

**YMCA OF GREATER TORONTO
GENERAL BY-LAW NO. 10
(As amended on July 30, 2020)**

A general By-law relating to the transaction of the business and affairs of YMCA OF GREATER TORONTO

BE IT ENACTED as a by-law of YMCA OF GREATER TORONTO (hereinafter referred to as the "Association") as follows:

1. NAME

1. The name of the Association shall be: YMCA OF GREATER TORONTO.

2. HEAD OFFICE

2. The head office of the Association shall be in the City of Toronto, Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

3. SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

4. OBJECTIVES

4. The objectives of the Association shall be the spiritual, mental, social and physical improvement of young people and adults by all suitable ways and means, and the betterment of society.
5. The program objective of the Association is to provide an environment in which all people join together in activities which will be conducive to their intellectual, emotional, spiritual, social and physical well-being while contributing to the betterment of the community.

5. MEMBERSHIP

- 5.1 The Association shall have one category of members: Voting Members.

- 5.2 Voting Members are:

- (a) individuals, eighteen (18) years of age or over, who have submitted to the Association an application to be a Voting Member of the Association in the form approved by the Board from time to time, which application has been approved by the Board and which application shall include a statement that such individual agrees with and supports the Association's objectives, mission, vision and values from time to time, and who shall satisfy either of the following criteria:

- (i) have made a donation of at least twenty-five dollars (\$25.00), or such other amount as may be determined by the Board from time to time, to the Association in each of the previous two twelve (12) month periods ending on March 31 or such extended date as the Board of Directors may have determined, or
 - (ii) have performed a minimum of twenty-five (25) hours of voluntary service, or such other amount as may be determined by the Board from time to time, with the Association in each of the two previous twelve (12) month periods ending on March 31 or such extended date as the Board of Directors may have determined and have provided evidence of such voluntary service to the Association by way of a written declaration by the individual attesting as to the voluntary service performed, and the nature of the services performed, provided however, that in respect of the previous two twelve (12) month periods ending on March 31 or such extended date as the Board of Directors may have determined, one of such requirements may involve a donation of twenty-five dollars (\$25.00) or more, and the other may involve twenty-five (25) hours or more of voluntary service performed for the Association; or
- (b) are Directors of the Association who shall be ex officio Voting Members for so long as they serve as Directors.

5.3 An individual who has been admitted as a Voting Member pursuant to section 5.2(a) shall continue to be a Voting Member so long as the individual continues to meet the criteria of section 5.2(a)(i) or (ii) and such a Voting Member and has not resigned in writing.

5.4 Membership is not transferrable.

5.5 No fees shall be payable by the Members.

5.6 Each Voting Member shall be entitled to one vote, provided that in the case of the Voting Members referred to in section 5.2(a), in order to be able to vote at a meeting of members, such Voting Members shall have been admitted as Voting Members by resolution of the Board at least ninety (90) days prior to the meeting of members.

5A. PARTICIPANTS

5A.1 "Participants" means individuals and organizations who participate in any activity or function of the Association or who are registered in any program operated by the Association.

5A.2 The President and each Senior Vice President and their designates shall have the power to expel or suspend any Participant from participation in any or all activities, functions or programs of the Association where such Participant's conduct is considered by the President, a Senior Vice-President or such person's designate to be improper,

unbecoming or likely to endanger other Participants of the Association or their property, the welfare of the Association's employees, or the property, interest or reputation of the Association or who willfully commits a breach of the by-laws or rules of the Association. Where, in the sole opinion of the President, a Senior Vice-President or such person's designate, a Participant's conduct requires such Participant's immediate removal from the Association, the President, the Senior Vice-President or such person's designate may immediately expel or suspend the Participant provided that the President, the Senior Vice-President or such person's designate notifies such Participant of the opportunity for such Participant to be heard by the President, the Senior Vice-President or such person's designate.

