subject to any applicable law, the Articles and this Bylaw,<sup>97</sup> recognizing that, subject to the Ontario [Not-for-Profit Corporations Act, 2010](#), the Corporation has the rights, powers and privileges of a natural person.<sup>98</sup>
36. **Directors.** The role of each individual Director is to contribute to the collective decision making of the Board in conformance with all applicable duties,<sup>99</sup> including the duty to act in the best interests of the Corporation. For greater clarity, no Director shall have the authority to act on behalf of the Corporation unless specifically authorized.
37. **Qualifications of Directors.** Each Director shall:
- (a) be an individual (in contrast to artificial person e.g. corporation);<sup>100</sup>
  - (b) be at least 18 years of age;<sup>101</sup>
  - (c) not be an individual who has been found under the Ontario [Substitute Decisions Act, 1992](#) or under the Ontario [Mental Health Act](#) to be incapable of managing property;<sup>102</sup>
  - (d) not be an individual who has been found to be incapable by any court in Canada or elsewhere;<sup>103</sup>

95 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 59(3).

96 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 92(1)(c).

97 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 21. The tasks that a board must undertake to fulfill its governance responsibility have evolved over time and while there are generally recognized themes, they are variously described and not entirely aligned. One conception is that, in addition to establishing a governance framework (structures, functions and processes) for decision making, a board should undertake the following: adopt a strategic plan including vision and mission; ensure a risk management framework is developed and maintained; develop and implement a code of conduct; recruit, select and appoint an administrative head (the ED in this case); ensure a stakeholder engagement framework is developed and maintained; ensure an accountability framework is developed and maintained including performance management of the board, the administrative head (the ED in this case) and organization; and ensure a transparency framework is developed and maintained that contributes to accountability.

98 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 15(1) and 16(1). For this reason, it is not necessary to list extensive powers in the Articles.

99 Common law imposes various duties on directors which Ontario [Not-for-Profit Corporations Act, 2010](#) sections 41 and 43 codify to some extent. These are captured in the Directors' Board Ready Form that Directors are required to sign.

100 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(1)1.

101 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(1)2.

102 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(1)3.

103 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(1)4.

- (e) not have the status of bankrupt;<sup>104</sup>
- (f) consent to being a Director at the time of or within 10 days of election or otherwise in accordance with or as permitted by the Ontario [Not-for-Profit Corporations Act, 2010](#);<sup>105</sup>
- (g) be or upon election, become a Member;<sup>106</sup>
- (h) not be an “ineligible individual” within the meaning of the Canada [Income Tax Act](#);<sup>107</sup> and
- (i) not be an individual who is remunerated by the Corporation contrary to Bylaw section 45.<sup>108</sup>

38. **Board Composition.** The Board shall be composed subject to and in accordance with the following:

(a) **Number.** The Board shall be comprised of the number of Directors stated in its Articles,<sup>109</sup> provided that if the Articles provide for a minimum<sup>110</sup> and maximum number of Directors, the number of Directors on the Board shall be determined from time to time by special resolution<sup>111</sup> or alternatively if the Board has been empowered by special resolution to determine the number, by such number as the Board determines from time to time,<sup>112</sup> providing that any decrease in the number shall not shorten the term of any incumbent Director.<sup>113</sup>

(b) **How Constituted.** Directors shall be appointed and elected as follows:

(1) **Ex Officio.**

104 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(1)5.

105 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 24(8) but also see sections 24(9) and 24(10).

106 Bylaw section 23 provides automatic membership to anyone who is elected a Director. Note Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(2) says directors are not required to be members unless the bylaws provide otherwise. The Membership structure in this case requires Directors to be Members.

107 See Canada [Income Tax Act](#) section 149.1(1) for full details regarding the meaning of “ineligible individual.” In general terms, an individual is ineligible if he or she:

- has been convicted of an offence
  - related to financial dishonesty
  - relevant to the operation of the organization
- was connected to an organization whose registration was revoked for a serious breach of the requirements for registration. The connection was as:
  - a director, trustee, officer, or like official
  - an individual in a position of management or control
  - a promoter of a tax shelter, and participating in that tax shelter caused the revocation of an organization's registration

For a further discussion on the topic of “ineligible individuals” see: [Ineligible Individuals ... And The Problem Gets Worse](#).

