

**SANTROPOL ROULANT INC./SANTROPOL ON WHEELS INC. ~~(the Corporation)~~**

**BY-LAW NO. 1**

Pursuant to the Canada Not-for profit Corporations Act (S.C. 2009, c. 23) ~~and the continuance of the Corporation from the Canada Corporations Act (R.S.C. 1970, c. C 32) to the Canada Not for profit Corporations Act,~~ this ~~By-law~~Law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, amends and restates By-law No. 1 dated as of March 27, 2014 and replaces and supersedes all by-laws of the Corporation under the Canada Not-for profit Corporations Act.

Adopted by the Board as of : January 23, 2023  
Approved by the Members as of: [●], 2023

## **TABLE OF CONTENTS**

<b>SECTION 1 – INTERPRETATION</b>	<b>5</b>
1.1 Definitions	5
<b>1.2 Interpretation</b>	<b>6</b>
<b>SECTION 2 - FINANCIAL AND OTHER MATTERS</b>	<b>6</b>
2.1 Financial Year	7
2.2 Execution of Documents and Financial Instruments	7
2.3 Banking Arrangements	7
2.6 Borrowing Powers	7
2.4 Public Accountant and Level of Financial Review	8
2.5 Annual Financial Statements	8
<b>SECTION 3 - MEMBERSHIP</b>	
3.1 Membership categories and Conditions	9
3.2 Membership Transferability	11
3.3 Membership Dues	11
3.4 Termination of Membership	11
3.5 Effect of Termination of Membership	12
3.6 Suspension of Members	12
<b>SECTION 4 – MEETINGS OF MEMBERS</b>	
4.1 Notice of Members' Meeting	13
4.2 Record Date	13
4.3 Annual Meeting	13
4.4 Special Meeting	14
4.5 Members Calling a Members' Meeting	14
4.6 Proposals at Annual Members' Meetings	14

4.7 Cost of Publishing Proposals for Annual Members' Meetings	14
4.8 Place and Date of Members' Meeting	14
4.9 Quorum at Members' Meetings	15
4.10 Participation by Electronic Means at Members' Meetings	15
4.11 Members' Meeting Held Entirely by Electronic Means	15
4.12 Presiding Chair	15
4.13 Votes to Govern at Members' Meetings	15
4.14 Show of Hands	16
4.15 Voting by members participating electronically	16
4.16 Results of Voting	16
4.17 Electronic Voting	16
4.18 Absentee Voting	17
<b>SECTION 5 - DIRECTORS</b>	
5.1 Number of Directors	17
5.2 Qualifications of Directors	17
5.3 Election of Directors and Term of Office	18
<b>5.4 Additional Appointments</b>	18
5.5 Remuneration	18
5.6 Ceasing to Hold Office	18
5.8 Vacancy in Office	19
5.9 Committees of the Board of Directors	19
5.10 Executive Committee	19
5.11 Elections Administration	
<b>SECTION 6 – MEETINGS OF DIRECTORS</b>	21
6.1 Calling of Meetings of the Board of Directors	21
6.2 Notice of Meeting of Board of Directors	21
6.3 Meetings	21
6.4 Quorum	22

<u>6.5 Voting</u>	22
<u>6.6 General</u>	22
<b><u>SECTION 7 – OFFICERS</u></b>	<b>23</b>
<u>7.1 Appointment of Officers</u>	23
<u>7.2 Description of Offices</u>	23
<u>7.3 Vacancy in Office</u>	24
<u>7.4 Remuneration of officers</u>	25
<u>7.5 Vacancies</u>	25
<b><u>SECTION 8 - DISPUTE RESOLUTION</u></b>	<b>25</b>
<u>8.1 Mediation and Arbitration</u>	25
<b><u>SECTION 9 – AMENDMENT OF ARTICLES AND BY-LAWS</u></b>	<b>25</b>
<u>9.1 Amendment of Articles</u>	25
<u>9.2 Amendment of By-laws and Effective date of amendment</u>	26

## SECTION 1 – INTERPRETATION

### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "**Director**" means a member of the Board;

"**by-law**~~laws~~" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Corporation**" means ~~the Corporation,~~ SANTROPOL ROULANT INC./SANTROPOL ON WHEELS INC.;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**officer**" means the Chair, the Vice-Chair, the Secretary, the Treasurer, the Executive Director and such other officers as may be determined by the Board in accordance with the provisions of Section 7 hereof;

"**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;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution with respect to issues identified as requiring a special resolution as noted in section 197 of the Act and passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.2 Context**

The Corporation is a not-for-profit corporation duly incorporated in 1995 under the Canada Corporations Act and duly continued under the Act as of April 24, 2014.

