



Halton-Peel Community
APHASIA PROGRAMS

**Halton Aphasia Centre,
Operating as: Halton-Peel Community Aphasia Programs
By-Law Number 1**

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HALTON APHASIA CENTRE

(the "Corporation")

By-law Number 1

ARTICLE 1. DEFINITIONS

1.01 DEFINITIONS

In this By-law, unless the context otherwise requires, the following capitalized terms have the following meanings:

- (a) **"Act"** means the *Not-for-Profit Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) **"Articles"** means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of amendment of the Corporation, and articles of amalgamation, continuance, reorganization, arrangement, restated articles or revival of the Corporation from time to time in force and effect, as well as any letters patent or supplementary letters patent under the *Corporations Act* (Ontario);
- (c) **"Auditor"** means a person permitted to conduct an audit under the *Public Accounting Act, 2004*;
- (d) **"Board"** means the board of directors of the Corporation;
- (e) **"Board Exclusive Responsibility"** means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:
 - (i) To submit to the Members any question or matter requiring the approval of the Members.
 - (ii) To fill a vacancy among the Directors or in the position of Auditor.
 - (iii) To appoint additional Directors under section 24(7) of the Act.
 - (iv) To issue debt obligations except as authorized by the Board.
 - (v) To approve any financial statements under section 83 of the Act.
 - (vi) To adopt, amend or repeal by-laws.
 - (vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act;

- (f) **“By-laws”**, unless otherwise specified, means the by-laws of the Corporation;
- (g) **“Chair of the Board”** means the Director elected as such;
- (h) **“Committee”** means any committee created by the Board or pursuant to the By-laws;
- (i) **“Conflict of Interest”** includes any situation that impairs or interferes with (or appears to impair or interfere with) a Director’s ability to vote objectively and in the best interests of the Corporation including, without limitation, the following types of circumstances that may give rise to a conflict of interest for any Director of the Corporation:
 - (i) Financial interest – a Director has a financial interest in a decision when the Director, through a family or business relationship, stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations that have value;
 - (ii) Competing interest – a Director has a competing interest with the Corporation when the Director has an affiliation with another entity that could be impacted by a decision before the Corporation; or
 - (iii) Adverse interest – a Director has an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding that is adverse in interest to the Corporation or its interests; or
 - (iv) Material interest – pursuant to the Act, a Director has a material interest if they are a director or officer of, or have a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;
- (j) **“Corporation”** means the Halton Aphasia Centre;
- (k) **“Director”** means a member of the Board;
- (l) **“Excluded Person”** means:
 - (i) any employee of the Corporation;
 - (ii) any individual who has been within the preceding two (2) year period an employee of the Corporation; and
 - (iii) any person who is an immediate family member of an employee of the Corporation, including a spouse, parent, child, sibling or other person who has an economic dependence on the employee;
- (m) **“Executive Director”** means the person, if any, engaged by the Board to manage and administer the day-to-day affairs of the Corporation;
- (n) **“Majority”** means a number or percentage equaling more than half of the total;
- (o) **“Member”** means a member of the Corporation;

- (p) “**Officer**” means those officers of the Corporation set out in section 11.01;
- (q) “**Registered Office**” means the civic address of the head office of the Corporation; and
- (r) “**Special Resolution**” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.

ARTICLE 2. INTERPRETATION

2.01 RULES FOR INTERPRETING THIS BY-LAW

- (a) Words importing the singular number include the plural and vice versa, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The term “ex-officio” means “by virtue of an office/position held” and carries with it all of the same rights and privileges unless this By-law expressly says otherwise.
- (c) 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.
- (d) Any references in this By-law 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.
- (e) Except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communications and references to “address” or similar terms shall include electronic mail addresses. It is the intent of the Corporation to use electronic communications whenever possible so long as the recipient has expressly consented to receiving notices in such manner.

2.02 REPEAL AND REPLACE

This By-law repeals and replaces all previous by-laws of the Corporation.

ARTICLE 3. MEETING RULES OF THE BOARD AND MEMBERS

3.01 ELECTRONIC PARTICIPATION IN MEETINGS

- (a) Participation in meetings of Members by telephonic or electronic means is addressed in section 6.04.
- (b) Participation in meetings of the Board by telephonic or electronic means is addressed in section 9.01(c). These same rules apply to meetings of Committees.