6. NUMBER OF DIRECTORS

6.1 The affairs of the Association shall be managed by fifteen (15) Directors.

7. POWERS OF DIRECTORS

7.1 The board of directors of the Association (hereinafter sometimes referred to as the "Board of Directors" or "Board") shall have charge, supervision and control of all assets of the Association including legacies, trust funds, endowments and other assets of the Association and shall also exercise in the name of the Association, all the powers granted to the Association under statute including its Act of Incorporation being 'An Act to Incorporate the Toronto Young Men's Christian Association' 1923 13-14 George V c. 106.

7.2 The Board of Directors shall have overall responsibility for the affairs of the Association in all things and may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Charter or otherwise authorized to exercise and do.

8. ELECTION OF DIRECTORS

8.1 The Directors shall be elected at each Annual Meeting of members, to hold office until the next Annual Meeting or until their successors are appointed. The election shall be by show of hands unless a ballot is demanded by a Voting Member present.

8.2 The Board of Directors, at least four (4) months prior to the date of each Annual Meeting, shall appoint a Governance and Nominating Committee of not less than seven (7) Voting Members of the Association who shall submit the names of a number of persons at least equal to the number of directors to be elected at the Annual Meeting of members, as nominees for election as Directors at the Annual Meeting of members. When submitting its nominees as Directors at the Annual Meeting of Members, the Governance and Nominating Committee shall ensure adequate continuity of Directors. To this end, it will be the policy of the Governance and Nominating Committee, wherever possible, to re-nominate Directors and the Governance and Nominating Committee will endeavour in its deliberations to accomplish this goal, guided by the following criteria:

- (a) Directors may be so nominated annually to enable a Director to serve for a maximum of six (6) successive terms of office of one year each, subject to subparagraphs (c) and (d) below;
- (b) After serving a maximum of six (6) successive terms of office of one year each, a Director shall be eligible again to be nominated for re-election after a one year interval;
- (c) A Director who serves as Chair or Vice-Chair may be nominated so as to have the term served as Chair or Vice-Chair added to the maximum of six (6) successive terms of office of one year each provided for herein;
- (d) A maximum of three (3) Directors may be nominated each year for election to the Board of Directors beyond the maximum of six (6) successive terms of office of one year each provided for herein.

8.3 The Governance and Nominating Committee shall send to each Voting Member at least sixty (60) days before the date of the Annual Meeting, a notice specifying the date of the Annual Meeting, inviting the Voting Members to make suggestions of individuals who might be interested in volunteering with the Association and referring to the rights set out in the following paragraph.

8.4 Any ten (10) Voting Members of the Association shall have the right to submit in writing the name or names of one or more nominees for election as Directors at the Annual Meeting. Such nominations must be accompanied by a written statement of those nominated of their willingness to stand, must be addressed to the Secretary of the Association and must be received at the head office of the Association at least forty-five (45) days before the date of the Annual Meeting.

8.5 No person shall be elected to the Board of Directors at the Annual Meeting of Members unless nominated in accordance with the procedures set out in this paragraph 8.

9. VACANCIES, BOARD OF DIRECTORS

9.1 The office of Director shall be vacated

- (a) if a Director becomes bankrupt, makes an authorized assignment or is declared insolvent; or
- (b) if a Director is found to be of unsound mind or mentally incompetent; or
- (c) if a Director is removed from office by resolution of the Voting Members as provided for herein; or
- (d) if the Director resigns by notice in writing to the Association; or
- (e) if the Director dies.

9.2 The Voting Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of members of which notice specifying the

intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office and may, by a majority of the votes cast at that meeting, elect any qualified person in the Director's stead for the remainder of the Director's term.

- 9.3 Vacancies on the Board of Directors however caused, may so long as a quorum of Directors remains in office, be filled for the remainder of the term by the Directors then in office if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual Meeting of members. If there is not a quorum of Directors in office, the remaining Directors shall forthwith call a General Meeting of members to fill the vacancy.
- 9.4 If the number of Directors is increased between Annual Meetings, a vacancy or vacancies on the Board of Directors shall be deemed to have occurred which may be filled in the manner above provided.

10. QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 10.1 A simple majority of the number of Directors provided for by the By-laws of the Association shall form a quorum for the transaction of any business. The Board of Directors may hold its meetings at the head office of the Association or at any place in or outside Ontario as the Board of Directors may from time to time determine. No notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent by waiver in writing to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or a Vice-Chair or by the Secretary on the direction in writing of 2 or more Directors. Notice of such meetings shall be delivered or sent by electronic means or faxed to each Director not less than five (5) days before the meeting is to take place or shall be mailed to each Director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 10.2 The Board of Directors may by resolution appoint a day or days in any month or months for regular meetings at a place and an hour to be named. A copy of such resolution shall be sent to each Director forthwith after being passed. No other notice shall be required for such regular meetings.
- 10.3 A meeting of the Board of Directors may also be held, without notice, immediately following the Annual Meeting of the Association.
- 10.4 The Directors may consider or transact any business, either special or general, at any meeting of the Board of Directors.
- 10.5 If all the Directors of the Association present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this by-law to be present at the meeting.

- 10.6 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of Directors.

11. ERRORS IN NOTICE, BOARD OF DIRECTORS

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

12. VOTING, BOARD OF DIRECTORS

- 12.1 Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, in addition to the original vote as a Director, shall be entitled to have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present. If no demand is made, the vote shall be taken in the usual way by a show of hands.
- 12.2 A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. REMUNERATION OF DIRECTORS

- 13.1 The Directors shall receive no remuneration for acting as such. They may be reimbursed for expenses incurred in carrying out their duties as Directors.

14. OFFICERS OF THE ASSOCIATION

- 14.1 There shall be a Chair, one or more Vice-Chairs, a President, a Secretary and such other officers as determined by the Board of Directors. At the first meeting of the Board of Directors following their election at the Annual Meeting of members, the Board of Directors shall elect a Chair and one or more Vice-Chairs from among their number, appoint a President and a Secretary and such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office except the offices of Chair and Vice-Chair. In default of such election, the then incumbents, who are Directors shall hold office until their successors are elected. The Officers of the Association, other than the Chair and the Vice-Chairs, need not be members of the Board of Directors.

15. DUTIES OF THE CHAIR AND VICE-CHAIR

- 15.1 The Chair shall, when present, preside at all meetings of the members of the Association and the Board of Directors. During the absence or inability of the Chair, these duties and powers may be exercised by a Vice-Chair and, if a Vice-Chair is not present, by such other Director as the Board may from time to time appoint for the purpose.

16. DUTIES OF THE PRESIDENT

- 16.1 The President shall be the Chief Executive Officer of the Association and shall appoint such senior managers as the President deems appropriate. The President shall be charged with and responsible to the Board of Directors for the general management and supervision of the affairs and operations of the Association.

17. DUTIES OF THE SECRETARY

- 17.1 The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors. The Secretary shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The Secretary shall also perform such other duties as may from time to time be determined by the Board of Directors.

18. DUTIES OF OTHER OFFICERS

- 18.1 The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

19. REMUNERATION

- 19.1 The President of the Association shall be paid for services provided to the Association as President and Chief Executive Officer in such amount and in such manner as the Board of Directors may from time to time determine, the Board of Directors being authorized to fix such remuneration and method of payment from time to time.
- 19.2 The remuneration of all other employees of the Association and the method of payment shall be fixed from time to time by the President.

20. INDEMNITY OF DIRECTORS AND OFFICERS

- 20.1 Every member of the Board of Directors and every officer of the Association and their heirs, executors, administrators and other legal personal representatives shall from time to time and at all times be indemnified and saved harmless by the Association from and against:
- (a) any liability and all costs, charges and expenses that the Director or officer sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against the Director or officer for or in respect of the execution of the duties of the office; and
 - (b) all other costs, charges and expenses that sustained or incurred in respect of the affairs of the Association;

provided that no member of the Board of Directors or officer shall be indemnified by the Association in respect of any liabilities, costs, charges, or expenses that the Director or officer sustained or incurred in or about any action, suit or other proceedings as a result of which the Director or officer is adjudged to be in breach of any duty or responsibility imposed by common law or under any statute unless, in an action brought against the Director or officer acting as a member of the Board of Directors or officer, the Director or officer has achieved complete or substantial success as a defendant.