The head office of the Corporation is located in the province of Quebec at such address as determined by resolution of the Board.

The objects of the Corporation, as indicated in its Articles of Continuance dated April 24, 2014 are:

- To provide a community, non-profit, food delivery service to persons experiencing a temporary or permanent loss of self-autonomy;
- To provide quality, nutritious and balanced meals to needy recipients;
- To provide other programs from time to time to relieve poverty and assist needy or incapable persons in the community.

## **1.3 Interpretation**

The following rules of interpretation will apply to ~~this~~these ~~by-law~~laws, (unless the context otherwise requires):

- words importing the singular number only will include the plural and vice versa;
- the word "person" will include an individual, an unincorporated association, a not-for profit corporation; bodies corporate, partnerships and trusts;
- words referring to gender include the feminine, masculine and neuter genders; and,
- the by-laws of the Corporation will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles of the Corporation.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **SECTION 2 - FINANCIAL AND OTHER MATTERS**

## 2.1 Financial Year

The financial year-end of the Corporation shall be December 31st or as otherwise determined by the Board.

## 2.2 Execution of Documents and Financial Instruments

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any one Director, or staff authorized to do so by the Board by resolution. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by one officer or Director or other persons whether or not an officer or a Director designated in such manner as the Board may from time to time determine by resolution.

The Board ~~will~~may develop rules, processes or policies to ~~deal with the delegation of~~ delegate this authority and set out the nature and extent of the authority formally delegated from the Board to management members of the Corporation.

## 2.3 Banking Arrangements

The banking business of the ~~Charity~~Corporation, including, without limitation, the borrowing of money and the giving of security ~~therefor~~therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## 2.4 Borrowing Powers

The Corporation may, without authorization of the members:

- a) borrow money on the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d) issue debentures or other securities of the Corporation;
- e) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

f) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Corporation, and the undertaking and rights of the Corporation.

The Directors may, by resolution, and subject to any limitations in the Act, delegate the foregoing powers to a Director, a committee of Directors or an officer within a set limitation and timeframe.

## **2.5 Public Accountant and Level of Financial Review**

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

## **2.6 Annual Financial Statements**

The Corporation may send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the members between twenty-one (21) to sixty (60) days before the day on which an annual meeting of members is held or before the day on which a written resolution in lieu of an annual meeting is signed.

Alternatively, the Corporation may give notice to the members stating that such documents are available at the registered office of the Corporation and any member may request a copy free of charge at the registered office or by prepaid mail.

## **2.6 Borrowing Powers**

~~The Directors of the Corporation may, without authorization of the members: a)~~



b)

~~e) d) e) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and~~

~~f) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Corporation, and the undertaking and rights of the Corporation. foregoing powers to a Director, a committee of directors or an officer within a set limitation and time frame.~~

9

## SECTION 3 - MEMBERSHIP

### 3.1 Membership ~~Classes~~categories and Conditions

~~Subject~~Pursuant to the ~~articles~~Articles, there shall be ~~one class~~two categories of members in the Corporation, the "Provider Members" and the "Food Services Beneficiary Members" (collectively referred to as the "members"). The conditions for membership are as follows:

All members shall promote the goals and ~~objects~~objectives of the ~~Charity~~Corporation and conform to any obligation in respect of which the Board, by express resolution, has declared to be binding on its members.

~~The following categories of persons are entitled to become Provider Members~~Employees, volunteers, donors or meals-on-wheels clients of the Corporation are entitled to be members;

- ~~• Unless they choose not~~Employees,
- Volunteers;
- Donors; and
- Partner organizations with whom the Corporation offers mutual programming.