108 Note Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(3) provides that no more than 1/3 of the directors of a public benefit corporation can be employees. If the Corporation is also a charity additional law applies. In the absence of a court order, it used to be that directors of charities could not personally benefit from the charity. This extended to being paid as an employee or in any other capacity or having an interest in a contract. Effective April 1, 2018, [regulations](#) were passed under the Ontario [Charities Accounting Act](#) relaxing these rules but only to a limited extent. For details see, Ontario Ministry of the Attorney General publication, [Payments to Directors & Connected Persons](#).

109 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 22(3).

110 Ontario [Not-for-Profit Corporations Act, 2010](#) section 22(1) requires at least 3 directors.

111 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 22(2). Ontario [Not-for-Profit Corporations Act, 2010](#) defines “special resolution” in essence to be a resolution passed by a 2/3rds vote at a properly constituted members meeting or alternatively a written resolution signed by 100% of the members entitled to vote.

112 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 22(2).

113 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 21.

- (1) 1 of the Directors shall be ex officio<sup>114</sup> be the Executive Minister of the Supervising Regional Council, as required by Bylaw section 11(d).
    - (2) 1 of the Directors shall be ex officio<sup>115</sup> be the Past Chair, if one holds office in accordance with Bylaw section 64(b(i).
  - (2) **Elected.** Subject to the approval of The United Church of Canada as required by Bylaw section 11(c) and subject to Bylaw section 43(b), the remaining Directors shall be elected by the Members at the annual general meeting.
39. **Term.** Subject to early removal and the due election of a successor, each Director shall be elected for 1 to 3 years.<sup>116</sup>
40. **Maximum Years of Service.** No Director shall serve as such for more than 6 continuous years without taking at least 1 year off, subject to the time being extended in in the case of a Director who holds an Officer's position, in order to allow for the succession of Officers according to any Board policy from time to time in place and provided that where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.
41. **Vacation of Office.** A Director ceases to hold office, if any one or more of the following apply:
- (a) **Ex Officio.** In the case of an ex officio Director, the Director no longer holds the office in connection with which their ex officio status was obtained.
  - (b) **Elected - Removal by Membership.** In the case of elected Directors, a resolution to remove the Director is passed by the Members at a general meeting of Members for which notice specifying the intention to pass such resolution has been given and any statement of the subject Director giving reasons opposing removal has been circulated to the Members.<sup>117</sup>
  - (c) **Resignation.** The Director resigns<sup>118</sup> in writing.<sup>119</sup> Resignation shall be effective when received by the Corporation or when specified in the resignation, whichever is later.<sup>120</sup>
  - (d) **Death.** Upon the death of the Director.<sup>121</sup>
  - (e) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to Bylaw section 37.<sup>122</sup>

114 Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(4) permits ex officio appointments.

115 Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(4) permits ex officio appointments.

116 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 24. It is notable that the practice is to elect Directors for 2,3 year terms, such that each Director serves for 6 years.

117 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 26(1) and 27(1)(b). Staggering of terms is a recommended best practice to facilitate continuity.

118 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 25(1).

119 [Ontario Regulation 395/21](#) section 7 requires the resignation to be in writing.

120 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 25(2).

121 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 25(1).

122 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 25(1).

