

BY-LAW NO.1

BE IT ENACTED as a By-Law of **NORTHUMBERLAND SUPPORTIVE NON-PROFIT HOUSING CORPORATION** (the "Corporation") as follows:

1. Registered Office

The registered office of the Corporation shall be in the Town of Cobourg and at such place therein as the directors may from time to time determine.

2. Seal

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3. Directors

(a) The affairs of the Corporation shall be managed by a Board of Directors with a minimum of six (6) directors and a maximum of nine (9), of whom fifty percent (50%) plus one shall constitute a quorum.

(b) At all times, there shall be one (1) director appointed by the sole member, the Corporation of the County of Northumberland (the "County"), which director shall act as a "Member Representative" to represent and advise on behalf of the County at meetings of the Board. The County shall, from time to time in its sole discretion, appoint, replace, and/or remove the individual acting as Member Representative.

(c) Directors other than the Member Representative shall be appointed to the Board according to the following procedure:

i. The Board shall, from time to time, seek out and interview interested members of the public who may be suitable candidates for the position of director.

ii. Upon identifying a suitable candidate, the Chairman of the Board shall propose the candidate's appointment to the Board by way of a motion presented at a duly called Board meeting.

iii. If the motion is passed by the Board, the candidate's signed Consent to act as director shall be obtained.

iv. Upon the appointment of a new director, the Board shall ensure the Corporation's provincial records are updated in accordance with the Corporation's responsibilities under the *Corporations Information Act* (Ontario) and its regulations.

v. The Board shall report annually to the County as to the identities and contact information of the directors.

(d) The following applies to directors other than the Member Representative:

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i. ~~Directors~~ shall be appointed to hold office ~~by the Council of the Corporation of the County of Northumberland (the "Council") for a term of~~ for three years, renewable twice.

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ii. A director's term (for the purpose of length of term), shall begin at the opening of the first Board meeting following their appointment by the Board and end at the end of the last Board meeting in the third calendar year following the commencement of their term.

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iii. A director may continue to serve past these limits upon the approval of the Board recorded in a resolution.

iv. In order to ensure continuity, directors' terms of office shall be staggered. Directors have a responsibility to communicate their intentions to leave the Board. The Chair will remind directors in a timely fashion (if possible, at the Board meeting before rotation is due), when terms in office are about to expire and when rotation is due.

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~~A director may continue to serve past these limits upon the approval of the Board recorded in a resolution.~~

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~~In order to ensure continuity, directors' terms of office shall be staggered. Directors have a responsibility to communicate their intentions to leave the Board. The Chair will remind directors in a timely fashion (if possible, at the Board meeting before rotation is due), when terms in office are about to expire and when rotation is due.~~ (e) As the only member of the Corporation, the County (represented by County Council) shall retain the authority to remove any director from the Board at any time.

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(ef) Vacancies on the Board of Directors may be filled by appointment of the Council if it shall see fit to do so; otherwise, such vacancy shall be filled at the next annual general meeting of the Corporation at which the directors for the ensuing year are appointed. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided above.

(dg) A director may resign by mail, electronic mail, fax, or hand deliver addressed to the Corporation at its registered office address, or by delivering to the President, and if the President is unavailable, to any other officer of the Corporation, his or her written resignation which shall take effect, without more, upon the day of such mailing or delivery.

(eh) The Board of Directors may hold its meetings at any place within Ontario.

(fi) No formal notice of any such meetings shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

- (g) No error or omission in giving such notice for meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may ratify and approve of any or all proceedings taken or had thereat.
- (h) Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or by simultaneous electronic means to each director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President or Vice-President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. 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 meetings no notice need be sent.
- (i) A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation or immediately following the meeting of directors at which he or she is appointed, provided a quorum is present.
- (j) In the case of a director elected to fill a vacancy on the Board, no notice of the meeting at which he or she is elected shall be required to be given to that director.
- (k) At all meetings of directors, each director shall have one vote, and upon an equal division the Chairman shall have a second or casting vote.
- (l) A declaration by the Chairman that a resolution 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. In the absence of the President, the President's duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for that purpose.
- (m) The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such acts and things as the Corporation is by its charter or otherwise authorized to exercise and do; provided always that directors may not contract with Corporation.
- (n) All actions taken and things done by any meeting of persons acting as a Board of Directors or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or qualification of such director or Board of Directors, be valid as though such defect had not occurred.
- (o) The directors, and those directors who also serve as officers, shall serve as officers and directors without remuneration, and no director shall directly or indirectly

receive any profit or remuneration in any capacity whatsoever from his or her position as director, provided that a director or officer may be paid reasonable expenses incurred by him or her in the performance of their duties.