~~The following category of persons are entitled to be~~become Food Services Beneficiary Members of the Corporation:

- Food services beneficiaries.

9

Subject to Section 3.6, the conditions required for being a Provider Member of the Corporation shall be as follows:

- With respect to employees, an employee shall automatically become a member upon being hired, and shall automatically cease to be a member (i) on the first anniversary of termination of employment, or (ii) immediately on termination of their employment for cause ~~if such is the case~~.
- ~~• Unless they choose not~~ With respect to be volunteers, a volunteer shall automatically become a member upon inscription in the volunteer list of the Charity Corporation, and shall automatically cease to be a member ~~on the first anniversary of the latest~~ (i) if they have not performed any volunteer act, ~~or during the last 12 months prior to the record date (as determined pursuant to Section 4.2) on which the Corporation sends the notice of the annual meeting of members (hereinafter the “Reference Period”),~~ or (ii) immediately on termination for cause as a volunteer if such is the case. Directors and officers of the Corporation shall automatically be deemed to be volunteers inscribed on the volunteer list for as long as they hold office.

~~• Unless they choose not~~

~~With respect to be, a client shall automatically become a member upon inscription in the Charity's meals-on-wheels program, and shall automatically cease to be a member on the first anniversary of receipt of the latest meal, or immediately on termination for cause as a client if such is the case.~~

- ~~• Adonors, a~~ donor may become a member upon making a donation to the Corporation ~~but only, except if the~~ such donor indicates his or her wish to not become a member ~~of the Corporation in writing upon the donation~~. Such ~~donor~~ donors shall ~~automatically~~ automatically cease to be a member ~~on the first anniversary of the latest qualifying donation~~ if they have not made a donation to the Corporation during the Reference Period.
- With respect to partner organizations, a partner organization shall automatically become a member upon starting offering mutual programming with the Corporation, and shall automatically cease to be a member if it has not offered such mutual programming during the Reference Period.

Subject to Section 3.6, the conditions required for being a Food Services Beneficiary Member of the Corporation shall be as follows:

- With respect to food services beneficiaries, a food services beneficiary shall automatically become a member upon registration in the Corporation's meals-on-wheels program or any other charitable food program offered by the Corporation, and shall automatically cease

to be a member (i) if they have not benefited from such program(s) during the Reference Period, or (ii) immediately on termination for cause as a client if such is the case.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).*

In the event that a member is a firm, corporation, foundation, trust, partnership or other entity, any such member may by written notice to the Secretary of the Corporation, provide the name of the individual who shall be eligible to be elected or nominated to any position with the Corporation, in place and stead of such member and with the same rights and obligations. SuchSuch members may at any time dismiss and replace its representative by written notice to the Secretary of the Corporation. In the event that any representative so dismissed or replaced occupied one or more executive positions within the Corporation at the time of such dismissal or replacement, such representative shall be deemed dismissed from such executive positions, and any resulting vacancy shall be filled in accordance with these by-laws.

### **3.2 Membership Transferability**

A membership is not transferable.

*Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the by-laws.*

### **3.3 Membership Dues**

There shall be no membership fees or dues unless otherwise directed by the Board and approved by ordinary resolution at a meeting of members.

### **3.4 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the ~~member~~membership is terminated in accordance with the ~~articles~~Articles or by-laws;
- b) the member's term of membership expires and not renewed;
- c) the member withdraws from the Corporation by delivering to the Corporation a written resignation; or,
- d) the Corporation is liquidated and dissolved under the Act.

### 3.5 Effect of Termination of Membership

Subject to the ~~articles~~Articles, upon any termination of membership, the rights of the member automatically cease to exist.

### 3.6 ~~Discipline~~Expulsion or Suspension of Members

The Board shall have authority to expel or suspend any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the ~~articles~~Articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair of the Board shall provide to the member twenty (20) days' notice of suspension or removal, and shall provide reasons for the proposed suspension or removal. The Board will notify the member that they may request ~~-, by electronic means,~~ an opportunity to appear before the Board ~~by electronic means,~~ or may make written submissions to the Chair of the Board in response to the notice received within such a twenty (20) ~~day~~days period.