42. **Circulation of Reasons for Resignation.** If a Director who resigns, provides a statement giving reasons for resignation, then such statement shall be immediately circulated to the Members.<sup>123</sup>
43. **Filling Vacancies.** Directors' vacancies shall be filled as follows:
- (a) **Ex Officio.** In the case of ex officio Directors, in the same manner as appointment.
  - (b) **Elected - If Removed by Members.** In the event a vacancy is created by the removal of a Director in accordance Bylaw section 41(b), then the Members present may (but are not required) to elect any qualified individual in her or his stead for the remainder of her or his term.<sup>124</sup>
  - (c) **Otherwise.** Vacancies may otherwise be filled as follows:
    - (i) **If Quorum Remains.** So long as a quorum of Directors remain in office,<sup>125</sup> and so long as the number of Directors appointed by the Board does not exceed 1/3 of the number of Directors elected at the previous annual general meeting,<sup>126</sup> any vacancy may be filled for the remainder of the term by the Board, if the Board shall see fit to do so. If the Board does not see fit to do so, such vacancies shall be filled at the next annual general meeting at which the Directors for the ensuing year are elected.
    - (ii) **If No Quorum or Minimum Remains.** If a quorum or the minimum number of Directors required by the Articles does not remain, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.<sup>127</sup>
44. **Filling Vacancies.** Directors' vacancies shall be filled as follows:
- (a) **If Removed by Members.** In the event a vacancy is created by the removal of a Director in accordance with Bylaw section 41(b), then the Members present may (but are not required) to elect any qualified individual in her or his stead for the remainder of her or his term.<sup>128</sup>
  - (b) **Otherwise.** Vacancies may otherwise be filled as follows:
    - (i) **If Quorum Remains.** So long as a quorum of Directors remain in office,<sup>129</sup> and so long as the number of Directors appointed by the Board does not exceed 1/3 of the number of Directors elected at the previous annual general meeting,<sup>130</sup> any vacancy may be filled for the remainder of the term by the Board, if the Board shall see fit to do so. If the Board does not see fit to do so, such vacancies shall be filled at the next annual general meeting at which the Directors for the ensuing year are elected.

123 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 27(2).

124 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 26(3).

125 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 28(1).

126 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 24(7).

127 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 28(2).

128 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 26(3).

129 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 28(1).

130 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 24(7).

- (ii) **If No Quorum or Minimum Remains.** If a quorum or the minimum number of Directors required by the Articles does not remain, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.<sup>131</sup>

A Director who fills a vacancy, holds office for the unexpired term of the Director's predecessor term.<sup>132</sup>

45. **No Remuneration.** Directors shall not receive remuneration in any capacity or any direct or indirect profit from the Corporation, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long as they have complied with any applicable expense reimbursement policies from time to time in force.<sup>133</sup>

## BOARD MEETINGS

46. **Number of Board Meetings.** The Board shall meet as necessary to fulfil the Board's role and at least 9 times each year.
47. **Calling of Meetings.**
- (a) **Regular Meetings.** The Board may appoint a day or days in any month or months for regular Board meetings at an hour to be named.
  - (b) **Other.** Subject to the Ontario [Not-for-Profit Corporations Act, 2010](#),<sup>134</sup> Board meetings may be called by any 2 Directors or by the Chair.
48. **Notice.** Notice of Board meetings shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary, or if there is no Secretary, the Chair, shall give or cause to be given the required notice.
  - (b) **Amount of Notice.** Subject to Ontario [Not-for-Profit Corporations Act, 2010](#),<sup>135</sup>

131 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 28(2).

132 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 28(7).

133 Ontario [Not-for-Profit Corporations Act, 2010](#) section 47(1) appears to permit remuneration of Directors but there are other overlays to consider in the contexts of charities. At common law, in the absence of a court order, it used to be that directors of charities could not personally benefit from the charity. This extended to being paid as an employee or in any other capacity or having an interest in a contract. Effective April 1, 2018, [regulations](#) were passed under the Ontario [Charities Accounting Act](#) relaxing these rules but only to a limited extent. For details see, Ontario Ministry of the Attorney General publication, [Payments to Directors & Connected Persons](#). Further, it is notable that the special provisions in the Articles provide as follows: No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act. This provision maintains a strict no-remuneration policy.

134 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 32(2) permitting any incorporator (who are deemed to be directors, to call the first board meeting following incorporation.

135 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 32(2) requiring not less than 5 days' notice for the first Board meeting following incorporation and Ontario [Not-for-Profit Corporations Act, 2010](#) section 33.

and subject to Bylaw section 48(f), at least 7 days' notice shall be given.