(ps) If, within twenty (20) minutes after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until such time that the meeting can be reasonably rescheduled with notification to all directors, by the President or in the President's absence by the Vice-President.

(qt) The Board shall elect and/or appoint the officers of the Corporation within two (2) weeks after the annual meeting of the Corporation.

4. Officers

(a) The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the directors in their discretion shall from time to time appoint and if deemed advisable, a Chairman of the Board, one or more Assistant-Secretaries and one or more Assistant-Treasurers.

(b) Any offices may be held by the same person except those of the Chairman of the Board, President and Vice-President.

(c) The President, the Vice-President, and the Secretary shall be appointed from among their number at the first meeting of the Board, after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

(d) All other officers shall be appointed by, and a vacancy in any office, however occurring, may be filled by the Board of Directors.

(e) In the absence of an agreement to the contrary: all offices shall be held at the satisfaction of the Board of Directors; all officers shall be subject to removal with or without cause by resolution of the Board; and officers may resign their offices at any time at a meeting of the Board or by delivering their resignations in writing to the President or if the President is unavailable, to any other officer or mailing the same by ordinary prepaid post or simultaneous electronic means addressed to the Corporation at its registered office address. Subject thereto an officer shall continue in office his or her successor is elected or appointed.

(f) The President, when present, shall preside at all meetings of the member of the Corporation and of the Board of Directors.

(g) The President shall also be charged with the supervision of the affairs of the Corporation and, together with the Secretary or other officer appointed by the Board for that purpose, shall sign all by-laws.

(h) In the absence of the President, the President's duties and powers may be exercised by the Vice-President, and in absence of the Vice-President by such other director

or officer as the Board may from time to time appoint for that purpose; subject thereto and to any statutory limitation, the Board of Directors may from time to time delegate to any other person the powers, the authority and duties of any officer.

- (i) The Facilities Manager shall be *ex officio* clerk of the Board of Directors and shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. The Facilities Manager shall give all notices required to be given to the member and to directors and shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.
- (j) The Treasurer, or person performing the usual duties of a Treasurer on his or her behalf, shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Corporation in proper books or account and depositing all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse or be responsible for disbursements of the funds of the Corporation under the direction of the Board of Directors taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.
- (k) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.
- (l) The directors may pass a by-law or by-laws creating a Board of Advisors, a Board of Honorary Directors and such other Boards as the directors desire and prescribe the duties and functions of such Board or Boards, and any other relevant matters the directors desire to prescribe. No powers or acts which must by law be performed by the Board of Directors may be delegated to other Boards created hereunder or to any committees created pursuant to paragraph 14.

5. Membership

By law, the only member of the Corporation is The Corporation of the County of Northumberland.

6. Meetings of Member

- (a) The annual meeting of the member and the Corporation shall be held at such time and such place either at the registered head office of the Corporation

or elsewhere in Ontario as the Board of Directors may by resolution determine.

- (b) Other meetings of the member and the Board of Directors may be convened at any time and place within Ontario by the President or the Vice-President or by order of the Board of Directors or by resolution of the Council.
- (c) At every annual meeting of the member and the Corporation in addition to any other business that may be transacted, the report of the President, the Treasurer, the financial statement and the report of the auditors shall be presented, a Board of Directors appointed and auditors appointed for the ensuing year.
- (d) No public notice or advertisement of the member's annual meeting shall be required. Notice of the time and place of every annual meeting shall be given to the member and each director by sending the notice by prepaid mail or simultaneous electronic means, no more than fifty (50) ~~ten (10)~~ days before the time fixed for the holding of such meeting or by public notice or advertisement published in a local newspaper no more than ~~fifteen-fifty (50)~~ days and no less than ten (10) days before such meeting; provided that any meetings may be held at any time and place without such notice if Council, by resolution decided to do so.
- (e) No error or omission in giving notice of any annual meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and the 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. For the purpose of sending notice to the member, or any director or officer, for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation.
- (f) A quorum for the transaction of business at any meeting of the member shall consist of the delegate designated by the Council.

Commented [DJ1]: Rebecca Carman's email of October 18 stated that the County wants 60 days notice of the members meeting. The Act does not allow for notice periods greater than 50 days. See subsection 55(1): "(1) The corporation shall give notice of the time and place of a meeting of the members in accordance with the by-laws, but in any event not less than 10 days and not more than 50 days before the meeting..."