In the event that no appearance is requested or written submissions are received by the Chair of the Board, ~~he/she~~they may proceed to notify the member that the member is suspended or removed from membership in the Corporation.

In the event that the member appears before the Board or that written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be made by a special resolution and shall be final and binding on the member, without any further right of appeal.

A member who ~~will have~~has been so expelled shall be removed from the list of members and shall not be re-eligible to become a member for a period of one (1) year following his expulsion.

## SECTION 4 – MEETINGS OF MEMBERS

#### 4.1 Notice of Members' Meeting

In accordance with and subject to the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to above, and if a member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the member so requesting in accordance with and in the manner set out above with respect to notices mailed.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.*

#### 4.2 Record Date

The record date for determining members entitled to receive notice of a meeting of members is at the close of business on the day immediately preceding the day on which notice is given. The record date for determining members entitled to vote at a meeting of members is at the close of business on the day immediately preceding the day on which notice is given.

~~The record date for determining members entitled to vote at a meeting of members is at the close of business on the day immediately preceding the day on which notice is given.~~

#### 4.3 Annual Meeting

An annual meeting of members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing ~~directors~~Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

#### **4.4 Special Meeting**

The Board may at any time call a special meeting of members for the transaction of any business, which may properly be brought before the members.

#### **4.5 Members Calling a Members' Meeting**

The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five (5) percent of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the member/members who signed the requisition may call the meeting.

#### **4.6 Proposals at Annual Members' Meetings**

A member entitled to vote at an annual meeting of members may submit to the Corporation notice of any matter that the member proposes to raise at the meeting, referred to in this paragraph as a "proposal," within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous annual meeting of members.

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than five (5) percent of members entitled to vote at the meeting at which the proposal is to be presented.

#### **4.7 Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **4.8 Place and Date of Members' Meeting**

The annual general meeting shall be held at any place in Canada, as the Board may determine and on such day as they shall designate, which date shall be within fifteen (15) months of the last annual general meeting and not more than six (6) months following the end of the fiscal year of the Corporation.

#### **4.9 Quorum at Members' Meetings**

Twenty (20) members of the corporation shall constitute quorum at all meetings of members.

#### **4.10 Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting.

For greater clarity, meetings of members can be held in an hybrid fashion where some members may attend in-person at a physical location pursuant to Section 4.8, and some members attend the members meeting by electronic, telephonic or other means pursuant to this Section 4.10.

#### **4.11 Members' Meeting Held Entirely by Electronic Means**

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.12 Presiding Chair**

The Chairperson, or in ~~his~~their absence the Vice-Chair, shall preside as Chair at every annual or special meeting of members of the Corporation; in the absence of the Chair and the Vice-Chair, the members present at any meeting of the members shall choose one of their number as Chair.

#### **4.13 Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the ~~articles~~Articles or by-laws or by the Act, be determined by ordinary resolution. In case of an

equality of votes, the ~~chair~~Chair of the meeting shall have a second or casting vote in addition to an original vote.

#### **4.14 Show of Hands**

Subject to the Act, and the ~~bylaws~~by-laws, any question at a meeting of members shall be decided by a show of hands unless a ballot has been demanded or required.

#### **4.15 Voting by members participating electronically**

Where there are some members participating by electronic means, any question at a meeting of members shall be decided by a virtual show of hands or an oral vote, as applicable, through a canvass by the Chair of the vote from the members present and identified, including those participating by phone, unless a ballot has been demanded or required, in which case the voting will be in accordance with the procedures set out in the paragraph directly below.

In the event a ballot has been demanded or required, a vote may be held with any remote technology allowing for members to vote using voting buttons whereby members remain anonymous.

Notwithstanding the foregoing, and in accordance with the Act and Regulations, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility to the members attending by electronic means and in-person, in the case of a hybrid meeting.

