



Lambton Elderly Outreach

(LEO)

BYLAWS

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BY-LAW #1

A by-law relating generally to the conduct/transaction of the affairs of
LAMBTON ELDERLY OUTREACH
(the "Corporation")

WHEREAS the Corporation was amalgamated by Letters Patent issued by the Minister of Consumer and Commercial Relations on the 5th day of June, 1980, for the following objects:

- (i) To provide in-home and community services for the purpose of maintaining and preserving family environments when an individual's or family physical or mental well-being is threatened, disrupted or in the process of rehabilitation.
- (ii) To promote and maintain policies that will ensure qualified personnel to provide and coordinate the services.
- (iii) To promote and maintain policies that ensure high quality of direct services to clients through a code of ethics.
- (iv) To endeavor to strengthen the family unit.
- (v) To inform the public of the services and objectives of the corporation and to stimulate support of the corporation by the public.
- (vi) To do all such other things as are incidental or conclusive to the attainment of the above objectives, and in particular:
 - a. To solicit, receive and hold contributions of money and property for the objects of the Corporation; to sell or convert and property into money from time to time; to invest and re-invest any principal in investments authorized by law for the investment of trust funds; and to disburse and distribute such money and property in the furtherance of the objects of the Corporation.
 - b. To acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto;
 - c. To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned by the Corporation.
 - d. In connection with any company or corporation in which the Corporation may at any time hold shares or obligations, to take up the proportion of any increased capital to which, as holders of such shares or obligations, it may be entitled, and to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization of such company or corporation or for the amalgamation of such company or corporation or for the sale of the assets of such company or corporation or any part thereof and in pursuance of such plan to accept any shares or obligations in lieu of or in exchange for the shares or obligations held by the Corporation in such company or corporation; and to enter into any pooling or other agreement in connection with the shares or obligations held by the Corporation in such company or corporation and, in the case of sale thereof, to give any options considered advisable; and to give consent to the creation of any mortgage, lien or indebtedness by any company or corporation whose shares or obligations are held by the corporation; and
 - e. To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary.

BE IT ENACTED as a by-law of the Corporation as follows:

1.0 INTERPRETATION

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

- .01 the singular includes the plural;
- .02 the masculine gender includes the feminine and neuter genders and the feminine gender includes the masculine and neuter genders;
- .03 "Area" means a geographic division of the county as described from time to time in the by-laws of the Corporation;
- .04 "Board" means the Board of Directors of the Corporation;
- .05 "By-law" means this by-law as from time to time amended and supplemented by other by-laws;
- .06 "Committees" means those Committees referred to in Article 8.00;
- .07 "Corporation" means Lambton Elderly Outreach;
- .08 "Corporations Act" means the Corporations Act, R.S.O. 1990, c.C.38, and any statute amending or enacted in substitution therefore, for time to time;
- .09 "Documents" includes 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 obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writing;
- .10 "Elected Director" means a person who has been elected to the office of Director in accordance with Article 6.00, or appointed to fill a vacancy in the office of Director in accordance with Section 4.04;
- .11 "'Nominating Committee" means the committee appointed by the Board pursuant of Section 6.04;
- .12 "Past Board Chair" means the person whose term of office as Board Chair has most recently expired and who is willing to serve as such;
- .13 "Standing Committees" means those standing committees referred to in Article 8.00;

All terms defined as the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2.00 HEAD OFFICE

The Head Office of LEO will be in the County of Lambton in the Province of Ontario, at such place as the Board of Directors may from time to time determine.

3.00 CORPORATE SEAL

The LEO Seal, an impression whereof is stamped at the margin hereof will be seal of the corporation

4.00 BOARD

The affairs of the corporation shall be managed by a Board of not more than 12 and not less than 6 Directors with a knowledge and understanding of issues related to the disabled and older individuals in Lambton County as provided for in the Letters Patent of the Corporation.

The Board of Directors will, as much as possible, geographically and demographically represent Lambton County's citizens.

The Board of Directors is elected for a three (3) year term and may be elected for three (3)- three (3) year terms. A Director who has served three (3) x three (3) year terms may be elected to the Board after a one-year retirement. The Board of LEO may by resolution passed by at least two-thirds of the votes cast at a Annual

general meeting of which notice specifying the intention to pass such resolution has given, remove any Director before the expiration of their term of office, and may be a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

4.01 Qualifications:

Each Director shall:

- .01 be at the date of their election, and thereafter remain throughout their term, a Board Member of the Corporation who is qualified by the terms of the Letters Patent of the Corporation to hold office;
- .02 be at least eighteen (18) years of age and competent to carry out duties;
- .03 not be an undischarged bankrupt.