3.02 VOTING RULES

- (a) Business arising at any meeting of the Members, the Board or any Committee shall be decided by a Majority of votes unless otherwise required by the Act.
- (b) Except as provided in this By-law, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Members, Board or Committee, respectively.
- (c) Members shall be entitled to appoint a proxy to attend and vote at a meeting of the Members, and the proxy does not need to be a Member. A proxy, in the form approved by the Board and included with the meeting notice, must be submitted to the Secretary by a deadline fixed by the Board, which deadline (in accordance with the Act) shall not exceed forty-eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the Members' meeting.
- (d) No individual Director or Committee member may vote by proxy at a meeting of the Board or a Committee, respectively.
- (e) Votes shall be by show of hands, except any Member or proxyholder entitled to vote at a meeting of the Members may demand a ballot either before or after a vote by show of hands. In the event of a tie, the Chair of any meeting of Members shall be entitled to exercise a second or casting vote to break the tie. Meetings held in whole or in part through telephonic or electronic means will have votes taken in a way that the method of voting and the result of the voting is clearly communicated to all participants.
- (f) The Chair of any meeting of the Board shall be entitled to cast a second or casting vote to break a tie.
- (g) An abstention shall not be considered a vote cast.
- (h) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.03 WRITTEN OR E-MAIL RESOLUTION EQUALLY VALID

A by-law or resolution in writing signed (or approved by e-mail vote) by all the Members, Directors, or Committee members entitled to vote on that by-law or resolution at a meeting of Members, Board, or Committee, respectively, is as valid as if it had been passed at a meeting of Members, Board or Committee, respectively. Note that these resolutions must be unanimous.

3.04 MINUTES

Minutes shall be kept for all meetings of the Members, the Board or any Committee, and shall be approved at the next meeting of the Members, the Board or the Committee, as the case may be.

3.05 MEETING RULES OF PROCEDURE

The Board may establish its own rules of order to govern the proceedings of meetings of the Board, the Members and Committees.

ARTICLE 4. PURPOSES OF THE CORPORATION

4.01 PURPOSES

The purposes for which the Corporation is incorporated are set out in its incorporating documents and are reproduced here as a reference for the Members and the Board:

- (a) To provide health and support services for people living with aphasia.
- (b) To raise and maintain funds to support its charitable purposes.
- (c) To raise awareness about aphasia with the public.
- (d) To do all things incidental or conducive to the foregoing purposes.

ARTICLE 5. MEMBERSHIP IN THE CORPORATION

5.01 VOTING MEMBERS

There shall be two types of Members, all of whom have the right to receive notice of, attend, and vote at all meetings of Members. The two types of Members are:

- (a) Annual Members, including:
 - (i) any individual interested in furthering the Corporation's purposes who is admitted by the Board, in its discretion, as an Annual Member, provided that they:
 - (A) are survivors of acquired brain injuries or neurodegenerative conditions resulting in communication disorders;
 - (B) are loved ones, caregivers, and community supports of individuals identified in paragraph (i);
 - (C) complete the annual application form established by the Board, which shall be signed by the applicant and include an undertaking to abide by the By-laws and updated contact information; and
 - (ii) any individual or corporation interested in furthering the Corporation's purposes who is admitted by the Board, in its discretion, as an Annual Member, provided that they:
 - (A) shall be individuals or corporations with an academic or professional interest in the mission of the Corporation;
 - (B) complete the annual application form established by the Board, which shall be signed by the applicant and include an undertaking to abide by the By-laws and updated contact information;
 - (C) if a corporation, shall identify on the application form who will attend meetings of Members and vote on behalf of the corporation; and
- (b) the Directors, who shall be Members for so long as they serve as Directors.

5.02 NO MEMBERSHIP FEES

No Members shall be required to pay membership fees to the Corporation.

5.03 NON-TRANSFERABLE

A membership may be transferred only to the Corporation.

5.04 TERMINATION OF MEMBERSHIP

Membership terminates when:

- (a) the individual dies or the corporation dissolves;
- (b) the individual or corporation fails to maintain any qualifications for membership set out in section 5.01;
- (c) the individual or corporation delivers a written resignation as a Member to the Secretary;
- (d) the individual or corporation is expelled as a Member pursuant to section 5.05; or
- (e) the term of membership expires and is not renewed by the Corporation.