20.2 No Director or officer shall be indemnified for any costs, charges or expenses that sustained in or about or in relation to the affairs of the Association where such costs, charges or expenses are occasioned by the Director or officer's own wilful neglect or default.

21. The Association may purchase and maintain insurance for the benefit of the Directors and officers as the Board of Directors may from time to time determine, except insurance against a liability, cost, charge or expense of a Director or officer incurred or sustained as a result of breach of any duty or responsibility imposed upon the Director or officer by common law or under any statute, or when the liability relates to the Director's or officer's failure to act honestly and in good faith with a view to the best interests of the Association.

22. **CONFLICT OF INTEREST**

22.1 A director who is in any way directly or indirectly interested in a contract or proposed contract involving the Association shall make the disclosure required by Ontario's Corporations Act (the "Act"). Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Association or under any corporation in which the Association shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Association or any of its members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Association in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The chair of any meeting of the board or of any committee of the Board may request any member, who has declared an interest in any such contract or proposed contract, to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.

23. MEETINGS OF THE MEMBERS OF THE ASSOCIATION

23.1 Annual Meeting

The Annual Meeting of members of the Association shall be presided over by the Chair and shall be held within the six (6) months following the end of the Association's fiscal year, to receive the financial statements, receive the reports of the Board of Directors, elect Directors, appoint Auditors and transact other business. The date of the Annual Meeting of the members of the Association shall be determined by the Board of Directors at least ninety (90) days before the date of the meeting.

23.2 General Meetings

General Meetings of the Association may be called by the Chair or by a Vice-Chair, or upon written request of not less than one-tenth (1/10) of the Voting Members of the Association, in accordance with the provisions of the Ontario Corporations Act, for any purpose connected with the affairs of the Association that is not inconsistent with the Act. The matters to be discussed at any General Meeting must be specified in the notice of same, and no business shall be transacted at such meeting other than that for which the call was issued. Any General Meeting so called by the Chair or a Vice-Chair shall be called and conducted in accordance with the provisions of the By-laws of the Association governing meetings of members of the Association. Any General Meetings so called by the written request of not less than one-tenth (1/10) of the Voting Members of the Association shall be called and conducted as nearly as possible in the same manner as meetings of members are called and conducted under the By-laws of the Association, subject to the provisions of the Act concerning the calling and conduct of such meetings.

23.3 Record Date and Notice

- (a) The Board of Directors may fix in advance a date preceding by not more than ten (10) days the date for the holding of any meetings of members, as a record date for the determination of the members entitled to attend and vote at such meeting. Any such record date shall be referred to in the notice calling such meeting of members.
- (b) Notice of meetings shall be given by posting a notice on a notice board in the head office of the Association or to the Association's website and by delivering, mailing, faxing, or emailing a Notice of Meeting to each Voting Member of the Association at such Voting Member's last address as recorded on the books of the Association not less than thirty (30) days before the date of the meeting. Such notice shall specify the date, time, place and purpose of such meeting.

23.4 Quorum

A quorum of any meeting of members shall be forty (40) Voting Members of the Association personally present, or represented by proxy, at the meeting duly called.

24. ERROR OR OMISSION IN NOTICE OF MEETINGS OF MEMBERS

- 24.1 No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purposes of sending notice to any member, Director, Advisor or officer for any meeting or otherwise, the address of any member, Director, Advisor or officer shall be the person's last address as recorded on the books of the Association.