If a person ceases to be a Member of the Corporation who is qualified by the terms of the Letters Patent of the Corporation to hold office, or becomes bankrupt or a mentally incompetent person, they thereupon cease to be a Director, and the vacancy so created may be filled in the manner prescribed by Section 4.03.

4.02 Vacancies, Board of Directors:

Vacancies on the Board of Directors, however caused may, as long as a quorum of Directors remain in office, shall be filled by the Directors from among the qualified members of LEO, or other qualified persons, if they see fit to do so, otherwise such vacancies will be filled at the next general meeting of the members at which the Directors for the ensuing year are elected, but if there is no quorum of Directors, the remaining Directors will forthwith call a meeting to fill the vacancy.

4.03 Removal of Directors:

The Board entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

Without limitations, any Director may be removed in accordance with this Section if, without cause (as determined solely by the Board), such Director does not attend two consecutive meetings of the Board in any financial year of the Corporation. Directors have the right to give reasons for why they should not be removed.

A Director of any Board Committee established under the By-Laws may cease to be a Director of a committee on having been absent from two consecutive meetings of the Board or Committee as the case may be, unless they are an ex-officio member of that committee and except by special resolution of the Board.

4.04 Quorum:

A quorum for the transaction of business at meetings of the Board shall be a majority of the number of Directors of the Board.

4.05 Meetings:

Meetings of the Board may be held at any place within or outside Lambton County, whether in person or virtually, as designated in the notice calling the meeting. Meetings of the Board may be called by any four (4) Directors. Except as otherwise required by law, the Board of Directors may hold meetings at such place or places as it may from time to time determine. No formal notice of any such meeting will be necessary if all the Directors are present, or those absent have specified their consent to the meeting being held in their absence. The Board may 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. A Directors' meeting may also be held, without notice,

immediately following the annual meeting of LEO. The Directors may consider or transact any business either special or general at any meeting of the Board.

4.06 Notice:

Directors' meetings may be formally called by the Board Chair or Vice Chair. Notice of such meetings will be delivered, telephoned, or emailed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than three days before the meeting is to take place. The statutory declaration of the Board Chair or Vice Chair that the notice has been given pursuant to this by-law will be sufficient and conclusive evidence of giving such notice.

4.07 Regular Meetings:

The Board may appoint one or more days in each year for the regular meetings of the Board at a place and time named; no further notice of regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose or organization, the election and appointment of officers and the transaction of any other business. The Board shall meet not less than four (4) times each financial year of the Corporation.

No error or omission in giving notice for a meeting of Directors shall invalidate such a meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereafter.

4.08 Voting, Board of Directors:

Questions arising at any meeting of Directors will be decided by a majority of the votes. Each Director shall have one (1) vote. In case of equality of votes, the Board Chair will have the deciding vote.

All votes at such meetings shall be taken by ballot if so, demanded by any Director present, but if no demand is made, the vote will be taken in the usual way by assent or dissent. A declaration by the Board Chair that the resolution has been carried and an entry to the effect in the minutes shall be admissible in evidence as prima facie proof of fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In absence of the Board Chair their duties may be performed by the Vice Chair or such other Director as the Board may from time to time appoint the purpose.

4.10 Remuneration of Directors:

The Directors of the Corporation shall serve without remuneration unless otherwise approved.-Directors shall be entitled to be reimbursed for personal expenses incurred while serving in their capacity as Directors.

4.11 Indemnities to Directors and Officers:

Every Director and officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against.

- .01 all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commences, or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- .02 all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own willful neglect or default.

4.12 Protection of Directors and Officers:

No Directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency 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 tortuous 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 their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

4.13 Responsibility for Acts:

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

4.14 Others Present:

Such others as the Board may from time to time by resolution determine, shall be entitle, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat.

4.15 Minutes of Meetings:

Following each meeting of the Board, a copy of the minutes of such meeting shall be send to each Director as soon as possible.

4.16 Resignation:

A Director may resign by delivering to the Board Chair their written resignation, which shall take effect at the time of such delivery, unless a later date is specified in the resignation.

