

By-law #1

**A By-law relating generally to
the conduct of the affairs of the
Catholic Children's Aid Society of Hamilton
Société catholique d'aide à l'enfance de Hamilton**

WHEREAS by Letters Patent dated the 30th day of October 1953, the Catholic Children's Aid Society of Hamilton/Société catholique d'aide à l'enfance de Hamilton was incorporated, and

WHEREAS by Supplementary Letters Patent dated the 25th day of November 1966, the Catholic Children's Aid Society of Hamilton/Société catholique d'aide à l'enfance de Hamilton became The Catholic Children's Aid Society of Hamilton-Wentworth/ Société catholique d'aide à l'enfance de Hamilton-Wentworth, and

WHEREAS by Supplementary Letters Patent dated the 10th day of December 2002, the Catholic Children's Aid Society of Hamilton-Wentworth/Société catholique d'aide à l'enfance de Hamilton-Wentworth and became Catholic Children's Aid Society of Hamilton/Société catholique d'aide à l'enfance de Hamilton,

BE IT ENACTED as a By-law of the Catholic Children's Aid Society of Hamilton/Société catholique d'aide à l'enfance de Hamilton as follows:

Table of Contents

Section 1 – General	4
1.01 Definitions	4
1.02 Interpretation	4
1.03 Severability and Precedence.....	5
1.04 Seal.....	5
1.05 Execution of Contracts.....	5
1.06 Cheques, Drafts, Notes	5
1.07 Banking Arrangements.....	5
1.08 Corporation Documents, Registers and Books	6
Section 2 – Members	6
2.01 Members.....	6
2.02 Eligibility for Membership.....	6
2.03 Membership Obligations	6
2.04 Termination of Membership.....	6
2.04 Disciplinary Act or Termination of Membership for Cause	6
Section 3 - Board of Directors	7
3.01 Composition	7
3.03 Election and Term	7
3.04 Vacancies	7
3.05 Filling Vacancies	8
3.06 Committees.....	8
3.07 Remuneration of Directors	8
Section 4 - Board Meetings	8
4.01 Calling of Meetings	8
4.02 Regular Meetings	8
4.03 Notice	9
4.04 Chair	9
4.05 Voting.....	9
4.06 Participation by Telephone or Other Communications Facilities.....	9
4.07 Quorum for Meetings	9
Section 5 - Financial	9
5.01 Banking.....	9
5.02 Financial Year	10
Section 6 - Officers	10
6.01 Officers.....	10
6.02 Office Held at Board’s Discretion.....	10
6.03 Duties	10
6.04 Duties of the Chair, Vice-Chair, Treasurer, and Secretary	10
Section 7 - Protection of Directors and Others	11
7.01 Protection of Directors and Officers.....	11
7.02 Indemnity.....	11
7.03 Insurance.....	12

Section 8 - Conflict of Interest.....	12
8.01 Conflict of Interest	12
8.02 Conflict of Interest – Procedure for Self-declaration	12
8.03 Procedure for Alleging Conflict of Interest of Another Director	13
8.04 Consequences of Declaration	13
8.05 Charitable Corporation	13
Section 9 - Members’ Meetings	14
9.01 Annual Meeting.....	14
9.03 Electronic Meetings	14
9.04 Special Meetings	15
9.05 Notice.....	15
9.06 Quorum.....	15
9.07 Chair of the Meeting.....	15
9.08 Voting of Members	15
9.09 Adjournments	16
9.10 Persons Entitled to be Present	16
Section 10 - Notices	16
10.01 Service.....	16
10.02 Computation of Time	16
10.03 Error or Omission in Giving Notice	17
Section 11 - Adoption and Amendment of By-laws.....	17
11.01 Amendments to By-laws.....	17

Section 1 – General

1.01 Definitions

In this By-law, unless the context otherwise requires:

- a. Annual Meeting means the business meeting of the Members, as required by the *Ontario Not-for-Profit Corporations Act 2010* (ONCA) and called each year pursuant to this Bylaw.
- b. “CCASH” means Catholic Children's Aid Society of Hamilton/Société d’aide à l’enfance catholique de Hamilton.
- c. “Board” means the board of directors of the CCASH.
- d. “By-laws” means this By-law (including the schedules of this By-law) and all other By-laws of CCASH as amended and which from time-to-time, are in force.
- e. “Chair” means the chair of the Board.
- f. “Director” means an individual occupying the position of director of CCASH by whatever name by which the director is called.
- g. “Member” means a member of the CCASH.
- h. “Members” means the collective membership of the CCASH; and
- i. “Officer” means an officer of the CCASH.
- j. Ordinary Resolution means a resolution passed by a majority of the votes cast on that resolution, or that is consented to by each member of CCASH entitled to vote at a Meeting of the Members, or in the case of a meeting of the Board of Directors, a resolution passed by a majority of the votes cast by the voting Directors.
- k. ONCA means the *Ontario Not-For-Profit Corporations Act, 2010*, as amended from time-to-time, or any successor legislation.