#### **4.16 Results of Voting**

A declaration by the ~~chair~~Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

#### **4.17 Electronic Voting**

Subject to the Act and Regulations, any vote that could be held at a meeting, may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes



available such a communication facility provided that the votes can be verified, and non-identifiable in the case of ballot voting.

#### 4.18 Absentee Voting

~~Client~~ Food Services Beneficiary Members unable to attend the ~~General~~ Annual Members' Meeting are eligible to vote by:

1. mailed-in ballot (see ~~schedule~~ Schedule A) only if the ~~corporation~~ Corporation has a system that:
  - a. enables the votes to be gathered in a manner that permits their subsequent verification; and
  - b. permits the tallied votes to be presented to the ~~corporation~~ Corporation without it being possible for the ~~corporation~~ Corporation to identify how each member voted; ~~and, or~~
2. by means of a telephonic, electronic or other communication facility that:
  - a. enables the votes to be gathered in a manner that permits their subsequent verification; and
  - b. permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

#### 5.1 Number of Directors

The Board shall consist of a minimum of nine (9) and maximum of fifteen (15) Directors, as specified in the ~~articles~~ Articles. The Board is authorized by the membership of the Corporation to, by resolution, fix the number of Directors of the Corporation and the number of Directors to be elected at annual meetings of the members as it deems necessary from time to time.

#### 5.2 Qualifications of Directors

Directors are required to be members of the Corporation and to have a commitment to the Corporation's mission and vision. They must (i) be eighteen (18) years old ~~and, (ii) have the power at by~~ law to contract – (i.e. not be deemed incapable), (iii) be an individual, and (iv) not have the status of a bankrupt.

### 5.3 Election of Directors and Term of Office

Members shall, by ordinary resolution at each annual meeting at which an election of Directors is required, elect Directors to hold office for a term of two (2) years ~~or as proposed by the Board.~~ Directors shall be eligible for re-election for a maximum of three (3) consecutive terms.

The Directors of the Corporation shall be divided into two classes with the number of Directors in each class being as nearly equal as possible. The term of office shall be staggered so that those of the first class to expire at the annual meeting next ensuing and the second class one year thereafter. At each annual election, Directors shall be chosen for a full term, as the case may be, to succeed those whose terms expire. In the event of any increase or decrease in the number of Directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

### 5.4 Additional Appointments

The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the date of the next annual general meeting of members, but the total number of Directors so appointed may not exceed one third of the number of ~~directors~~Directors elected at the previous annual meeting of members.

### 5.5 Remuneration

~~The members of the Board~~Directors shall not receive any remuneration for their services, ~~but~~. The Corporation may reimburse all reasonable and preapproved out-of-pocket expenses related to incurred by the Directors in connection with their attendance at meetings, events or conferences may be paid at the request of the Corporation.

Nothing herein contained shall be construed to preclude any ~~director~~Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

### 5.6 Ceasing to Hold Office

A Director ceases to hold office when the ~~director~~Director dies, resigns, is removed in accordance with the following paragraph, or becomes disqualified in accordance with s. 126 of the Act.

### 5.7 Removal of Directors

The members of the Corporation may by ordinary resolution at a special meeting remove any Director or Directors from office by reason of the following:

- a) the Director's membership in the Corporation is ended by expulsion for violating any provision of the ~~articles~~Articles, by-laws, or written policies of the Corporation or carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; ~~and, or~~
- b) ~~b)~~ for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

### 5.8 Vacancy in Office

A quorum of Directors may fill any vacancy among the Directors by appointment, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the ~~articles~~Articles or a failure to elect the number or minimum number of Directors provided for in the ~~articles~~Articles.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of ~~his or her~~their predecessor.

### 5.9 Committees of the Board of Directors

The Board shall have the authority to appoint such standing or special committees as it may deem necessary and may establish ad hoc sub-committees or advisory groups from time to time to oversee or consult on matters relating to the Corporation.

### 5.10 Executive Committee

The Board may appoint an Executive Committee of ~~directors~~Directors, and delegate to such a committee any of the powers of the Board except those which, under the Act, a committee of ~~directors~~Directors has no authority to exercise.