4.17 Governance Process:

The role of the Board is to represent the moral ownership, to focus on the strategic plan and long-term vision, and to monitor the operations of both the Board and the organization.

4.18 Board and Staff Relations:

The Chief Executive Officer is the single link between the Board and the operating level.

4.19 Executive Limitations:

Do not do anything illegal, unethical or imprudent.

5.0 OFFICERS**5.01 Executive Office:**

There shall be a Board Chair, Vice Chair, and Treasurer elected by the Board from among their number. One person may hold more than one office.

The Executive officers are elected for a one (1) year term and may elected for two (2) additional one (1) year

terms. The Board Chair and Vice Chair shall be elected by the meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The Executive Officers form the Executive Committee regarding CEO performance.

5.02 Board Chair:

The Board Chair shall, when present, preside at all meetings of the Board. The Board Chair shall be an ex-officio member, with voting rights, on all Committees. The Board Chair shall sign all documents requiring their signature and have the other powers and duties from time to time prescribed by the Board or incident to the office. The Board Chair with the Vice Chair or other officer appointed by the Board for the purpose shall sign all by-laws.

5.03 Vice Chair:

During the absence or inability to act of the Board Chair, their duties and powers may be exercised by the Vice Chair. If the Vice Chair exercises any of those duties or powers, the absence or inability to act of the Board Chair shall be presumed with reference thereto. The Vice Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office. The Vice Chair is expected to move up to office of Board Chair of the organization and Chair the Board of Directors upon completion of the Board Chair's term.

5.04 Other Vice Chairs:

The Board may elect such number of other Vice Chairs as the Board so determines. The other Vice Chairs shall perform such duties as are prescribed from time to time by the Board.

5.05 Treasurer:

The Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation un proper books of account and shall deposit or cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation un the bank or banks from time to time designated by the Board. They shall disburse, or cause to be disbursed, the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render or cause to be rendered to the Board, whenever required of him. The Treasurer will Chair the Finance Committee and will ensure annual compliance measurements are met.

5.06 Past Chair:

The Past Chair shall perform from time to time the duties prescribed by the Board and may perform such additional duties as may be requested of them by the Board Chair. The tenure of this role will be a one-year term.

5.07 Chief Executive Officer:

The Board shall appoint a Chief Executive Officer who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given from time to time, the Chief Executive Officer shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation and, without limitation, shall be responsible for:

- .01 the standards and programs of the Corporation;
- .02 the effective functioning of the Corporation, subject to the overall supervision of the Board;
- .03 the preparation of grant other submissions to the appropriate funding bodies whether governmental or otherwise.

The Chief Executive Officer shall be given notice of, and shall be entitled to attend, all meetings of the Board and Committees of the Corporation. At such meetings, the Chief Executive Officer shall be entitled to speak, but not vote.

5.08 Other Officers:

The Board may appoint other officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

5.10 Terms of Office:

Following election by the Board after an annual meeting the officers, referred to in Section 5.01 and 5.04, so elected shall hold office for a three-year term. Those officers are not eligible to hold office for more than three (3) consecutive full three-year terms. Any person may therefore serve for an office for a nine (9) year term.

5.11 Resignation:

Any officer may resign by delivering to the Board Chair their written resignation, which shall take effect at the time of such delivery, unless a later date is specified in the resignation.

5.12 Record Keeping:

Nonprofits must keep the following records at their office for any member to review:

- a. Articles, bylaws, and amendments
- b. Minutes from board meetings, board committee meetings, member meetings, and member committee meetings
- c. A list of directors, officers, and members going back 6 years including their names, start date, end date, addresses, and email addresses if they agree to receive documents electronically. The bylaws can ask the nonprofit to keep other information.
- d. Suitable accounting records
- e. A list of land interest ownership in Ontario

The records listed above will be kept at the Corporation's official address as well as digitally. In the case of a shared service agreement with an outside organization records may be kept at the location named in the agreement.

Directors and creditors have a right to look at all of the records listed above, except for board and board committee meeting minutes and accounting records.

Only the following individuals have a right to look at all records:

- directors
- auditors or financial reviewers, and
- court-appointed investigators.

6.0 ELECTION OF BOARD

6.1 Rotation:

Subject to the provisions of the Corporations Act and the Letters Patent and by-laws of the Corporation as amended from time to time, Directors shall be elected by the Board entitled to vote and shall retire in rotation.

6.2 Re-Election:

A Director is eligible for re-election.