1.02 Interpretation

Other than is specified in Section 1.01, all terms contained in this By-law that are defined in ONCA shall have the meaning given to such terms in the Act. Words importing the singular include the plural and vice-versa, and words importing one gender include all genders.

CCASH shall be carried on without the purpose of gain for its members and any profits or other accretions to CCASH shall be used in promoting its objects.

CCASH shall be subject to the Charities Accounting Act.

CCASH shall have the territorial jurisdiction under the Child, Youth and Family Services Act, 2017 in the City of Hamilton.

CCASH recognizes the right of Francophone families to receive services in French pursuant to the *French Language Services Act*, and *Child, Youth and Family Services Act, 2017*.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provision of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles or ONCA, the provisions contained in the Articles or ONCA shall prevail.

1.04 Seal

The seal of the CCASH, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CCASH may be signed by any two Officers or Directors. In addition, the Board may from time-to-time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document, may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of CCASH to be a true copy thereof.

1.06 Cheques, Drafts, Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers of CCASH and in such manner as the Board may from time-to-time designate by resolution.

1.07 Banking Arrangements

The banking business of CCASH shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time-to-time by resolution. The banking business or any part of it shall be transacted by an officer or officers of CCASH and/or other persons as the Board of Directors may from time-to-time designate, direct or authorize.

1.08 Corporation Documents, Registers and Books

The Board shall ensure that all necessary books and records of CCASH are regularly and properly kept as per the Board policy.

Section 2 – Members

2.01 Members

There shall be one (1) class of membership in the CCASH, consisting of those individuals who are the Directors of CCASH from time-to-time.

2.02 Eligibility for Membership

Membership is available to those persons who:

- i. Meet the qualifications established in this Bylaw, as well as the Rules and Regulations and policies of CCASH;
- ii. Submit an application in the form required by CCASH;
- iii. Execute any agreements or undertakings required by CCASH.

2.03 Membership Obligations

In order to qualify for and maintain membership in CCASH, all Members must:

- a. agree to be bound by and comply with the By-law, Rules and Regulations and policies of CCASH;
- b. pay all membership dues, fees and assessments as required by CCASH.

2.04 Termination of Membership

A membership in CCASH is not transferable and automatically terminates when:

- a. Member ceases to be a Director.
- b. Resignation in writing by a Member.
- c. The death of a Member.
- d. Liquidation or dissolution of CCASH under ONCA.

2.04 Disciplinary Act or Termination of Membership for Cause

In the event that one or more Members does not comply with any one or all of the conditions of membership, or engages in conduct that has potential to adversely affect the reputation of CCASH, the Chair and the Executive Director of CCASH shall seek to meet with such Member or Members and shall report their findings to the Board.

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the

Articles or By-law.

- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.

Section 3 - Board of Directors

3.01 Composition

Subject to the Articles, the affairs of CCASH shall be managed by a Board of Directors with a minimum of ten (10) and a maximum of fifteen (15) persons.

3.02 Qualifications of Directors

- (a) To qualify for election as a Director and throughout each Director's term, the person must:
 - i. be eighteen (18) or more years of age;
 - ii. work and reside in the City of Hamilton;
 - iii. not be an undischarged bankrupt;
 - iv. not have been convicted of a criminal offense, unless a pardon has been granted;
 - v. have the qualifications established by the Board of Directors for Director candidates from time-to-time;
 - vi. not otherwise be disqualified by virtue of ONCA;
 - vii. identify as a Catholic.
- (b) Notwithstanding Section 3.02 above, CCASH may accept a person as a candidate who does not identify as Catholic provided that:
 - i. the person supports the CCASH alignment to the Catholic faith;
 - ii. a majority of the Directors identify as Catholic;
 - iii. the exception is desirable to further the goal of representation.

3.03 Election and Term

Subject to the Articles, the Directors will be elected by the Members at each Annual General Meeting at which an election of Directors is required. The Directors shall be elected to hold office for a term expiring not later than the close of the third Annual General Meeting of the Directors appointment to the Board and shall be entitled to serve no more than three consecutive terms (nine (9) years cumulative). The election process shall be set out in Board policy.