5.05 DISCIPLINE AND EXPULSION OF MEMBERS

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation; or
 - (ii) engaging in any conduct that may be detrimental to the Corporation as determined by the Board in its sole discretion.
- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide at least twenty (20) calendar days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.
- (c) If 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) calendar days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 6. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

6.01 ANNUAL MEETING – TIMING

The Corporation shall hold an annual meeting of its Members not more than fifteen (15) months after holding the preceding annual meeting and within six (6) months of fiscal year end.

6.02 ANNUAL MEETING – NOTICE

- (a) Notice of the annual meeting of the Members shall be given to each Member and to the Auditor not less than ten (10) days and not more than fifty (50) days in advance of the meeting, by one of the following methods:
 - (i) by prepaid mail by sending it to the last address shown on the records of the Corporation; or
 - (ii) by electronic communication by sending it to the last electronic communication address on record.
- (b) The notice of meeting shall specify the time and place of the annual meeting. The notice need not specify a place of meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Member may attend a meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting.
- (c) 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 the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (d) The notice of an annual meeting shall contain sufficient information concerning any special business (see section 6.03(b)) to permit the Member to form a reasoned judgement on the decision to be taken as well as the text of any Special Resolution to be submitted to the meeting.
- (e) A form of proxy shall accompany the notice of annual meeting.¹

6.03 ANNUAL MEETING – BUSINESS

- (a) The business transacted at the annual meeting shall include (and need not be highlighted in the annual meeting notice):
 - (i) the minutes of the previous meeting of Members;
 - (ii) reports from the Chair of the Board and, if applicable, the Executive Director;
 - (iii) report of the Auditor and presentation of the annual financial statements;
 - (iv) election of Directors; and

¹ The form of proxy must comply with the regulations under the Act [s.64(3)].

- (v) appointment of the incumbent Auditor.
- (b) Special business transacted at an annual meeting requires specific advance notice and includes any business not included in section 6.03(a), such as:
 - (i) approval of By-law amendments;
 - (ii) Special Resolutions (see Appendix A); or
 - (iii) appointment of a new Auditor.

6.04 LOCATION OF ANNUAL MEETING

The annual meeting of the Members shall be held at the Registered Office, or such other place and at such time as the Board may determine. Alternatively, the annual meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of the Members held entirely or in part by telephonic or electronic means must enable all persons entitled to attend the meeting to reasonably participate. Any person who attends through telephonic or electronic means is deemed to be present in person at the meeting.

6.05 SPECIAL MEETINGS OF THE MEMBERS

- (a) The Board may call a special meeting of the Members.
- (b) Members who hold at least ten percent (10%) of the votes that may be cast at a meeting of the Members may, in writing, requisition the Board to call a special meeting of the Members for the purposes stated in the requisition.
- (c) The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the Registered Office.
- (d) The Board shall call and hold a meeting of the Members within twenty-one (21) days from receiving the requisition.
- (e) Notice of a special meeting shall be given in the same manner as provided in section 6.02 and shall state the purpose for which it is called. A special meeting of the Members may be held in the same manner as annual meetings, as contemplated in section 6.04.
- (f) A special meeting of the Members shall be held at the Registered Office or such other place as the Board may determine. Alternatively, a special meeting may be held entirely by telephonic or electronic means.

6.06 RECORD DATE

The record date for the determination of those Members entitled to notice of and to vote at any meeting of the Members will be thirty (30) days prior to the established date of the meeting. Any person who is not a Member as of the record date (and continuously thereafter until the date of the meeting) is not entitled to notice of or to vote at the meeting for which the record date has been established. If a Member is required to pay membership fees, that Member must have paid the membership fees by the record date to be able to receive notice of and vote at the meeting.

6.07 ADJOURNED MEETING

If, within one-half (1/2) hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair. At least three (3) days' notice of the adjourned meeting shall be given. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.08 QUORUM

A quorum for the transaction of business at an annual or special meeting of the Members shall consist of at least six (6) Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

6.09 CHAIR

The chair of a meeting of the Members shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board, if the Chair is absent; or
- (c) a chair elected by the Members present if the Chair and Vice-Chair of the Board are absent.

