



**CANADIAN COUNCIL OF FOOD AND NUTRITION/
CONSEIL CANADIEN DES ALIMENTS ET DE LA NUTRITION**

GENERAL BY-LAW NUMBER 1



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**CANADIAN COUNCIL OF FOOD AND NUTRITION
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DEFINITIONS & INTERPRETATION

1. **Definitions:**
- a. "Act" means the *Canada Corporations Act*;
 - b. "Board" means the board of trustees of the Corporation;
 - c. "Chief Executive Officer" means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation, who shall also serve as the President of the Corporation;
 - d. "Corporation" means Canadian Council of Food and Nutrition/Conseil canadien des aliments et de la nutrition;
 - e. "Day" means a calendar day and, where a given number of days notice is required under this by-law, the day of service shall not be counted in such number of days;
 - f. "Letters Patent" means the letter patent and supplementary letters patent issued by Industry Canada for the Corporations;
 - g. "Member" means a member of the Corporation;
 - h. "Officer" means those officers of the Corporation set out in Section 42;
 - i. "Private Sector Trustee" means an individual who represents a private sector voting Corporate Member and who is elected as a Trustee;
 - j. "Public Sector Trustee" means a Trustee (other than a Private Sector Trustee) who is a professional, holds an academic position, is employed by the government, has recognized expertise, or otherwise represents the interest of the general public, in health, nutrition, or related fields, or any combination of the above; and
 - k. "Trustee" means a member of the Board.

2. **Interpretation:** This by-law shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:
- a. Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
 - b. The headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
 - c. Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
3. **Meeting Procedures:** Any questions of procedure at or for any meeting of the Corporation, of the Board, or of any committee that have not been provided for in this by-law or by the Act shall be determined by the Chair of the meeting in accordance with Kerr & King, *Procedures for Meetings and Organizations*, 3rd edition (1996), or such other rules of procedure adopted by resolution of the Board from time to time.
4. **Head Office:** The Head Office of the Corporation shall be at the City of Vaughan, in the Province of Ontario. The Corporation may establish divisions, sections, offices and agencies elsewhere in Canada as the may from time to time deem expedient.
5. **Seal:** The seal of the Corporation shall be in such form as shall be prescribed by the Board and shall have the legal name of the Corporation impressed thereon.
6. **Repeal of Previous By-laws:** All previous by-laws relating to the administration of the affairs of the Corporation are hereby repealed and Replaced with this by-law.

DEFINITIONS & INTERPRETATION

7. **Objects:** The objects of the Corporation, as contained in the Corporation's Letters Patent, are as follows:
- "To be a catalyst in advancing the nutritional health and well being of all Canadians by:
- a. Championing evidence-based solutions to key nutritional issues effecting the nutritional health of Canadians;
 - b. Advocating for evidence-based nutrition policy in Canada;
 - c. Promoting public understanding of food and nutrition issues; and
 - d. Carrying out such other purposes not inconsistent with these objects."

MEMBERSHIP

8. **Membership Categories:** The Corporation shall have the following membership categories:
- a. Voting Members. Voting Members of the Corporation shall consist of:
 - i. Corporate Members – Voting. Those private sector (i.e. for-profit) corporations (including commodity groups) and those public sector (non-profit) institutions and organizations (including academic and governmental) that are interested in furthering the Corporation's objects, mission, vision and values; that have had their application for admission as a Member approved by the Board; and that have paid the annual membership fee set by the Board from time to time. Each such Corporate Member shall annually appoint a representative individual for the purposes of receiving or waiving notice of, attending, forming a quorum and voting at a meeting of Members and for the purpose of (potentially) holding office as a Trustee, Officer or Committee Member.
 - ii. Individual Members – Voting. Those individuals who serve on the Board as Public Sector Trustees.

- b. Non-Voting Members. Non-voting Members of the Corporation shall consist of:
 - i. Those individuals who have served either on the Board as Public Sector Trustees or on a standing committee of the Board as representatives of the public Sector, upon resolution of the Board following completion of their term of office.
 - ii. Individuals recognized by the Board for their contribution to the food and nutrition community and admitted by resolution of the Board as non-voting Members.