### 5.11 Elections Administration Committee

~~There, along with the Executive Director and the Board Chair shall be an advisory committee called~~comprise the Elections Administration Committee. This committee shall have general administrative authority and control over the procedures of nomination and election of ~~directors~~Directors of the Corporation, with a view to the intention of making the process as open and democratic as possible. ~~The Committee shall be composed as the Board may direct from time to time.~~

|

## SECTION 6 – MEETINGS OF DIRECTORS

### 6.1 Calling of Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. There ~~shall~~must be at least two (2) meetings of the Board each year.

A Board meeting may also be formally called by the Chair or Vice-Chair or on the direction, in writing, of two (2) Directors.

The Chair may decide to hold an in-camera meeting of the Board, with only members of the Board of Directors present.

### 6.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given by telephonic, electronic or other communication facility, to every Director not less than fourteen (14) days before the time when the meeting is to be held. No formal notice of any meeting shall be necessary if all the Directors are present or if those who will be unable to attend have signified their consent to the meeting being held in their absence.

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

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-~~law~~laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### 6.3 Meetings

Meetings of the Board may be held at any place within or outside Canada if all Directors consent.

Directors may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other. If all the ~~directors~~Directors of the Corporation consent ~~thereto generally or in respect of,~~ a ~~particular meeting,~~ a ~~director~~Director may participate in a meeting of the Board or of a committee of the Board by ~~means of such conference~~ telephone or other electronic communications ~~facilities~~ to which all ~~directors~~Directors have equal access and ~~as~~ permit all persons participating in the meeting to hear and communicate with each other. A ~~director~~Director participating ~~in such a meeting~~ by ~~such~~these electronic means is ~~deemed to be considered~~ present at the meeting.

#### 6.4 Quorum

~~A~~At any meeting of the Board, a majority of the ~~number of directors from time to time fixed by the Board pursuant to Section 6 hereof~~Directors then in office shall constitute a quorum ~~for meetings of the Board.~~ Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

#### 6.5 Voting

Each ~~director~~Director shall exercise one (1) vote.

Resolutions will be passed by a majority of the participating ~~directors~~Directors by an oral vote recorded by the ~~secretary~~Secretary.

A resolution in writing, signed in person or electronically, or authorized electronically, by all the ~~directors~~Directors entitled to vote on that resolution at a meeting of ~~directors~~Directors or committee of ~~directors,~~Directors, shall be as valid as if it had been passed at a meeting of ~~directors~~Directors or committee of ~~directors~~Directors.

#### 6.6 General

Meetings of the Board may, ~~in~~at the discretion of the Board, be open to all members of the Corporation and to such other persons as the Board ~~from time to time~~ determines ~~can be present by resolution, providing, provided~~ that ~~no one other than a director~~only Directors shall have the right to vote at any Board meeting.

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and ~~such~~the person.

Minutes shall be kept at all meetings of the Board. Minutes of each Board meeting shall be submitted to all Board members prior to the next Board meeting for their approval.

## SECTION 7 – OFFICERS

### 7.1 Appointment of Officers

The officers of the Corporation, which may include the offices of Chair, Vice-Chair, Secretary and Treasurer (or in lieu a secretary-treasurer), ~~the Executive Director,~~ and any ~~such~~ other offices ~~as~~ the Board may determine, shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members in which the Directors are elected. A person may hold more than one office.

The Board may, subject to the Act, delegate to ~~such~~ officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these by-laws otherwise provide.

The Officers of the Corporation shall hold office ~~for one (1) year.~~ until the following annual meeting of members in which the Directors are elected..

### 7.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with the positions:

*The Chair* - shall chair all meetings of the Board and Executive. ~~†~~In the absence or disability of the ~~chair~~Chair, the Board may appoint ~~one of its members~~another Director to act in the place of the Chair. The Chair shall be entitled to sign binding instruments in the name of the Corporation in accordance with the terms of these by-laws.

*The Vice-Chair* - shall assume the duties of the Chair where the Chair is absent or unable to fulfill the duties.

*The Treasurer* - will maintain an overview of the organization's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained. The Board may create a finance and audit committee(s) to assist with these responsibilities.