6.10 GUESTS

- (a) The Auditor is entitled to notice of and to attend meetings of the Members.
- (b) Other guests may attend a meeting of the Members at the invitation of the Board.

ARTICLE 7. BOARD OF DIRECTORS

7.01 NUMBER

The affairs of the Corporation shall be governed by a Board of three (3) to twenty-five (25) Directors as set out in the Articles. The Board size shall be fixed at 15 until changed by the Board. The Members hereby delegate to the Board the authority to set the fixed number from time to time.

7.02 NOMINATIONS TO THE BOARD

- (a) The Board will strive to ensure that the Directors, collectively, possess the skills necessary to fulfill its governance responsibilities and oversee the management of the Corporation, all as may be further specified in Board policy.
- (b) The Board will seek to include individuals on the Board who have lived experience relating to the services and supports provided by the Corporation.
- (c) Nominations from the floor at an annual meeting of Members are not permitted.

7.03 ELECTION PROCESS

At the annual meeting of Members:

- (a) if the slate consists of the same number of candidates as vacancies, the Members will vote on the slate as a whole, and if the slate as a whole is not approved by a Majority of votes, the Members will vote on each candidate separately; or
- (b) if the slate consists of more candidates than vacancies, the Members will vote on each candidate separately by secret ballot (if requested), and the candidates with the highest number of votes will fill the vacancies on the Board. The chairperson of the meeting may call for two (2) volunteers to act as scrutineers, to count the votes, announce the winners and destroy all ballots.

7.04 QUALIFICATIONS OF DIRECTORS

- (a) Every Director shall:
 - (i) be eighteen (18) or more years of age;
 - (ii) not have the status of bankrupt;
 - (iii) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (iv) not be a person who has been found to be incapable by any court in Canada or elsewhere;
 - (v) not be an Excluded Person; and
 - (vi) not be an ineligible individual as defined in the *Income Tax Act*², as evidenced by a written statement from each candidate.
- (b) Every Director, when first elected to the Board, shall sign and submit to the Secretary a form of consent to act as Director within ten (10) days of being elected, which form must be maintained with the Corporation's corporate records.

7.05 TERM OF OFFICE AND MAXIMUM TERM

- (a) Directors are initially elected for a two (2) year term. Thereafter, any Director is eligible for re-election for subsequent one (1) year terms.
- (b) There is no maximum term limit for any Director. All Directors, upon reaching the end of their term of office, are eligible for re-election.

7.06 TERMINATION OF OFFICE

- (a) The office of a Director shall automatically be vacated if:

² An "ineligible individual" includes individuals who have been convicted of a criminal or non-criminal offence relating to financial dishonesty as well as individuals who were directors, officers or managers of a charity whose charitable status was revoked. See eligibility questionnaire to be completed by current Board and all future candidates, sent separately.

- (i) the Director, by notice in writing to the Secretary of the Corporation, resigns their office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (ii) the Director ceases to have the qualifications set out in section 7.03;
 - (iii) the Director dies; or
 - (iv) the Members, at a special meeting called for the purpose, vote by at least a Majority of the votes cast to remove a Director before the expiration of the Director's term of office. The Members may at the same meeting fill the vacancy by electing a Director to hold office for the unexpired term of the Director's predecessor, failing which the vacancy may be filled by the Board.
- (b) The Chair may request the resignation of a Director who is not in compliance with the By-laws or policies of the Corporation, including any attendance requirements. If a resignation is not tendered, the Board may call a special meeting of the Members for removal pursuant to section 7.06(a)(iv).

7.07 VACANCIES

- (a) If a mid-term vacancy occurs at any time at the Board (i.e., an existing Director resigns), unless filled by the Members under section 7.06(a)(iv), such vacancy shall be filled by the Board for the remainder of the unexpired portion of the term of the vacating Director.
- (b) If the full complement of the fixed number of Directors established under section 7.01 was not elected by the Members at the annual meeting, or if the Board wishes to increase the fixed number of Director under section 7.01 and add net new Directors to the Board, only the Members may fill these vacancies at an annual or special meeting of the Members.
- (c) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy or vacancies and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

ARTICLE 8. RESPONSIBILITIES OF DIRECTORS

8.01 STANDARDS OF CARE

Every Director and Officer of the Corporation, in exercising their powers and discharging their duties to the Corporation, 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.