9. **Membership Fees:**

- a. The Board shall, from time to time, establish an annual membership fee for membership categories of the Corporation.
- b. The Board may, from time to time, establish other amounts assessments or charges to be paid by membership categories of the Corporation.
- c. The fees, amounts, assessments or charges established by the Board shall be payable by the Members on such date or dates as may be prescribed by the Board from time to time.

10. **Application for Membership:**

- a. Applications for membership shall be in writing in such form as may be prescribed by the Board and addressed to the corporation.
- b. All applications, along with the annual membership fee and any other amount determined by the Board, shall be submitted to the Secretary and shall be considered by the Board.
- c. Any applicant receiving the affirmative vote of a majority of the Board shall, upon payment of the fees and other amounts required under this by-law, be from that time a Member of the Corporation.
- d. All memberships in the Corporation are non-transferable.

11. **Term and Termination of Membership:**

- Membership in the Corporation shall continue from fiscal year to fiscal year unless terminated in accordance with the following revisions:
- a. By resignation of the Member, which shall be effective as of the end of the fiscal year, provided the Member shall have given to the Secretary of the Corporation written notice of such terminations of membership at least three (3) months prior to the start of the new fiscal year;

- b. By the Board, for cause (as "cause" may be determined in the discretion of the Board, but which shall include acting contrary to the best interests of the Corporation) at any time on written notice to the Member following a notice in writing to the Member and an opportunity to be heard or make written representation before the Board, or
- c. If any or all fees payable by the Member shall have been unpaid for a period of ninety (90) days from the date prescribed for payment thereof; provided that termination of membership shall not relieve the former Member from the liability for the fees payable for the year in which such termination occurs and further that membership may be reinstated by the Board on payment of overdue membership fees.

Upon termination of membership, the Member ceases to have any rights of membership.

MEETINGS OF THE CORPORATION

12. **Notice of Meetings:**
- a. Notice of the time and place of any annual or special meeting of the Corporation shall be delivered to each Member:
 - i. addressed to the Member's last known post office address as shown on the books of the Corporation at least fourteen (14) days before the holding of such meeting; or
 - ii. by electronic communication (including facsimile and e-mail) at least fourteen (14) days before the holding of such meeting, by sending it to the last electronic communication address provided by a Member who has consented to receiving notices in such a manner.
 - b. A Member or any other person entitled to notice of a meeting of members may waive notice of any meeting of members. attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
 - c. The notice of such meeting shall contain sufficient information concerning the business to be held at such meeting to permit the Member to form a reasoned judgement on the decision to be taken.

13. **Annual Meeting:**
 - a. The annual meeting of the Corporation shall be held at the Head Office of the Corporation or elsewhere in Canada at such time and place as may be designated by the Board.
 - c. The annual meeting shall be held no later than fifteen (15) months following the folding of the proceeding annual meeting.
14. **Special Meeting:** The Secretary shall call a special meeting of the Corporation upon request of the Board or 20% of voting Members at such time and place as the Board shall determine.
15. **Teleconference Meeting:** A meeting of Members may be held entirely by means of a telephonic, electronic or other communication facility which permits all participants to communicate adequately with each other, provided that:
 - a. The Board has passed a resolution addressing the mechanics of holding such a meeting dealing specifically with security issues and such other matters, including, without limitation, procedures for establishing a quorum and the recording of votes;
 - b. Each Participant in such meeting has equal access to the specific means of communication to be used; and
 - c. Two-thirds (2/3) of the members entitled to participate in such Meeting, as the case be, have approved the holding of meetings by the specific means of communication proposed for the meeting in accordance with the resolution passed by the Board referred to in subsection (a) above.
16. **Annual Meeting Business:**
 - a. At every meeting, the report of the Board, a balance sheet along with the general statement of income and expenditure for the Financial period ending upon the date of such balance sheet and the report of the auditors thereon shall be presented, and auditors for the ensuing year and Trustees shall be elected.
 - b. No other item of business shall be considered at the annual meeting of the Corporation unless notice in writing such other of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of the annual meeting. Notice of such other item of business may be provided to the Secretary in the following circumstances:
 - i. By motion of the Board
 - ii. Signed by at least 20% of voting Members; or
 - iii. By the chair.