- (c) **Content.** Notice shall include:
- (i) date and time of the meeting;<sup>136</sup>
  - (ii) place of the meeting, unless it is to be held wholly Electronically;<sup>137</sup>
  - (iii) instructions for attending and participating Electronically, if the meeting is to be held in whole or in part Electronically.<sup>138</sup>
  - (iv) purpose and/or business to be transacted at the meeting, provided that notice shall not be invalidated if it fails to do so, unless such failure is in relation to purposes and/or business required by the Ontario [Not-for-Profit Corporations Act, 2010](#) to be specified.<sup>139</sup>
- (d) **To Whom Given and Manner.** Notice shall be given to each Director in the manner specified in Bylaw section 21.
- (f) **Exceptions for Notice**
- (i) **Regular Meetings.** If the Board appoints a day or days in any month or months for regular Board meetings at an hour to be named, a copy of any such resolution of the Board shall be sent to each Director but otherwise no other notice of regular meetings shall be required.
  - (ii) **Board Meeting Following Annual General Meeting.** A meeting of the Board may be held, without notice, immediately following the annual general meeting of the Corporation.<sup>140</sup>
  - (iii) **Adjourned Meetings.** No notice need be given for a meeting that continues an adjourned Board meeting if the time and place is announced at the meeting being adjourned.<sup>141</sup>
  - (iv) **Waiver.** No formal notice of a meeting of the Board is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Further, any Director may at any time waive notice of a Board meeting.
- (g) **Evidence of Notice.** The statutory declaration of the individual responsible for notice, that it has been given pursuant to this Bylaw, shall be sufficient and conclusive evidence of the giving of such notice.
- (h) **Errors or Omission.** No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at a Board meeting.

49. **Cancellation.** In the event that it appears that quorum will not be met, the Chair shall have the authority to cancel any scheduled Board meeting by sending notice to that

136 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 32(2) and 34(1).

137 Ontario [Not-for-Profit Corporations Act, 2010](#) section 32(2) and 34(3.1).

138 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 32(5) and 34(3.2).

139 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 34(3) and section 36(2) which lists the purposes/business that must be specified in a notice of meeting.

140 It is often customary to open a board meeting immediately after closing the annual general meeting at which the new board is elected, so that the new board can then appoint officers.

141 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 34(4).

effect to the Directors.

50. **Place and Means of Meetings.** Board meetings shall be held at the registered office of the Corporation or at such other place or electronically or some combination thereof, as may from time to time be determined by the Board.<sup>142</sup> Any Director participating in a Board meeting Electronically shall be deemed to be present at the meeting.<sup>143</sup>
51. **Attendance and Participation.** The below listed individuals shall be entitled to attend Board meetings and to the extent indicated below, participate thereat as follows:
- (a) **Directors.** Directors shall, be entitled to attend all Board meetings and shall be entitled to participate thereat by:
    - (i) being heard (verbally and/or in writing);
    - (ii) debating; and
    - (iii) subject to Bylaw sections 11(d)<sup>144</sup> and 53(c)(i) voting, in accordance with this Bylaw, except in the event of a Conflict of Interest, in which case the subject Director shall not participate or otherwise attempt to influence decision making and shall follow such Board policies from time to time in place. For greater clarity, Directors cannot appoint proxies or other persons to act for them at Board meetings.<sup>145</sup>
  - (b) **Officers.** Unless the Board determines otherwise,<sup>146</sup> Officers shall be entitled to attend all Board meetings and shall be entitled to participate thereat by being heard (verbally and/or in writing) but, for greater clarity, shall not be entitled to participate by debating or voting.
  - (c) **ED.** Unless the Board determines otherwise,<sup>147</sup> the ED of the Corporation shall be entitled to attend all Board meetings and shall be entitled to participate thereat by being heard (verbally and/or in writing) but, for greater clarity, shall not be entitled to participate by debating or voting.
  - (d) **Invited Guests.** Invited guests shall be entitled to attend Board meetings, on invitation of the Chair, the Board or with the consent of the meeting. Invited guests shall not be entitled to participate in Board meetings by voting or debating but shall be entitled to participate by being heard (verbally and/or in writing), if recognized by the chair of the meeting.