8.02 CONFLICT OF INTEREST - SELF-DECLARATION AND PROCEDURES

- (a) The Conflict of Interest rules set out in sections 8.02 to 8.04 are default rules and may be superseded by a Board policy relating to Conflict of Interest.
- (b) Every Director who, either directly or indirectly, has or thinks they may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board. The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised or at which the Director is first aware of the potential or actual Conflict of Interest.
- (c) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
- (d) Where the number of Directors who, by reason of this section, are prohibited from participating in a meeting is such that, at the meeting, the remaining Directors are not of sufficient number to constitute a quorum, then notwithstanding any other provision in this By-law the remaining number of Directors shall be deemed to constitute a quorum.

8.03 CONFLICT OF INTEREST – OTHER DIRECTORS

- (a) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have their concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation.
- (b) Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has left the discussion, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall leave during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by a Majority of the Board and shall be final.
- (c) The procedures set out in section 8.02 apply where, in accordance with this section, the Board has determined a Director has a conflict of interest.

8.04 CONFLICT OF INTEREST - CONSEQUENCES

- (a) No Director with a Conflict of Interest, as determined under section 8.02 or section 8.03, shall attend any part of a Board meeting during which the contract, transaction, matter or decision is discussed and shall not vote on any resolution to approve the contract, transaction, matter or decision, or otherwise attempt to influence the voting on a contract, transaction, matter or decision.³

³ This rule does not apply if the matter to be voted on is (a) one relating primarily to their remuneration as a Director; or (b) for indemnity or insurance under this By-Law.

- (b) After making a declaration of Conflict of Interest in accordance with this By-law, the Director is not accountable to the Corporation for any profits they may realize from the contract, transaction, matter or decision as of the date of the declaration, provided the contract, transaction, matter or decision was reasonable and fair to the Corporation when it was approved and further provided that the provisions relating to a Director receiving a financial benefit from the charity under the *Charities Accounting Act* are followed.
- (c) If the Director fails to make a declaration of their Conflict of Interest in a contract, transaction, matter or decision, as required by this By-law, this failure may be considered grounds for termination of their position as a Director.
- (d) The failure of any Director to comply with the Conflict of Interest provisions of this By-law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board or the Corporation.

8.05 CONFIDENTIALITY

- (a) Every Director and Officer of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or any such Committee or coming to their attention in the course of their duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) Guests permitted to attend any meeting of the Board or any meeting of a Committee shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

8.06 PUBLIC STATEMENTS

The Chair is responsible for Board communications and may delegate authority to one or more Directors, Officers or the Executive Director to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

8.07 PERFORMANCE EXPECTATIONS OF EACH DIRECTOR

- (a) Accountability
 - (i) In making decisions at the Board, the Director represents the interests of the Corporation as a whole, taking into account the needs of all stakeholders, and does not represent the specific interests of any constituency, stakeholder or Member.
 - (ii) The Director complies with the Act, the By-laws, and the Board's policies and procedures.
- (b) Exercise of Authority

A Director carries out the powers of the office only during a duly constituted meeting of the Board or one of its appointed committees.
- (c) Team Work

A Director works positively, cooperatively and respectfully with other Directors, the Officers, and the Executive Director.

(d) Attendance

The Director attends at least seventy-five percent (75%) of the Board meetings during a calendar year.

(e) Participation

(i) The Director comes prepared to Board meetings, asks informed questions, and makes a positive contribution to discussions.

(ii) The Director treats others with respect.

(f) Competencies/Skills

Where appropriate, the Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

(g) Public Support

The Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director voiced or holds other views or voted otherwise at the Board.

(h) Education

The Director takes advantage of opportunities to be educated and informed about the Board and the Corporation's marketplace and industry.

(i) Evaluation

The Director participates in the evaluation of the Board and individual Directors as may be conducted by the Board from time to time.

8.08 NO REMUNERATION

(a) No Director shall receive remuneration for services provided in the capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties.

(b) Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act* (see paragraph (c) below) or with court approval or an order made under section 13 of the *Charities Accounting Act*.