17. **Quorum:** A majority of the voting members present in person or represented by proxy shall constitute a quorum for the transaction of business at any meeting of the Corporation.
18. **Adjournment:** Any meeting of Members may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
19. **Voting:**
- a. Subject to any provisions contained in the Letters Patent, each voting member of the Corporation shall at all meetings of Members be entitled to one vote.
 - b. No Member shall be entitled either in person or by proxy to vote at meetings unless all dues or fees, if any, then payable in respect of such memberships have been paid.
 - c. At all meetings of the Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy, unless otherwise required by the Act or the by-laws of the Corporation.
 - d. Every question that is determined by the Board to be of broad Interest to and significant impact on the Members shall be decided by a Special Resolution.
 - e. A Member may vote by proxy, provided that such a proxy must be an employee or officer if a voting Corporate member of the Corporation and before voting must produce and deposit with the Secretary sufficient appointment in writing from the member.
 - f. Votes shall be taken in the usual way, by show of hands, among all Members. In the event of a tie, in addition to his or her original vote, the Chair shall be entitled to a second or casting vote.
 - g. After a show of hands has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person or by proxy and entitled to vote at such meeting shall have one (1) vote, and the result of the poll shall be the decision of the Members.

- h. Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

20. **Chair:** The chair of a meeting of the Corporation shall be:
- a. The Chair of the Board; or
 - b. If the Chair of the Board is absent, one of the Vice-Chairs of the Board; or
 - c. If the Chair and the Vice-Chair are all absent, a Trustee elected by the Members present to serve as Chair.

BOARD OF TRUSTEES

21. **Board Composition:** The property and business of the Corporation shall be governed by a Board consisting of sixteen (16) Trustees, as follows:
- a. Nine (9) Public Sector Trustees;
 - b. Six (6) Private Sector Trustees, elected from the representative individuals appointed annually by the Private Sector Corporate Members; and
 - c. Chief Executive Officer, ex Officer.
22. **Trustee Qualifications:** Trustees must be individuals, 18 years of age, with power under law to contract. Excluding the chief Executive Officer. Trustees shall not be employees or family members of employees of the Corporation.
23. **Nominations and Election of Trustees:** Nominations for election as Trustee at the annual meeting of the Corporation may be made only in accordance with the following process:
- a. The Governance Committee shall request written nominations for Vacant positions on the Board from members of the Corporation at least sixty (60) days in advance of the annual meeting, and such nominations must be signed by at least two (2) Members of the Corporation in good standing (excluding the nominee) and Accompanied by a written declaration signed by the nominee that

The or she (i) meets the criteria to be a Trustee and (ii) will serve as a Trustee in accordance to the by-law if elected.

- b. The Governance Committee shall, throughout the year, identify, including through consultation with the chief Executive Officer of the Corporation and external advisors, potential candidates for Trustees, and determine the willingness of such candidates to serve.
- c. The Governance Committee will receive and review all nominations made by the Governance Committee and the Members, taking into consideration the guidelines for the selection of Trustees as prepared by the Board from time to time, and will prepare a list of recommended nominees to the Board for consideration and implementation.
- d. The Governance Committee will ensure that the Board's recommended nominees, together with their qualifications, are made available to the Members of the Corporation at least ten (10) days prior to the annual meeting.

24. Term of Office:

- a. Except as provided in paragraph (b) below, Trustees shall be elected in rotation for a two (2) year term, and at least three (3) elected Trustees' terms shall expire each year.
- b. Any ex official Trustee shall hold office until his or her successor is appointed.
- c. Excluding the Chief Executive Officer, each Trustee shall be subject to the following term limits:
 - i. If the Trustee is not elected as an Officer during his or her second term, a maximum of four (4) consecutive years of service; or
 - ii. If the Trustee is elected as an Officer during his or her second term, a maximum of six (6) consecutive years of service.

Provided, however, that following a break of continuous service of at least one (1) year, the same person may be re-elected as a Trustee.

25. Termination of Trustees:

The Officer of any Trustee shall automatically be vacated:

- a. If the Trustee becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

- b. If the Trustee is found to be a mentally incompetent person or becomes of unsound mind;
- c. If the Trustee ceases to be qualified as provided in this by-law;
- d. If the Trustee, by notice in writing to the Secretary of the corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later; or
- e. If a resolution is passed at a special meeting of the Members called for the purpose by three-fourths of the Members present or represented by proxy thereat.

