

**SECTION ONE
INTERPRETATION**

1.01 DEFINITIONS

In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Canada Corporations Act*, or any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent and named “XXX AGENCY”;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members; and “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and



“member” means any person admitted to membership in the Corporation in accordance with Section A of this by-law.

“organization” includes any corporation, association or other entity, with or without legal status.

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

SECTION TWO AFFAIRS OF THE CORPORATION

2.01 HEAD OFFICE

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.

2.02 CORPORATE SEAL

Until changed by the board, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03 FINANCIAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year end of the corporation shall be the last day of December each year.

2.04 TRANSACTIONS

Contracts

Subject to the provision that Directors have power from time to time by resolution to appoint an Officer or Officers or other persons on behalf of the Corporation to sign specific contracts, documents or other written instruments; contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any Director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Signing of Cheques

The Board of Directors may appoint any officer, director or employee of the corporation to be signing officers for any of the bank accounts that the corporation maintains.

2.05 AMENDMENT OF BY-LAWS

The by-laws of the Corporation may be repealed or amended by by-law or a new by-law, per subsection 155(2) of the *Canada Corporations Act*, and may be enacted by a majority of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-laws, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the appropriate federal Minister has been obtained.

2.06 REPEAL

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any predecessor charter documents of the Corporation obtained pursuant to any such by-law prior to its repeal. All Directors and 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 or a committee of the board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

2.07 RULES & REGULATIONS

The Board of Directors may prescribe such rules not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

A. MEMBERSHIP

Conditions of Membership

3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation.

Responsibilities of Membership

4. Members of the Corporation shall:
- a) Pay any membership dues or fees as required by the Corporation;
 - b) Adhere to the values, vision and code of ethics of the Corporation when acting as a representative of the Corporation;
 - c) Attend the Corporation's Annual General Meeting, and any other meetings of the membership, and exercise the right to vote;
 - d) Resign as a member if unable to comply with the above responsibilities

Classes of Members

5. Classes of membership in the Corporation shall be determined from time-to-time by the board of directors.

Rights of Members

6. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members.

Fees for Members

7. The fees (if any) payable by members shall from time to time be fixed by resolution of the Board. A notice of the fees payable at any time shall be sent to each member by the Secretary promptly before the due date.

Resignation

8. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the Corporation.

Non-transferable

9. Memberships are not transferable. The interest of a member in the corporation ceases upon his or her death, resignation, or otherwise in accordance with the by-laws of the corporation.

Suspension and Revocation of Membership

10. Upon thirty days' notice in writing to a member of the Corporation, and after giving the member an opportunity to be heard, the board of directors may suspend the rights and privileges of any member, including the right to vote, until the next meeting of members. A member under suspension may not take part in any of the Corporation's activities until the next meeting of the members when the members may vote to either reinstate the member under suspension to full standing or to revoke such member's membership; any such vote, to be effective, is to be carried by at least two-thirds (2/3rds) of the votes cast at a meeting of the members.

E. MEETINGS OF MEMBERS

Meetings Called by Directors

11. The directors may, from time to time, call a general meeting of the corporation.

Meetings called by Members

12. The directors shall call a general meeting of the corporation if at least ten members of the Corporation request in writing that a general meeting be called.

Chair

13. In the absence of the Chair or Vice-Chair within 15 minutes of the start of the meeting, the members may elect a Chair from amongst themselves to conduct the meeting.

Quorum

14. A quorum for general and annual meetings is a majority of members.

Conduct of Meetings

15. The following provisions apply to meetings of members:

- a) At any meeting of the members, the members may consider and transact any business, including the removal of a director.
- b) Every motion shall be determined by a simple majority.
- c) The Chair may vote on every motion but has only one vote. In case of a tie, the motion is defeated.
- d) The Secretary shall keep the minutes of the meeting. An entry in the minutes that the Chair declared a motion carried is admissible in evidence as proof that the motion passed. Unless a recorded vote is requested, the Secretary need not record the number of votes for or against a motion.

Annual Meeting

16. The annual meeting shall be held on a date to be fixed by the Board of Directors which date shall comply with the requirements of the *Corporations Act*.

Notice of Annual or General Meetings

17. Notice of the time and place for the holding of an annual or general meeting shall be given by sending it to each member of the corporation at his or her last address on the books of the corporation by pre-paid ordinary mail at least fourteen days before the date of the meeting.

18. No error or omission in giving notice of any meeting to any one or more members shall invalidate such meeting or make void any proceeding taken, 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.

Nominations

19. Nominations of candidates to serve as members of the board of directors shall be filed at the head office of the Corporation no later than five days before the date of the election on a form approved by the Board. Each such candidate must be nominated by at least two members of the corporation, must have been a member of the corporation for at least six months, and must indicate on the nomination form that he or she consents to stand as a candidate for the Board.

