

## **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 30<sup>th</sup> 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 25<sup>th</sup> 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 10<sup>th</sup> 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:

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## SECTION 1 – GENERAL

### 1.01 Definitions

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

- a. “Articles” means any instrument that incorporates CCASH or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- b. “Board” means the board of directors of CCASH.
- c. “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.
- d. “CCASH” means Catholic Children’s Aid Society of Hamilton/Société d’aide à l’enfance catholique de Hamilton.
- 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 CCASH.
- h. “Members” means the collective membership of CCASH.
- i. “Officer” means an officer of CCASH.
- j. “ONCA” means the *Not-For-Profit Corporations Act, 2010* (Ontario), as amended from time-to- time, or any successor legislation.
- k. “ordinary resolution” means a resolution that is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting.
- l. “special resolution” means a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting.
- m. “telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data,

including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

## **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 ONCA. Words importing the singular include the plural and vice-versa, and words importing one gender include all genders.

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 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 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 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 CCASH, consisting of those individuals who are the Directors of CCASH from time-to-time who shall be ex-officio Members for so long as they serve as Directors. Each Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Member shall be entitled to one (1) vote at such meetings.

### **2.02 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.

### **2.03 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 be an individual who:
  - i. is eighteen (18) or more years of age;
  - ii. works or previously worked or resides in Hamilton or its vicinity;
  - iii. does not have the status of bankrupt;
  - iv. has not been found to be incapable by any court in Canada or elsewhere;
  - v. has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - vi. has not have been convicted of a criminal offense, unless a pardon has been granted;
  - vii. has the qualifications established by the Board for Director candidates from time-to-time;
  - viii. is not an employee of CCASH;
  - ix. is not an "ineligible individual" under *the Income Tax Act (Canada)* or any regulations made under it; and
  - x. identifies 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 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.
- c. An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed

Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

### **3.03 Election and Term**

Subject to the Articles, the Directors will be elected by the Members at each annual 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 meeting following their 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 from 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;
- c. if the Director becomes disqualified under section 3.02 of the By-laws;
- 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; or
- e. if CCASH is liquidated or dissolved under the ONCA.

### **3.05 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. so long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor;
- 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. if there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

### **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**

In accordance with the Articles, no Director shall receive remuneration for services provided in the capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by CCASH, a Director may be compensated for services other than as a Director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

## **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, except if notice is required to be given because the meeting is intended to deal with a matter referred to in subsection 36(2) of the ONCA, in which case the notice must specify that matter.

### **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.

Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the 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 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 Telephonic or Electronic Means**

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present in person at the meeting.

#### **4.07 Quorum for Meetings**

A majority of Directors (fifty (50) percent plus one (1)) 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 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 Generally**

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 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 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 By-law.

## **7.03 Insurance**

Subject to the ONCA and applicable laws, including the *Charities Accounting Act* and the regulations made thereunder, 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**

In addition to the corporate disclosure requirements set out in this section 9.01, the Board shall meet all applicable requirements set out in the *Charities Accounting Act* and its regulations regarding payments to a Director of CCASH or a “person connected to a Director” (as defined in the *Charities Accounting Act* and its regulations).

### **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.

## **9.02 Special Meetings**

The Directors may call a special meeting of the Members.

## **9.03 Special Business**

In accordance with the ONCA, all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

## **9.04 Meeting by Telephonic or Electronic Means**

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if CCASH makes such means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person. Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the ONCA.

## **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 a Members' meeting at which special business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

## **9.06 Quorum**

A quorum for the transaction of business at a Members' meeting shall be a majority (fifty (50) percent plus one (1)) of the Members, 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**

- a. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time- to-time. Notice of such adjournment needs to be given to the Members if 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.
- b. If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
  - i. the time of the continued meeting;
  - ii. if applicable, the place of the continued meeting; and
  - iii. if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

## **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.

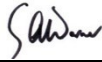
## **SECTION 11 - ADOPTION AND AMENDMENT OF BY-LAWS**

### **11.01 Amendments to By-laws**

Subject to any provision of ONCA:

- a. This By-law may be amended or repealed by the Board, except in respect of a matter referred to in sections 103 (1) (g), (k) or (l) of the ONCA.
- b. Any By-law 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. By-law 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.

**ENACTED** by the Board of CCASH on the 10<sup>th</sup> day of June 2024.

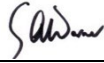


Chair



Secretary

**CONFIRMED** by the Members of CCASH on the 17<sup>th</sup> day of June 2024.



Chair



Secretary