26. Vacancies:

Any vacancies in the elected Trustees, however caused, may, so long as quorum of Trustees remains in office, be filled by the Trustees, if they shall see fit to do so, based on the recommendation of the Governance Committee (provided the replacement meets the qualifications in this by-law). Otherwise, such vacancy may be filled at the next meeting of members; and any Trustee elected to fill any such vacancy shall hold office for the unexpired term of the Trustee who ceased to be a Trustee and who caused such vacancy, and such service shall not be counted toward the term of office limitations for that Trustee.

MEETINGS OF THE BOARD

27. Board of Trustee Meetings:

- a. The Board may hold its meetings at such place or places as it may from time to time determine.
- b. Board meetings may be formally called at the direction of the] Chair of the Board or the Vice Chair of the Board, or by the Chief Executive Officer of the Secretary at the direction of any of the Forgoing
- c. The Trustees may consider or transact any business, either special or general, at any meeting of the Board.
- d. There shall be at least three (3) regular meetings per year, one of Which shall be held immediately following the annual meeting of the Corporation.
- e. No person other than Trustees may attend meetings of the Board except:
 - i. Upon the invitation by the Chair of the Board;

- ii. Upon the invitation by the Chief Executive Officer, with the approval of the Chair of the Board; or
- iii. Upon resolution of the Board.

28. Teleconference Meetings:

A Board meeting may be held entirely by means of a telephonic, electronic or other communication facility which permits all participants to communicate adequately with each other, provided that:

- a. The Board has passed a resolution addressing the mechanics of holding such a meeting dealing specifically with security issues and such other matters, including, without limitation, procedures for establishing a quorum and the recording of votes;
- b. Each participant in such meetings has equal access to the specific means of communication to be used; and
- c. Two-thirds (2/3) of the Trustees entitled to participate in such meetings, as the case be, have approved the holding of meetings by the specific means of communication proposed for the meeting in accordance with the resolution passed by the Board referred to in subsection (a) above.

29. Notice of Board Meeting:

- a. Notice of a Board meeting shall be delivered, telephoned, emailed faxed to each Trustee not less than two (2) days before the meeting is to take place or shall be mailed to each Trustee not less than fourteen (14) days before the meeting is to take place.
- b. No formal notice of a Board meeting shall be necessary if all the Trustees are present or if those absent have waived receipt of notice of the meeting being held in their absence.
- c. The statement of the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- d. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need to be sent.
- e. A Board meeting shall also be held without notice immediately following the annual meeting of the Corporation.
- f. No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or make void any proceedings taken or had at such meeting, and any Trustee may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

30. **Quorum:**
- a. A quorum at any meeting of the Board shall be the presence in person of a majority of the Trustees, a majority of whom shall be Public Sector Trustees.
 - b. No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present and there are both Public Sector Trustees and Private Sector Trustees in attendance. There will be no representation by proxy at any Board meeting.
31. **Adjournment:** Any meeting of the Board may be adjourned to any time and from time to time, such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
32. **Voting:**
- a. Questions arising at any meeting of the Trustees shall be decided by a majority of votes. In the event of a tie, the Chair shall be entitled to second or casting vote.
 - b. All votes at any Board meeting shall be taken by ballot if so demanded by any Trustee present, but if no demand be made, the votes shall be taken in the usual way by assent or dissent.
 - c. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
33. **Chair of Board Meetings:** Board meetings shall be chaired by:
- a. The Chair;
 - b. A Vice Chair, if the Chair is absent; or
 - c. A Trustee and the Vice Chair present if the Chair and the Vice Chair are all absent.

POWERS AND RESPONSIBILITIES OF TRUSTEES

34. **Standard of Care:** Every Trustee and Officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall:

- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

35. **Duties of Trustees:** The Board shall govern and oversee the management of the Corporation in accordance with the Letters Patent, the by-laws, and policies of the Corporation and the terms and provisions of applicable legislation, and in particular shall have those duties set out in a policy established from time to time by the Board.
36. **Confidentiality:** All Trustees and Officers shall comply with the confidentiality policy established by the Board from time to time.
37. **Conflict of Interest:** All Trustees and Officers shall comply with the conflict of interest policy established from time to time by the Board.
38. **Remuneration:** The Trustees shall receive no remuneration for acting as such, but nothing herein shall prevent:
- a. Any Officer of the Corporation who may also be a Trustee from receiving salary or other remuneration in his capacity as an Officer of the Corporation; or
 - b. A Trustee being paid reasonable expenses incurred by him or her in the performance of or her duties as a Trustee.
39. **Expectations of Individual Trustees:** The Board shall, from time to time, establish a policy setting out the Board's expectations of individual Trustees.