25. VOTING OF MEMBERS

- 25.1 At all meetings of members every question shall be decided by a majority of the votes of the members eligible to vote, present in person or by proxy, unless otherwise required by the By-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any Voting Member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association 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. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members eligible to vote, present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any meeting of members, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

26. ADJOURNMENT OF MEETING

- 26.1 Any meeting of the members of the Association, the Board of Directors, or the Council of Advisors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

27. INVESTMENTS

- 27.1 The Association shall have the power to invest its funds, or any portion thereof, in all or any of those investments available to a company permitted by law and consistent with any investment policy approved by the Board of Directors. The Board of Directors shall designate those empowered to make such investments.

28. LOANS

- 28.1 The Association shall have the power to make loans to employees of the Association. All such loans, other than travel advances which may be approved by the President alone, must be recommended by the President and be approved by the Board of Directors.

29. EXECUTION OF DOCUMENTS AND APPROVAL OF REAL PROPERTY AND OTHER TRANSACTIONS

- 29.1 Deeds, transfers, licences, contracts and engagements and all documents relating to the purchase, lease or sale of real property of the Association on behalf of the Association shall be signed by any two of the Chair, a Vice-Chair or the President and the seal of the Association shall be affixed on such instruments as require the same. No purchase or sale of any real property shall be made unless such transaction has been approved by a two-thirds (2/3rd) majority of those present at a meeting of the Board of Directors.
- 29.2 Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President or by any person authorized by the President or the Board of Directors.
- 29.3 The Chair, a Vice-Chair, the President, or any one of them or any persons from time to time designated by the Board of Directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other, capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 29.4 Notwithstanding any provisions to the contrary contained in the By-laws of the Association, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

30. BOOKS AND RECORDS

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

31. FINANCIAL YEAR

- 31.1 The fiscal year of the Association shall terminate on March 31 in each year or on such other date in each year as may be fixed by the Board of Directors.

32. CHEQUES, ETC.

- 32.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips.

33. DEPOSIT OF SECURITIES FOR SAFEKEEPING

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

34. YMCA FUND CABINET

- 34.1 There shall be a YMCA Fund Cabinet (the "Cabinet"). The Board of Directors shall appoint individuals to the Cabinet and shall appoint the chair of the Cabinet. At least three (3) of the individuals appointed to the Cabinet must be Directors. In addition, the President and the Chair shall be appointed to the Cabinet. The Cabinet will be responsible for raising funds to assist in the operation of the Association. The Board of Directors may establish a policy setting out the terms of reference of the Cabinet which will include raising funds to support the mission and strategic plan of the Association. The chair of the Cabinet shall report to the Board of Directors annually on behalf of the Cabinet.

35. COMMITTEES

- 35.1 The Board of Directors on the advice of the President shall, as soon as conveniently possible after each Annual Meeting of members, appoint such other committees and task forces and Chairs of such committees and task forces as it sees fit and shall, as the occasion requires, issue to any committee or task force a directive or directives stating the policy and duties to be performed by any such committees or task forces. The Board of Directors shall have the power to re-organize and discontinue any committee or task force.

36. AMENDMENTS

36.1 The Board of Directors may amend, repeal or add to the By-laws of the Association, for the government of the affairs of the Association not inconsistent with the Ontario Corporations Act and the Association's Act of Incorporation. Any such amendments, repeals, additions or creations, unless in the meantime confirmed at a General Meeting of the Association shall, when possible, only be in force until the next Annual or General Meeting of the Association and, if not confirmed thereat, shall from that time cease to have any force, without prejudice however to any actions taken previously thereto pursuant to any authority granted by any such amendments, repeals, additions or creations.

37. DISSOLUTION

37.1 Upon dissolution of the Association and after payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

38. REPEAL OF BY-LAWS

38.1 All previously enacted by-laws of the Association are repealed upon the enactment of this by-law. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent (as defined in the Ontario Corporations Act) or predecessor charter documents of the Association obtained pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the board of directors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

ENACTED BY THE BOARD OF DIRECTORS this 30th day of July, 2020.

CONFIRMED BY A MAJORITY OF THE MEMBERS this 30th day of September, 2020

WITNESS the corporate seal of the Association.



President



Secretary