Registered Members

20. In order to be eligible to vote, each member of the corporation must be a member in good standing (have paid any fees when required), and registered as a member of the corporation no later than five days before the election date. The Secretary shall keep a record of all registered members, including names, addresses, and date of registry.

Voting

21. Voting, other than for the election of directors, shall be by a show of hands unless a member demands a secret written ballot in which case the vote shall be by secret written ballot.

Minutes

22. The Secretary shall record minutes of annual or general meetings in the same fashion as minutes of meetings of the Board of Directors.

Annual Meeting Business

23. At every annual meeting, in addition to any other business, special or general, the following must be dealt with:

- a) Approval of the minutes of the previous annual meeting;
- b) The Annual Report and audited financial statements of the corporation;
- c) The auditor's report; and appointment of auditors to hold office until the next annual meeting; and, allowing the directors to fix the remuneration of the auditors;
- d) The election of directors.

F. DIRECTORS

Number of Directors

24. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three and a maximum of twelve directors

Board Member Eligibility

25. Any person who is 18 years of age or more may be a director.

Restrictions on Eligibility

26. No person shall be qualified for election as a director if such person is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt.

27. Employees of the corporation shall not be eligible for election to the Board as directors.

Election and Term

28. The election of directors shall take place at the annual meeting of members and the term shall be for a maximum three years. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. XXX is committed to operating as a youth-led organization, and will work toward establishing a Board with at least 50 percent of the Directors who are youth and young adults under the age of 34. There shall be ongoing efforts to develop a list of potential Board members from the community of youth with whom XXX works, and supports offered prior to each election process for these potential Board members.

Remuneration

29. Directors shall serve without remuneration.

Limitation of Liability

30. Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

Indemnity

31. Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person'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 in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Automatic Vacancy

32. The office of Director shall be automatically vacated:

a) if a Director has resigned his or her office by delivering a written resignation to the Chair

or Secretary of the Corporation. If the notice does not specify when resignation is effective, it shall be effective immediately upon receipt;

b) if at a special general meeting of the members, a resolution is passed by at least two-thirds

(2/3) of the members present at the meeting that a Director be removed from office; c) if she or he is found by a court to be of unsound mind

d) if they miss three consecutive board meetings

3) if she or he becomes bankrupt or suspends payment or compounds with his or her creditors;

or

e) on death.

Vacancies

33. Vacancies may be filled by decision of the Board and any replacement shall serve until the next annual meeting.

Executive Committee and Other Committees of the Board

Appointment

34. The Board of Directors, by a majority vote of its members, may annually appoint the members of an Executive Committee, consisting of the Chair, Vice Chair, and three (3) other Directors, and may establish and appoint such other committees of one (1) or more Directors, or other members of the Corporation, as it deems appropriate.

35. The Executive Committee shall exercise routine board management powers not requiring major policy decisions where an immediate decision is required and shall exercise all powers delegated to it by the Board of Directors.

36. Other committees shall have the power and authority to act for the Board of Directors on such matters as the Board of Directors may delegate, except as prohibited by law or these by-laws. By majority vote of its members, the Board of Directors may at any time revoke any or all of the authority so granted.

37. A majority of the members of any committee appointed by the Board shall constitute a quorum for the transaction of business by that committee.

38. The Board of Directors may appoint alternate members to any committee it appoints, who may replace any absent member at any meeting of the committee.

39. The Executive Committee and other committees shall keep regular minutes of their proceedings and report the same from time to time as the Board of Directors may require.

G. OFFICERS

Restrictions on Officers

40. One person may not hold more than one office.

41. Duties of the Chair

The Chair shall:

- a) Oversee the general management and administration of the corporation and its business;
- b) Sign such contracts, documents or instruments in writing as require the Chairperson's signature;
- c) chair the general and annual meetings of members and the meetings of the Board of Directors; and
- d) Perform any other duties that the Board of Directors may, from time to time, assign to the President.

42. Duties of the Vice-Chair

The Board of Directors may from time to time appoint a Vice-Chair. In the absence of the Chairperson of the board of directors, the Vice-Chairperson of the board of directors shall:

- a) Shall sign such contracts, documents or instruments in writing as require the Chairperson's signature;
- b) In the absence of the Chair, chair the general and annual meetings of members and the meetings of the Board of Directors; and
- c) Perform any other duties that the Board of Directors may, from time to time, assign to the Chair.