For greater clarity, if an individual attends a meeting of the Board in more than one capacity, such individual shall be entitled to participate in all capacities as outlined above.

52. **Chair of Meeting.** The Chair shall chair Board meetings or if absent, unable or unwilling, the Vice-Chair and in the absence, inability or unwillingness of both the Chair and Vice-Chair, the Directors present shall by majority resolution choose another

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142 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 34(1) and 34(6).

143 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 34(9).

144 Note the, Executive Minister of the Supervising Regional Council is an ex officio corresponding Director who is non-voting.

145 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 23(5).

146 A matter involving the performance management of the Officer is an example of when the Board might decide that the subject Officer should not attend the related Board meeting.

147 A matter involving the performance management of the ED is an example of when the Board might decide that the ED should not attend the related Board meeting.

Director to act as chair of the meeting.

53. **Transaction of Business.** Transaction of business at Board meetings shall be subject to and in accordance with the following:

- (a) **Quorum.** A majority of the Directors shall form a quorum for the transaction of business by the Board.<sup>148</sup>
- (b) **Debate and Decorum.** The chair of the meeting facilitates the work of the meeting by:
  - (j) **Balancing** those entitled to speak (making sure everyone has an opportunity to contribute to the discussion), **issues** (making sure issues are explored fully) and **time** (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames).
  - (ii) Appropriate commentary and questions.
  - (iii) Establishing and maintaining **decorum** – civility and mutual respect and in that regard the following shall apply:
    - (1) No attendee shall speak:
      - Unless recognized by the chair of the meeting.
      - To a question at any one time for longer than 3 minutes.
      - If to do so would interrupt an attendee who is speaking except to raise a question of privilege or point of order.
    - (2) Attendees shall conduct themselves with decorum and obey any proper direction of the chair of the meeting.
    - (3) Attendees who disturb the proper conduct of the proceedings or otherwise conduct themselves in a disorderly or unseemly manner may be ordered by the chair of the meeting to leave the meeting and in such event the attendee shall leave as directed by the chair of the meeting.
- (c) **Voting.** Voting shall be subject to and in accordance with the following:
  - (i) Directors, with the exception of the Executive Minister of the Supervising Regional Council who is an ex-officio non-voting Director, shall each have 1 vote on each question arising. For greater clarity the chair of the meeting, if a voting Director, shall be entitled to 1 vote but shall not have a 2<sup>nd</sup> or casting vote in the event of a tie.
  - (ii) Questions arising at Board meetings shall be decided by a majority vote.
  - (iii) Every question shall be decided by a show of hands in the first instance. A ballot may be demanded by any Director, either before or after a show of hands. If a ballot be demanded, it shall be taken in such manner as the chair of the meeting shall direct.
  - (iv) Unless a ballot be demanded, a declaration by the chair 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 or proportion of the votes accorded in favour of or against such resolution.<sup>149</sup>
  - (v) A Director who does not cast a vote (whether present or not at the relevant Board meeting) shall be deemed to have voted in favour of any

148 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 34(2). Note, quorum is calculated on the number of directors a corporation should have – not on the number it actually has.

149 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 38 and

- resolution passed, unless such Director raises their dissent in accordance with the Ontario [Not-for-Profit Corporations Act, 2010](#).<sup>150</sup>
- (vi) Voting by proxy or voting by alternate director shall not be permitted.<sup>151</sup>

54. **Minutes.** The Secretary or if there is no Secretary, the Chair, shall keep or cause to be kept minutes of all Board meetings.