COMMITTEE OF THE BOARD

40. **Committees:**
- a. The Board may establish standing and special committees whose members will hold their offices at the will of the Board.
 - b. standing committees of the Board shall be the:
 - i. Governance Committee;
 - ii. Communications Committee
 - iii. Policy Committee; and
 - iv. Finance and Audit Committee;

and such other Standing Committees of the Board whose duties are normally continuous.

- c. The terms of reference of all Standing Committees are contained in the Board of Committee Policy established by the Board from time to time.
- d. Special Committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- e. Committees established by the Board may, similarly, by resolution of the Board be dissolved at any time.
- f. The members of any Committee need not be Trustees or Members of the Corporation, and the Board can remove of a committee at any time.
- g. No decision of a Committee shall be binding on the Board until approved or ratified by the Board.

41. Quorum and Procedure for Committees:

- a. Unless otherwise determined by the Board, a quorum for a committee shall consist of a majority of the voting members of the committee.
- b. Procedures at committee meetings shall be determined by the Chair of each committee, unless established by the Board by resolution or in the Board of Committee Policy.
- c. Chairs of all committees shall be elected by, and from among, the Trustees.
- d. The Chair of all standing committees is responsible for submitting a written report to the Board on the activities of the committee.

OFFICERS OF THE CORPORATION

42. Officers:

- a. There shall be a Chair of the Board, two Vice Chairs of the Board (one being a Private Sector Trustee and one being a Public Sector Trustee), Chief Executive Officer, Secretary and Treasurer of the Corporation.
- b. One person may hold more than one office except that the same person may not hold more than one of the offices of Chair of the Board, Vice Chair of the Board or Chief Executive Officer.

- c. The Chair of the Board, the Vice Chair of the Board and the Secretary shall be elected by the Trustees from among their number at the first meeting of the Board following the election of Trustees at the annual meeting of the Corporation. The Treasurer shall also be elected at this meeting, but need not be a Trustee.
- 43. **Duties of the Chair and Vice Chairs of the Board:**
 - a. The Chair of the Board shall preside at all meetings of the Board and of the members of the Corporation and have a casting vote in case of a tie at any such meeting. The Chair of the Board shall also presided at all meetings of the Corporation.
 - b. The Chair of the Board shall report to the Members at the annual meeting of the Corporation and at all such other times as the Chair may consider advisable or necessary, concerning the operations of the Corporation.
 - c. The Chair of the Board shall also exercise and perform such other powers and duties as may, from time to time, be assigned to him or her by the Board.
 - d. The Vice Chair of the Board shall possess and exercise such powers and fulfill such duties as the Board shall from time to time by resolution determine, and during the absence or inability of the Chair of the Board, one Vice Chair shall exercise and perform the powers and duties of that office.
- 44. **Employment of the Chief Executive Officer:**

The terms of employment and the remuneration of the Chief Executive Officer shall be elected from time to time by the Board, but in the absence of an agreement with the Corporation to the contrary, the employment of the Chief Executive Officer shall be during the pleasure of the Board.
- 45. **Duties of the Chief Executive Officer:**
 - a. The Chief Executive Officer shall be the chief Executive Officer of the Corporation and shall be charged with the general supervision of the affairs and operations of the Corporations.
 - b. During the absence or inability of the Chief Executive Officer, his or her duties and powers may be exercised by such other person or persons as the Board may from time to time appoint for that purpose, and if that person shall exercise any such duty or power, the absence or inability of the Chief Executive Officer shall be presumed with reference thereto.
 - c. The Board shall preapprove the appointment of Trustees or steering committees of any industry fundraising or charitable organization.

46. **Duties of the Secretary:**

- a. The Secretary shall ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Committees appointed or authorized by the Board.
- b. The Secretary shall have custody of all minute books, documents and register of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation.
- c. The Secretary shall be the custodian of the seal of the Corporation.