(c) Under the regulations under Ontario's *Charities Accounting Act*, a Director may receive a financial benefit (i.e., remuneration/payment) for services rendered to the Corporation (other than as a Director) only if the following process is followed:

(i) Every Director must agree in writing to a maximum amount that can be paid by the Corporation to the Director for the goods, services or facilities (this agreement may cover a specific scope of work, or if work is ongoing, work done on an annual basis, like a salary cap);

- (ii) Every Director – other than the Director receiving the payment – must agree in writing that the amount paid is reasonable, does not render the Corporation insolvent, and does not exceed the maximum payment amount established by the Board under paragraph (i).
- (iii) The Director being paid cannot attend any part of the Board meeting during which the decision to make a payment is discussed, nor vote on the matter.
- (iv) The total number of persons receiving payment under this section (including Directors and family and businesses affiliated with them) cannot exceed 20% of the voting Directors on the Board. Note that this process cannot be used to approve: remuneration for acting as a Director; payment for providing fundraising services or selling goods or services for fundraising purposes; or payment in connection with the purchase or sale of real property.
- (v) Note that the Director receiving payment may from time to time have conflicts of interest relating to the payment that need to be declared under section 8.02.

ARTICLE 9. REGULAR AND SPECIAL MEETINGS OF THE BOARD

9.01 REGULAR MEETINGS

- (a) There shall be at least four (4) regular Board meetings per year. The schedule of regular Board meetings shall be established by the Chair each year no later than September 30 and provided in writing to the Board.
- (b) The Chair may cancel any regular Board meeting (excluding the Board meeting that follows the annual meeting of the Members), in their discretion if there is insufficient business to merit a meeting, on twenty-four (24) hours' written notice.
- (c) The Board shall meet at the Registered Office or another place determined by the Board, at such time as the Board may from time to time. Alternatively, a Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A Board meeting held entirely or in part by telephonic or electronic means must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. Any person who attends through telephonic or electronic means is deemed to be present in person at the meeting.
- (d) All Board meetings are closed to the public unless the Board determines otherwise for any specific Board meeting or part thereof.

9.02 SPECIAL MEETINGS

Special meetings of the Board shall be called by the Secretary of the Corporation on the written request of any of the following:

- (a) the Chair of the Board; or
- (b) any three (3) Directors.

9.03 NOTICE OF REGULAR AND SPECIAL MEETINGS

- (a) The Secretary will give at least seven (7) days' written notice of a regular meeting of the Board, which notice may be given electronically (for example, via e-mail).
- (b) The notice of meeting need not specify a place of meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting.
- (c) The notice of meeting shall specify any matter that constitutes a Board Exclusive Responsibility if any such matter is to be included on the meeting agenda.
- (d) Notice of a special meeting of the Board shall be given by telephone and/or email at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- (e) Provided a quorum is present, each newly appointed Board may, without notice, hold its first meeting immediately following the annual meeting of Members, provided the agenda does not include any matter that is a Board Exclusive Responsibility.

9.04 QUORUM

- (a) A quorum for the transaction of business at any meeting of the Board shall consist of a Majority of the Directors. If quorum is lost during a meeting, the Board may continue discussions but no voting may be held.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.

9.05 CHAIR OF BOARD MEETINGS

The chair of a Board meeting shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board; or
- (c) a chair elected by the Directors present if the Chair and Vice-Chair of the Board are absent.

9.06 ADJOURNED BOARD MEETING

If within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place, or if such day shall be a Saturday, Sunday or holiday, on the next day following such date. The Secretary shall send notice of such adjourned meeting to each of the Directors at least forty-eight (48) hours prior to the meeting unless.

9.07 GUESTS

- (a) The Executive Director, if any, shall be invited to and attend at all meetings of the Board as a resource to the Board. The Executive Director may be asked to leave during an *in camera* session of the Board. The Executive Director is not entitled to vote at any meeting of the Board.

- (b) Any guest must be invited to a Board meeting by the Chair or by a resolution of a Majority of the Board.

9.08 RIGHT OF DISSENT

- (a) A Director who is present at a meeting of the Board or of a committee is deemed to have consented to any resolution passed or action taken at the meeting unless:
 - (i) the Director requests a dissent to be entered in the minutes of the meeting;
 - (ii) the Director sends a written dissent to the secretary of the meeting before the meeting is terminated; or
 - (iii) the Director submits to the Corporation a written dissent immediately after the meeting is terminated.
- (b) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:
 - (i) causes a dissent to be placed with the minutes of the meeting; or
 - (ii) submits a written dissent to the Corporation.