#### IN LIEU OF BOARD MEETINGS

55. **Written Resolutions.** Written resolutions may be passed in lieu of Board meetings, subject to and in accordance with the following:
- (a) **All Directors Entitled to Vote Must Sign.** All Directors entitled to vote must sign the resolution.<sup>152</sup>
  - (b) **Signatures.** Signatures on written resolutions may be handwritten, electronic<sup>153</sup> and/or scanned.<sup>154</sup>
  - (c) **Counterparts.** Written resolutions may be signed in any number of counterparts. and each counterpart will be deemed an original and taken together, all counterparts will be deemed to constitute one and the same written resolution.
  - (d) **Delivery.** Electronic delivery (including by email transmission or transmission over an electronic signature platform) of a written resolution is as valid, enforceable and binding as if delivered in person.
  - (e) **Applicable Law.** Written resolutions shall be subject to the laws of Ontario and the federal laws of Canada applicable therein regardless of the location of the signor Director at the time of signing the written resolution.
56. **Records of Written Resolutions.** A copy of every written resolution of the Board shall be kept with the minutes of Board meetings,<sup>155</sup> which shall be kept as part of the Corporation's records.<sup>156</sup>

#### CONFLICT OF INTEREST

57. **Management.** Conflicts of Interest shall be managed subject to and in accordance with the following:<sup>157</sup>

150 See Ontario [Not-for-Profit Corporations Act, 2010](#) sections 45(1) and (2) and [Ontario Regulation 395/21](#).

151 Many organizations mistakenly believe that directors are permitted to vote by proxy. It is well-established under the common law, that the rules of fiduciary duty applicable to directors prohibit a director from delegating his or her right to vote to another individual. This common law rule has been codified in section 23(f) of the Ontario [Not-for-Profit Corporations Act, 2010](#).

152 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 35(1).

153 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 1 for the definition of "electronic signature."

154 For a related discussion see: [Electronic Signatures in Ontario Law](#) and [Law and Practice of Electronic Signatures](#).

155 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 35(2).

156 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 92(1)(d).

157 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 41 and 43(3).

- (a) **Refrain From Influencing Decisions.** If a Conflict of Interest exists, then the subject Director or Officer is obliged to refrain from influencing related decision making in any way. To that end but without limiting the generality of the foregoing, the Director or Officer shall disclose<sup>158</sup> the Conflict of Interest to the Corporation:<sup>159</sup>
- (i) at the meeting at which the matter in connection with which the Director or Officer has a Conflict of Interest is first discussed;
  - (i) if the Director or Officer does not then have a Conflict of Interest, at the first meeting after which the Director or Officer develops a Conflict of Interest;
  - (ii) if the Director or Officer develops a Conflict of Interest after the Corporation becomes involved in a matter, at the first meeting after the Director or Officer develops such Conflict of Interest;
  - (iii) if an individual who has Conflict of Interest later becomes a Director or Officer, at the first meeting after such individual becomes a Director and in all instances, the Director or Officer shall not take part in any discussion with respect to the matter and shall leave the meeting to permit discussion in the Director's or Officer's absence and in the case of Director's, the subject Director shall not vote.<sup>160</sup>
- (b) **In the Event of No Disclosure of Conflict of Interest.** If no disclosure of a Conflict of Interest is given, any Director who considers at the time of the meeting, that a Conflict of Interest may exist must bring the matter specifically to the attention of the chair of the meeting or if it is outside the time of the meeting, to the Chair or the Treasurer, if the Conflict of Interest involves the Chair. In such events the following shall apply but in no way limit any other recourse that may be available to the Corporation at law or in equity:
- (i) If raised during the course of a Board meeting, the chair of the meeting shall ask the meeting to make a determination as to whether the subject Director or Officer has a Conflict of Interest and if so determined, the subject Director or Officer shall comply with section 57(a) of this Bylaw.
  - (ii) If raised outside the course of a Board meeting, the following shall apply:
    - (1) In the first instance, the Chair shall have the authority to assess and make a determination as to whether or not the subject Director or Officer has a Conflict of Interest or in the Chair's case, the Treasurer.
    - (2) If the Chair or Treasurer as the case may be, determines that the subject Director or Officer has a Conflict of Interest, then he or she shall meet with the subject Director or Officer and discuss the Conflict of Interest and the need to disclose it in accordance with section 57(a) of this Bylaw.
    - (3) If the subject Director or Officer refuses to disclose the Conflict of Interest as determined by the Chair or Vice-Chair as the case may be, the Chair or Vice-Chair as the case may be, shall raise the matter with the Board and ask the Board to make a determination as to whether the subject Director or Officer has a Conflict of Interest.
    - (4) If a Conflict of Interest is determined by the Board to exist but no disclosure is given, then the subject Director or Officer will be obliged to account to the Corporation for all benefits that the Director or

158 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 41(1) which codifies the obligation disclose certain Conflicts of Interest.