3.04 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Chair, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice whichever is later;

- b. if the Director dies or becomes bankrupt;
- c. if the Director is found incapable of managing property by the court or under Ontario law: or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members, removing the Director, before the expiration of the Director's term of office;
- e. if CCASH is liquidated or dissolved under the Act.

3.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill a vacancy shall hold office for the remainder of the removed Director's term; and
- c. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

3.06 Committees

Subject to the limitations on delegation set out in ONCA, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.07 Remuneration of Directors

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed from time-to-time for specific reasonable expenses they may incur in the performance of their duties as a Director if having received prior approval by the Board.

Section 4 - Board Meetings

4.01 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place.

4.02 Regular Meetings

The Board may fix the time and place of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given by mail, e-mail, telecopier or otherwise electronically communicated to every Director of CCASH not less than seven (7) days before the date of the meeting is to be held if mailed, or two (2) days if by e-mail, telecopier or otherwise electronically communicated. Notice of a meeting is not necessary if all the directors are present, and none objects to holding the meeting, or if those absent have waived notice or otherwise signified consent to holding such a meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the CCASH.

4.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as the Chair and if neither is present, the Directors present shall choose one of their numbers to act as Chair.

4.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.06 Participation by Telephone or Other Communications Facilities

Any Director may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

4.07 Quorum for Meetings

A majority of fifty (50) percent plus one (1) member of the number of Directors shall constitute a quorum for the transaction of business at a Board meeting.

Section 5 - Financial

5.01 Banking

The Board shall by resolution from time-to-time designate the bank in which money, bonds or other securities of CCASH shall be placed for safe keeping.

5.02 Financial Year

The financial year of CCASH ends March 31st each year.

Section 6 - Officers

6.01 Officers

The Board shall appoint from among the Directors a Chair and a Vice-Chair and may appoint any other person to be Treasurer and Secretary, at its first meeting following the annual meeting of the CCASH. The office of Treasurer and Secretary may be held by the same person and known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who have such authority and shall perform such duties as the Board may prescribe from time-to-time.

The Chair and Vice-Chair shall be appointed for a one-year term with the option for a second year if so approved by the Board. Upon retirement as Chair, this person may serve as Past-Chair for a term of one (1) year.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

6.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

6.04 Duties of the Chair, Vice-Chair, Treasurer, and Secretary

Duties of the Chair

The Chair shall perform their duties as may be required by law or as the Board determines from time-to-time. The Chair provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Duties of the Vice-Chair

The Vice-Chair works collaboratively with the Chair in fulfilling its fiduciary responsibilities. The Vice-Chair shall perform their duties as may be required by law or as the Board determines from time-to-time in the absence of the Chair.

Duties of the Treasurer

The Treasurer works collaboratively with the Chair and senior management to support the Board in achieving its fiduciary responsibilities. The Treasurer shall perform the duties as may be required by law or as the Board may determine from time-to-time.

Duties of the Secretary

The Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities. The Secretary shall perform the duties as may be required by law or as the Board may determine from time-to-time.

Section 7 - Protection of Directors and Others

7.01 Protection of Directors and Officers

- i. Every Director and Officer of the CCASH, in exercising their powers and discharging their duties shall:
 1. act honestly and in good faith with a view to the best interests of CCASH; and
 2. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- ii. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to or of CCASH through the insufficiency or deficiency of title to any property acquired for or on behalf of CCASH, or for the insufficiency or deficiency of any security in or upon which any of the monies of CCASH shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of CCASH shall be deposited, or for any loss occasioned by an error of judgment or oversight on the part of the Director, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the Director's office or in relation thereto.

7.02 Indemnity

CCASH shall indemnify a Director or Officer, a former Director or Officer, and the Director's heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which the Director is made a party by reason of being or having been a Director or Officer of the CCASH, if:

- i. The Director acted honestly and in good faith with a view to the best interests of CCASH; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the Director's conduct was lawful.

CCASH shall also indemnify such person in such other circumstances as ONCA permits or requires.

Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

7.03 Insurance

The CCASH shall purchase and maintain insurance for the benefit of its Directors against any liability incurred by such Directors and Officers in their capacity as a Director or Officer of CCASH.