6.3 Nominating Committee:

Prior to each annual meeting, the Board shall appoint a committee to present to the annual meeting a slate of candidates for election as Directors.

- .01 In selecting candidates for Directors, the Nominating committee shall have regard to the desirability of representation on the Board of users of community support services;
- .02 In selecting other candidates for Directors, the Nominating Committee shall observe the requirements of Subsection 4.02.

6.4 Nominations:

Candidates for the office of Director to be elected according to Section 6.03 above shall include:

- .01 the slate of candidates for officer proposed by the Nominating Committee

6.05 Election Method:

Where:

- .01 the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- .02 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

Forms:

The Board may prescribe the form of nomination paper and the form of a ballot.

7.0 ANNUAL GENERAL MEETING**7.01 Annual Meeting:**

The Annual General Meeting of the Board shall be held each year within Lambton County, whether it is in person or virtually, at a time, place and date determined by the Board, for the purpose of;

- .01 hearing and receiving the reports and statements required by the Corporations act to be read and laid before the corporation at an annual meeting;
- .02 receiving the report of the Nominating Committee referred to in Section 6.04 and electing such Directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix their remuneration; and
- .04 the transaction of any other business properly brought before the meeting such as, without limitation, authorizing the levy of assessments.

The Board shall determine the order of business of the annual general meeting.

7.02 General Meeting:

The Board may at any time call a general meeting for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting may also be called by the Board as provided in the Corporations act.

7.03 Notice of Meeting:

Notice of the time, place and date of meetings of and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to the community and partners (and in the case of an annual meeting to the auditor of the Corporation) through use of the website and social media platforms of the Corporation, with the addition of email for individuals who have consented to be contacted with this method.

8.00 COMMITTEES

8.01 Standing Committees:

At the Annual General Meeting of the Board and subject to these By-Laws, the Board Chair may appoint the following committees: Finance and Risk, Governance and Human Resources, Nominations and other committees as established by the Board.

The Chairperson of each Committee will be elected by the Committee with the exception of the Finance Committee which is to be Chaired by the Treasurer.

Committees shall meet at the call the Committee Chair or their designate.

9.00 EXECUTION OF DOCUMENTS

9.01 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

9.02 Execution of Documents:

Documents requiring execution by the Corporation may be signed by any two officers of the Corporation or by any one such officer and the Chief Executive Officer of the Corporation, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

10.00 BANKING ARRANGEMENTS

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- .01 operate the Corporation's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money whether on paper or electronic;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any office of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

Deposit of Securities:

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11.00 BORROWING BY THE CORPORATION

Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may.

- .01 borrow money on the credit of the Corporation.
- .02 issue, sell or pledge securities of the Corporation; or
- .03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

Provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

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

12.00 FINANCIAL YEAR

The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

13.00 NOTICE**13.01 Computation of Time:**

In computing the date when notice must be given under any provision of the by- laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

13.02 Omissions and Errors:

The accidental omission to give notice of any meeting of the Board or the non-receipt of any notice by any Director-of by the Auditors of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director-or the Auditor or the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

14.00 BY-LAWS AND AMENDMENTS, ETC.**14.01 Enactment:**

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act and notwithstanding same, such by-laws

may only be enacted, etc. if:

- .01 the text of the by-law be enacted, etc., and sufficient particulars to explain same, are fully set out in the notice or accompanying material sent to the Board in relation to the meeting being held to consider same;
- .02 two-thirds (2/3) of the votes cast by the Board entitled to vote at the meeting determine in favour of the enactment, etc., of the by-law.

15.00 DISSOLUTION

Upon dissolution of the Corporation, the property of the Corporation shall be converted into cash and added to the funds of the Corporation and the amount thereof shall be distributed:

- .01 firstly, and subject to governing laws, in payment of all outstanding debts and liabilities of the corporation on a pro rata basis; and
- .02 secondly, the balance if any, shall be distributed amongst charitable organizations which carry on their work solely in Lambton County.

16.00 CERTIFICATION OF PROCEEDINGS

Copies of by-laws, resolutions, or other proceedings of the Board may be certified under the corporate seal of the Corporation or by such other person as the Board may from time to time, by resolution appoint to perform such duties.

17.00 EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment.

Enacted as By-Law Number 1 by the Directors of the Corporation at a meeting duly called and regularly held and which a quorum was present

September 28, 2023.



(Signed Board Chair)



(Signed Chief Executive Officer)