159 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 41(2), which outlines disclosure timing requirements for certain kinds of Conflicts of Interest.

160 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 41(5), which prohibits attendance and voting at relevant meetings for certain kinds of Conflicts of Interest.

Officer directly or indirectly received as a result and, if the matter was a contract with the Corporation, the contract will be voidable at the instance of the Corporation.

58. **Board Decisions About Conflict of Interest.** Decisions of the Board regarding Conflict of Interest are final and binding on the subject Director and no appeal shall lie therefrom.

## COMMITTEES

59. **Managing Committee.** The Board may from time to time appoint from among its number one or more managing committees<sup>161</sup> and delegate to any such committees any powers of the Board, except such powers that cannot be delegated as per the Ontario [Not-for-Profit Corporations Act, 2010](#).<sup>162</sup>
60. **Other Committees.** In addition to any managing committee, the Board may from time to time establish such other committees as it determines necessary for the execution of the Board's responsibilities.
61. **Terms of Reference.** The Board shall establish and amend from time to time as appropriate terms of reference for all committees established by the Board.
62. **Committee Membership.** Membership on committees shall be subject to and in accordance with the following:
- (a) **Managing Committee.** Membership on any managing committee shall be restricted to Directors. Membership on any other committees established by the Board may, but need not, be restricted to Directors.
  - (b) **Audit Committee.** Insofar as membership of any audit committee, the majority of such membership shall not be comprised of officers or employees of the Corporation or of any of its affiliates.<sup>163</sup>
63. **Dissolution.** The Board may dissolve any committee at any time.

## OFFICERS

64. **Appointment of Officers.**<sup>164</sup>
- (a) **Chair.** The Board shall, at its first meeting following the annual general meeting,

<sup>161</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 36(1).

<sup>162</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 36(2) providing that the following powers cannot be delegated: submit to the members any question or matter requiring the approval of the members; fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation; appoint additional directors; issue debt obligations except as authorized by the directors; approve the Corporation's annual financial statements; adopt or repeal bylaws; and/or establish contributions to be made or dues to be paid by the members.

<sup>163</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 80(1) which details the requirement to give notice of audit committee meetings to the auditor and the auditors entitlement to attend at the expense of the Corporation, among other things.

<sup>164</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 42(2).

appoint a Chair from among the Directors.<sup>165</sup>

(b) **Other.** The Board may, but shall not be required to appoint other Officers as the Board may from time to time determine, which may include the below.

(i) **Vice-Chair.** A Vice-Chair, who if appointed, shall be from among the Directors.<sup>166</sup>

(ii) **Past-Chair.** A Past-Chair, who if appointed, shall be the outgoing Chair or if the outgoing Chair is unable or unwilling, any Past-Chair selected by the Board and if no such Past-Chair is selected or able or willing, the position shall be vacant.

(iii) **Treasurer.** A Treasurer, who if appointed, shall be from among the Directors.<sup>167</sup>

(iv) **Secretary.** A Secretary, who if appointed, need not be a Director.<sup>168</sup>

(c) An individual may hold more than 1 office, except for the offices of Chair and Vice-Chair.<sup>169</sup>

65. **Job Descriptions.** The Board shall establish and amend from time to time as appropriate job descriptions for all offices appointed.

66. **Removal.** Officers shall be subject to removal and replacement by resolution of the Board at any time for any reason or no reason whatsoever.

67. **Remuneration.** Officers who are also Directors shall not receive remuneration or profit from their positions as such.<sup>170</sup>

## PROTECTION AND INDEMNITY

68. **No Liability.** No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or

165 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 42(2).