7. Banking and Negotiable Instruments

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board of Directors shall from time to time determine.
- (b) All cheques, bills of exchange or other orders for the payment of money, notices or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such

manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts 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 bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers 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 the entire bank's forms or settlement of balances and release or verification slips.

8. Investments

- (a) The Board of Directors may invest the funds of the Corporation not immediately required for the carrying on of its activities in such investments as the Board of Directors in its discretion may decide.
- (b) Any bonds, debentures, shares or other securities given or bequeathed to the Corporation may be retained in the form given or bequeathed so long as the Board of Directors considers the holding thereof desirable and advantageous to the Corporation.
- (c) Records shall be kept and maintained at all times containing detailed information as to testamentary documents or for any other instruments of trust for the instruction and guidance of the Board of Directors and all other persons directly or indirectly involved in the administration pertaining thereto and all such documents received shall be kept on file.

9. Voting Securities

All of the securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of debenture holders, debenture stock holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such persons as the Board of Directors shall from time to time determine.

10. Custody of Securities

- (a) All securities owned by the Corporation shall be deposited (in the name of the Corporation) for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. 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, agent or agents of the Corporation and in such manner, as shall from time to time be determined by

resolution of the Board of Directors and such authority may be general or confined to specific instances.

- (b) The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11. Notices

- (a) Subject to paragraph 6(d) hereof, whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given either personally or by simultaneous electronic means or by depositing same in a post office or a public letter box, in a prepaid sealed wrapper addressed to the director, officer or the member at his or her or its last address recorded and as the same appears on the books of the Corporation.
- (b) A notice or other document sent by post shall be deemed to be sent at the time when it was deposited in a post office or public letter box as aforesaid, or if by simultaneous electronic means shall be deemed to be sent when it was received.
- (c) The signature to any notice given by the Corporation may be in whole or in part written, stamped, typewritten or printed.
- (d) The member or any director or officer may waive any notice required to be given by the by-laws of the Corporation or by statute.

12. Protection and Indemnity of Directors and Others

Every director or officer of the Corporation and his heirs, executors and administrators, 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 which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation~~;~~.

except such costs, charges or expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

13. Execution of Documents

- (a) Subject to contracts and/or writings made in the ordinary course of the Corporation's activities, all deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, Vice-President and Secretary/Treasurer and the Secretary shall affix the seal of the Corporation to such instruments as require same.
- (b) The President, Vice-President, the directors, Secretary or Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity as trustee or otherwise and may accept in the name and on behalf of the Corporation transfer of shares, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- (c) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

14. Committees

- (a) The Board of Directors may from time to time as they deem necessary appoint such committees consisting of such numbers of directors and/or other persons as may be deemed desirable and shall prescribe their duties and term of office.
- (b) Unless otherwise directed, the President shall be *ex officio* a member of all committees.
- (c) Any committee so appointed may meet for the transaction of business, adjourn, terminate and otherwise regulate their meetings as they deem fit.
- (d) Unless otherwise determined by the Board of Directors, a majority of members of a committee shall constitute a quorum.
- (e) Any questions arising at any meeting of a committee shall be decided by a majority of votes cast and in the case of equality and votes, the Chairman shall have a second or casting vote.

15. Books and Records

The directors shall see that all necessary books and records of the Corporation or any applicable statute or law are regularly and properly kept.

16. Fiscal Year

The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other day as the Board of Directors may from time to time determine.

17. Dissolution

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed and disposed of to charitable organizations which carry on work solely in Ontario. In the event of any conflict arising from the enactment of any subsequent by-laws of the Corporation, the provisions of this by-law shall prevail, provided however that provisions of paragraphs 1, 2, 3 (a), 3 (~~b~~d) in respect of the term of the directors, 3 (~~i~~l), 3 (~~e~~t), 7 (b), 11 (a), 11 (b), 13 (a), 13 (b), 13 (d), 13 (e) and 16 may be amended.

18. Interpretation

Unless the context otherwise requires, in all by-laws of the Corporation the singular shall include the plural; the plural shall include the singular; the word “persons” shall include firms and corporations; the masculine shall include the feminine and, where applicable to corporations, the neuter; and reference to any statute or statutory provision shall extend to any amendment thereof or substitution therefor then or thereafter made.

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