47. **Duties of the Treasurer:**

- a. The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation.
- b. Under the direction of the Board, the Treasurer shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation.
- c. AT each regular meeting of the Board, the Treasurer shall submit a financial statement or report indicating the financial position of the Corporation at the close of the preceding month and submit to the Board, whenever required, an account of all transactions as Treasurer and a detailed report respecting the financial position of the Corporation.
- d. The Treasurer shall cause the accounts of the Corporation to be audited, and cause to be prepared financial statements and an auditor's report as prescribed by law.
- e. The Treasurer shall submit quarterly certificates to the Board in respect of the previous quarter evidencing that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities.
- f. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.
- g. The Treasurer may delegate the performance of his or her duties to any person (s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.

FINANCIAL MATTERS

48. **Deeds, Contracts, and Other Instruments:**
- a. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation may be signed by the Chair and by the Secretary or Treasurer, or by anyone of the foregoing and any other Trustee, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
 - b. Contracts in the ordinary course of the Corporation's operations (i.e., already contemplated in the corporation's budget) may be entered into on behalf of the Corporation by the Chief Executive Officer and any one of the Chair, the Vice Chair, the Treasurer or by any person authorized by the Board.
 - c. The Board shall have the power from time to time by resolution to appoint any persons on behalf of the corporation to sign specific contracts, documents and instruments in writing.
49. **Books and Records:** The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
50. **Auditors:**
- a. One or more auditors shall be appointed at each annual meeting of the Members of the Corporation. The auditors of the Corporation when appointed shall hold office until the next annual meeting after being appointed, or until their successors are appointed unless previously removed by resolution of the Members or by the Board.
 - b. The auditor shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and shall be duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
 - c. The remuneration of the auditor or auditors shall be fixed by the Board of the Corporation at the first meeting of the Board following the annual meeting of the Corporation.
 - d. The auditors shall make an annual report to the Members upon the balance sheet and every such report shall state whether, in their opinion, the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs.
51. **Fiscal Year:** The fiscal year of the Corporation shall be the 12-month period ending on the 30th day of April.

52. **Cheques, Etc:**
- a. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, employee or employees, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board, and any one such Officers, employees or agents may alone endorse drafts and notes for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bank of the Corporation by using the Corporation's rubber stamp for the purpose.
 - b. Any one of such Officers, employees or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of statement of balance and release or verification slips.
53. **Securities:**
- a. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board.
 - b. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by such Officer or Officers, employee or employees, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board and such authority may be general or confined to specific instances.
 - c. The institutions that may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
54. **Borrowing:**
- The Board may:**
- a. Borrow money upon credit of the Corporation;
 - b. Limit or increase the amount to be borrowed;
 - c. Issue debentures or other securities of the Corporation;
 - d. Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; or

- e. Mortgage, hypothecate, charge or pledge all or any of the real and personal property, present and future undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liability of the Corporation.

Nothing in this clause contained shall limit or restrict the borrowing of money by the corporation or bills of exchange or promissory notes, drawn, accepted or endorsed by or on behalf of the Corporation.

- 55. **Investments:** The Board may invest on any investments which are authorized by the Corporation's investment policy, as developed from time to time by the Board, taking into consideration the recommendations of the Finance and Audit Committee.
- 56. **Indemnity of Trustees and Officers:** Every Trustee or Officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against.
 - a. All costs, charges and expenses whatsoever that such Trustee or Officer may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him, in or about the execution of the duties of his office; and
 - b. All other costs, charges and expenses that he may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

AMENDMENT OF BY-LAWS

- 57. **Amendments, Repeals and Confirmation of By-Law:**
 - a. The Board may add to, amend or repeal these by-laws or any of them.
 - c. Any such by-law or repeal thereof or amendment or addition thereto shall have immediate effect after approval by Industry Canada until the next annual meeting or special meeting of the Corporation called for the purpose of considering such by-laws, repeals, thereof or amendments or additions thereto.

- c. Should the Corporation not confirm such by-laws, repeal thereof for amendment or addition thereto as enacted by the Board, such shall cease to have any force as from that date.
- d. Such amendments may be approved by not less than two-thirds (2/3) of the voting Members of the Corporation.
- e. Industry Canada of Canada shall be notified forthwith of any non-confirmation of any such by-laws, amendments or additions either at the next general meeting of the Corporation.

ENACTED as general By-Law Number 1 this 18th day of December, 2003.

WITNESS the Seal of the Corporation.

CONFIRMED by the Members this 18th day of December, 2003.

Chair

Secretary