43. Duties of the Secretary

The Board of Directors may from time to time appoint a Secretary. The Secretary shall:

- a) when present, act as Secretary of all meetings of the directors and members of the Corporation;
- b) Oversee the keeping of the corporate seal and all the books, records, correspondence, contracts and other papers of the corporation;
- c) Keep the minutes of all board meetings and all general and annual meetings;
- d) Maintain a registry of officers and directors;
- e) Maintain a registry of members;
- f) Certify copies of any record, registry, by-law, resolution or minute;
- g) Perform any other duties that the Board of Directors may, from time to time, delegate to the Secretary.

44. Duties of the Treasurer

The treasurer shall:

- a) Oversee the keeping of all full and accurate account of all receipts and disbursements of the corporation;
- b) Oversee the deposit of all monies or valuables belonging to the corporation in the bank or banks named by the directors;
- c) Assist the auditor in the preparation of the financial statements of the corporation;
- d) Present a monthly and quarterly financial report to the Board of Directors;
- e) Present the audited financial statements to the membership at annual meetings.

Duties of the Executive Director

45. The Executive Director shall be selected by and be accountable to the Board of Directors. The Executive Director shall be the general manager of the Corporation, subject to the supervision of the Chair and the Board. The Executive Director shall be responsible for the employment and direction of staff to advance the objectives of the Corporation in coordination with the activities of the members, shall report from time to time to the Board of Directors on the activities of the Corporation and its financial condition, and shall have such other duties as are prescribed.

Vacancies

46. If the office of the Chair, Vice-Chair, Treasurer or Secretary or other officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may appoint an officer to fill such vacancy.

Election of Officers

47. The Chair, the Vice-Chair, Treasurer and the Secretary shall be elected annually by a majority vote of the Board of Directors at its first meeting following annual general meeting. The Treasurer may be appointed from outside the elected Board of Directors and shall serve with a vote.

H. BOARD MEETINGS

Quorum

48. A quorum for a meeting of the Board is a majority of Directors then in office. The board shall transact the business of the Corporation only at meetings where a quorum of directors is present at the beginning of the meeting. Minutes of board meetings shall note whether there was a quorum present at the beginning of the meeting.

Place of Meetings

49. The Board may hold its meetings at the corporation's office or at any other place it decides by majority vote

50. The Board shall meet at a time and place the Board decides.

51. By consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board, or a committee of the Board, by means of teleconference or other communications facilities, including by electronic means, provided all participants are able to effectively participate in the meeting and vote on the decision.

Notice of Meetings

52. Notice of regular meetings of the Board shall be communicated to each director personally or by telephone, facsimile transfer, e-mail, or hand delivery at least seven days before the meeting, or by regular mail provided that the notice is posted at least two weeks before the meeting.

Special or Emergency Meetings

53. Special meetings of the Board may be called by any two directors.

Notice of Special or Emergency Meetings

54. Notice of special meetings of the Board shall be communicated to each director personally or by telephone, facsimile transfer, e-mail, or hand delivery at least two days before the meeting, or by regular mail provided that the notice is posted at least four days before the meeting.

Errors & Omissions in Notice

55. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Voting

56. A simple majority of votes cast by those directors in attendance suffices to pass any motion before the Board. Voting shall be by a show of hands, or if a director asks for a ballot, by ballot. In the case of a tie, the motion is defeated. The Chair of the board meeting is entitled to vote but shall not have a casting vote to break a tie.

Board of Directors Authority

57. The Board of Directors may administer the corporation's business in all respects and may enter into contracts of behalf of the corporation and do any other acts authorised by its letters patent or the by-laws.

Resolutions

58. The Board shall make decisions by resolution moved, seconded, and carried by simple majority of the votes cast.

Corporate Records

59. The Corporation must keep at its head office:

- a) Minutes of all meetings of members and directors
- b) Copy of the letters patent and any supplementary letters patent;
- c) All by-laws and special resolutions;
- d) The registry of members;
- e) The registry of directors;
- f) Proper books of account.

Approval of Board Minutes

60. The minutes of the previous meeting of the Board shall be approved at a subsequent Board meeting.

Approval of Members Minutes

61. The minutes of a meeting of the members shall be approved at the next meeting of the members.

Signing of Minutes

62. Once the minutes are approved, the Chair of the meeting that approved the minutes shall sign the minutes. Once so signed, the minutes are admissible in evidence as proof of the proceedings.

Signing of Resolutions and By-Laws

63. The Chair and Secretary shall sign any by-laws or any special resolutions passed at any meeting of members.

Registry of Directors

64. The Secretary shall keep a registry of the directors both past and present.

Books of Accounting

65. The corporation must keep proper records of account including records of:

- a) All money received or spent by the corporation, including when, where, and how the money was spent or received;
- b) All sales and purchases of the corporation;
- c) All assets and liabilities of the corporation; and
- d) All other transactions affecting the financial position of the corporation.