166 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a vice-chair but such an appointment is common and it is required by this provision.

167 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a treasurer but such an appointment is common and it is required by this provision.

168 Ontario [Not-for-Profit Corporations Act, 2010](#) does not require the appointment of a secretary but contemplates one and such an appointment is common. Often organizations find it convenient to appoint the executive director as secretary because such individual often performs many of the typical functions of such office.

169 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 42(c).

170 In the absence of a court order, it used to be that directors of charities could not personally benefit from the charity. This extended to being paid as an employee or in any other capacity or having an interest in a contract. Effective April 1, 2018, [regulations](#) were passed under the Ontario [Charities Accounting Act](#) relaxing these rules but only to a limited extent. For details see, Ontario Ministry of the Attorney General publication, [Payments to Directors & Connected Persons](#).

for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Ontario [Not-for-Profit Corporations Act, 2010](#) and the Articles and Bylaws; and
- (b) exercised their powers and discharged their duties in accordance with the Ontario [Not-for-Profit Corporations Act, 2010](#).

69. **Indemnification.** Every Director, Officer, former Director or Officer or individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, or another entity, shall be indemnified by the Corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, provided that:
- (a) The individual acted honestly and in good faith<sup>171</sup> with a view to the best interests of the Corporation or other entity, as the case may be.<sup>172</sup>
  - (b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.<sup>173</sup>

70. **Advance of Money.** The Corporation may advance money to an individual referred to in section 69 for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 69.<sup>174</sup>

71. **Directors and Officers Insurance.** Subject to the requirements of the [Charities Accounting Act \(Ontario\) Regulation 4/01](#),<sup>175</sup> the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Bylaw section 69 against any liability incurred by the individual:
- (a) in the individual's capacity as a Director or Officer; or
  - (b) in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

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171 Ontario [Charities Accounting Act Regulation 4/01](#) section 2 prohibits indemnification for liability that relates to a failure to act honestly or in good faith in the performance of duties.

172 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 46(3)(a).

173 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 46(3)(b).

174 See Ontario [Not-for-Profit Corporations Act, 2010](#) section 46(2).

175 [Charities Accounting Act \(Ontario\) Regulation 4/01](#) section 2(5) requires the Board to consider the following factors in this context: 1. The degree of risk to which the director or officer is or may be exposed. 2. Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance. 3. Whether the amount or cost of the insurance is reasonable in relation to the risk. 4. Whether the cost of the insurance is reasonable in relation to the revenue available to the director or officer. 5. Whether it advances the administration and management of the property to purchase the insurance. Further section 2(6) provides that the purchase of insurance must not, at the time of the purchase, unduly impair the carrying out of the religious, educational, charitable or public purpose [of the Corporation] and section 2(7) provides no insurance shall be purchased if doing so would result in the amount of the debts and liabilities exceeding the value of the property or, if [it would] render the corporation insolvent and section 2(8) provides it may only be purchased from property to which the personal liability relates and not from any other charitable property.

## AMENDMENTS

72. **Bylaws.** Any amendments to the body of this Bylaw shall be undertaken in accordance with the Ontario [Not-for-Profit Corporations Act, 2010](#)<sup>176</sup> and Bylaw section 11(p).

## REPEAL OF PRIOR BYLAWS

73. **Repeal.** Subject to Bylaw section 74, all prior bylaws of the Corporation are repealed.
74. **Proviso.** The repeal of prior bylaws shall not impair, in any way, the validity of any act.

Passed by the Board: [insert date passed by the Board], 2025

\_\_\_\_\_  
[insert name and office]

\_\_\_\_\_  
[insert name and office]

Approved by The United Church of Canada: [insert date approved by The United Church of Canada], 2025

\_\_\_\_\_  
[insert name and office]

\_\_\_\_\_  
[insert name and office]

Confirmed by the Members: [insert date confirmed by the Members], 2025.

\_\_\_\_\_  
[insert name and office]

\_\_\_\_\_  
[insert name and office]

<sup>176</sup> See Ontario [Not-for-Profit Corporations Act, 2010](#) section 17.