*The Secretary* - may be empowered by the Board, upon resolution, to carry on the affairs of the Corporation generally under the supervision of the officers ~~thereof~~ and shall attend all meetings ~~and act acting~~ as clerk ~~thereof and record, recording~~ all votes and minutes of all proceedings ~~in.~~ In the event the Secretary may not attend a meeting, the Directors or the members shall appoint another Director to be kept assume the duties of the Secretary for that purposesuch meeting. The Secretary shall give ~~or cause to be given~~ notice ~~ofto~~ all meetings of the members and of the Board and shall perform ~~such~~ other related duties as ~~may be~~ prescribed by the Board or by the Chair, ~~under whose supervisionby whom~~ the ~~secretary shall~~ Secretary will be supervised.

*Executive Director* - The Board may ~~from time to time~~ appoint an Executive Director as the Chief Executive Officer, and may delegate ~~to~~ that person full power to manage and direct the business and affairs of the Corporation (except ~~such~~ matters and duties ~~asthat~~ by law must be transacted or performed by the Board and/ or by the members) in accordance with the vision, mission, policies, and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director may not be a Director of the Corporation and shall be an employee of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of the Corporation and shall at all reasonable times give to the ~~directors~~ Directors or any of them all information they may require regarding the affairs of the Corporation.

The Executive Director shall work with the Board on strategic planning and policy development and shall implement those directives within Board guidelines, and shall provide leadership and direction to the Corporation's staff and volunteers. To carry out this mandate, the Executive Director shall attend all meetings of the Board and of its Executive Committee, if any.

The duties of all other officers of the Corporation shall be ~~such~~ as the terms of their engagement ~~call for~~ dictate or as the Board ~~require~~ requires of them.

### 7.3 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether ~~for~~ cause with or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until ~~the earlier of~~:



- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) the officer ceasing to be a ~~director~~Director (if a necessary qualification of appointment);  
or
- d) the officer's death.

If any office of the Corporation ~~shall be or become~~becomes vacant, the Board may, by resolution, appoint a person to fill such vacancy.

#### **7.4 Remuneration of officers**

The remuneration of all officers appointed by the Board shall be determined ~~from time to time~~ by resolution of the Board provided that no officers who are directors shall receive remuneration.

#### **7.5 Vacancies**

If the office of any officer of the Corporation ~~shall be or become~~becomes vacant by reason of death, resignation, ~~and~~ disqualification or otherwise, the ~~directors~~Directors by resolution may appoint a person to fill such vacancy.

### **SECTION 8 - DISPUTE RESOLUTION**

#### **8.1 Mediation and Arbitration**

Unless otherwise required by the provisions of the Act, disputes or controversies among members, ~~directors~~Directors, officers, committee members, or volunteers of the Corporation must be resolved in accordance with general mediation and/or arbitration procedures.

### **SECTION 9 – AMENDMENT OF ARTICLES AND ~~BYLAWS~~BY-LAWS**

#### **9.1 Amendment of Articles**

The Articles of the Corporation may only be amended if the amendment is sanctioned by a special resolution of the members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

## 9.2 Amendment of By-laws and Effective date of amendment

Subject to the ~~articles~~Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or ~~repeal~~revocation shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or ~~repeal~~revocation is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or ~~repeal~~revocation ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

*This paragraph does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.*

## SCHEDULE A

### Procedures for Absentee Voting for ~~Client member~~Food Services Beneficiary Members

If a ~~client member~~Food Services Beneficiary Member is unable to attend a meeting, ~~he/she~~they will be able to vote by absentee ballot via the following procedure:

1. A meals on wheels volunteer will bring them:
  - a. the candidates booklet
  - b. the voting process
  - c. a ballot, and,
  - d. a self-addressed stamped return envelope
2. The ~~client member~~Food Services Beneficiary Member returns the ballot in a sealed envelope addressed to the secretary of election and sent via the mail or with a delivery volunteer.
3. Ballots need to be received 2 days prior to the AGM.
4. The night of the AGM all votes are placed in the ballot box and only opened during the ballot count after the election.