Section 8 - Conflict of Interest

8.01 Conflict of Interest

“Conflict of Interest” includes any situation that impairs or interferes with (or appears to impair or interfere with) a Directors ability to vote objectively and in the best interests of CCASH including, without limitation, the following types of circumstances that may give rise to a conflict of interest for any of the Directors of CCASH:

- a. Financial interest – a Director has a financial interest in a decision when the Director, directly or indirectly through family or business, stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations that have value;
- b. Adverse interest – a Director has an interest adverse to CCASH when the Director is a party to a claim, application or proceeding by or against CCASH; or
- c. Competing interest – A Director has a competing interest with CCASH when the Director has an affiliation with another entity that could be impacted by a decision before the Board.

8.02 Conflict of Interest – Procedure for Self-declaration

Every Director who, either directly or indirectly, has or thinks the Director may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of CCASH shall disclose the nature and extent of the interest at a meeting of the Board. The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised, or the Director is first aware of the Conflict of Interest.

Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.

Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

Where, in the circumstances mentioned above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Executive Director may apply to a judge of the Ontario Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

8.03 Procedure for Alleging Conflict of Interest of Another Director

If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation.

Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has left the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest.

If the Board so finds the person in a Conflict of Interest, the Board member shall leave the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.

The procedures for voting after a Conflict of Interest has been determined, as set out in Section Procedure for Self-declaration, apply.

8.04 Consequences of Declaration

No Director with a Conflict of Interest shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. If a Director has made a declaration of Conflict of Interest in compliance with this By-law, the Director is not accountable to CCASH for any profit the Director may realize from the contract, transaction, matter or decision as of the date of the declaration.

If the Director fails to make a declaration of interest in a contract, transaction, matter or decision as required by this By-law, this may be considered grounds for terminating the person from the position of Director of CCASH.

8.05 Charitable Corporation

No Director shall, directly or indirectly receive a financial benefit, through a contract or otherwise, from CCASH unless the provisions of ONCA and law applicable to charitable corporations are complied with.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The Annual Meeting shall be held within six (6) months of the financial year-end of CCASH. But cannot be held more than 15 months after the last meeting.

Any member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with ONCA, so that such items of new business can be included in the notice of the annual meeting.

9.02 Electronic Participation by Members

If CCASH chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may, participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with ONCA, by means of any telephonic, electronic or other communication facility that CCASH has made available for that purpose.

9.03 Electronic Meetings

If the Board calls a Meeting of Members, the Board may determine that the meeting shall be held by means of a telephonic, electronic or other communication facility, including but not limited to

video conference and Internet-based real time conference facilities that permits all participants to communicate adequately with each other during the meeting.

9.04 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of CCASH that does not fall within the exceptions listed in ONCA or is otherwise inconsistent with ONCA, within 21 days from the date of the deposit of the requisition.

9.05 Notice

Subject to ONCA, not less than 10 and not more than 50 days written notice to any annual or special Members' meeting shall be given in the manner specified in ONCA to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit Members to form a reasoned judgment on the decision to be taken.

9.06 Quorum

A quorum for the transaction of business at a Members' meeting shall be fifty (50) percent plus one (1) of the members to vote at the meeting, whether present in person, or electronically. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.07 Chair of the Meeting

The Chair shall be the chair of the members' meeting; in the Chair's absence, the Vice-Chair shall chair the meeting and if neither is present, the Members present at the members' meeting shall choose another Director as chair.

9.08 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by ONCA or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand a written ballot. A written ballot so required or demanded shall be taken in such a manner as the Chair of the meeting shall direct;

- e. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

9.09 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time-to-time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.10 Persons Entitled to be Present

The only people entitled to attend a Members meeting are the Members, the auditors of CCASH (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of ONCA or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of CCASH and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address is given then to the last address of such member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

Subject to any provision of ONCA:

- a. This Bylaw may be amended or repealed by an Ordinary Resolution of the Board.
- b. Any Bylaw amendment approved by the Board must be submitted to the Members at the next Meeting of the Members. The Members may confirm, reject or amend the By-law by Ordinary Resolution;
- c. Bylaw amendments are effective from the date of the resolution of the Directors. They cease to be effective if they are not submitted to the Members at the next Meeting of the Members or if they are rejected by the Members.
- d. The Executive Director is authorized to correct Articles and section designations, punctuation, cross-references and to make such other technical conforming changes including date adjustments as may be necessary to reflect the intent of these resolutions.

PASSED by the Board of Directors of the Catholic Children's Aid Society of Hamilton on the 29th day of November 2021.


Chair


Secretary

CONFIRMED by the Members of the Catholic Children's Aid Society of Hamilton on the 20th day of June 2022.

Chair

Secretary