ARTICLE 10. COMMITTEES OF THE BOARD

10.01 COMMITTEES

- (a) The Board may establish Committees from time to time. The Board shall endeavour to populate Committees with Committee members who represent a cross-section of the membership including professionals with clinical experience in aphasia programming; individuals with lived experience of aphasia (whether persons with aphasia or caregivers); professionals with non-profit or governance experience; and professionals with business operations experience.
- (b) The functions, duties, responsibilities and powers of Committees shall be provided in the By-laws, in the resolution of the Board by which such Committee is established, or in terms of reference adopted by the Board.
- (c) Directors shall chair all Committees.
- (d) A quorum for any meeting of any Committee shall be a Majority of the voting members of the Committee.
- (e) The Act requires that an audit committee consist of at least one Director and that a majority of its members cannot be either Officers or employees of the Corporation. The Auditor is entitled to attend audit committee meetings at the expense of the Corporation.
- (f) Procedures at Committee meetings shall be consistent with the procedures outlined in this By-law, unless otherwise established by a Board policy.

10.02 DELEGATION OF DECISION-MAKING TO COMMITTEES

The Board may delegate decision-making authority to a Committee on the following conditions:

- (a) the Board may not delegate any Board Exclusive Responsibility to a Committee; and
- (b) only Directors may be voting members of that Committee.

10.03 NON-DIRECTORS ON COMMITTEES

- (a) In this section, “non-Director” means a person who is not a Director of the Corporation, who has been appointed to a Committee in accordance with this section, and who has the same rights and obligations of other members of the Committee who are Directors (unless expressly stated by this By-law or the terms of reference of that Committee).
- (b) On the recommendation of the Governance & Nominating Committee, non-Directors may be appointed by the Board as voting members of any advisory Committee and as non-voting members of any Committee that has delegated decision-making authority.
- (c) Any non-Director appointed under this section is not eligible to serve as the chair of a Committee.
- (d) Non-Directors serving on Committees shall have one (1) year renewable terms.
- (e) Participation by a non-Director is conditional on the non-Director signing an acknowledgement that they:
 - (i) are a fiduciary of the Corporation and must place the best interests of the Corporation above their own best interests;
 - (ii) have read and understood the Conflict of Interest and confidentiality requirements of this By-law, which apply to all non-Directors; and
 - (iii) agree to participate in the Board’s orientation program if requested.

ARTICLE 11. OFFICERS

11.01 OFFICERS

- (a) The Board, taking into consideration the recommendations of the Governance & Nominating Committee as applicable, shall elect from among the Directors, at its first meeting following the annual meeting of the Members, the Chair of the Board, a Vice-Chair, the Treasurer and the Secretary from amongst the Directors.
- (b) Any Officer of the Board shall cease to hold office upon resolution of the Board.
- (c) An individual may hold more than one office.

11.02 DUTIES OF THE CHAIR OF THE BOARD

The Chair shall be selected from among the Directors. The duties of the Chair of the Board shall include, without limitation, the following:

- (a) preside at all meetings of the Members and the Board and act as chair of such meetings (or arrange for a delegate to so act);

- (b) report to the Board at regular meetings and to the Members at the annual meeting of the Members, and at all such other times as the Chair of the Board may consider advisable or necessary, concerning the operations of the Corporation;
- (c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (d) be responsible for addressing issues associated with under-performance of individual Directors including, if applicable, their removal from the Board;
- (e) ensure that the annual review of the Executive Director's performance and compensation is done;
- (f) stay up-to-date about the Corporation and determine when an issue needs to be brought to the attention of the Board;
- (g) intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board policies;
- (h) represent the Corporation and the Board as may be required or appropriate; and
- (i) assume and perform such other duties as may from time to time be assigned to them by the Board.

11.03 DUTIES OF THE VICE-CHAIR

The Vice-Chair, if any, shall be elected by the Board from among the Directors. The Vice-Chair works collaboratively with the Chair. The Vice-Chair supports the Chair in fulfilling their responsibilities. In addition, the Vice Chair assumes the duties of the Chair in the Chair's absence, as requested by the Chair or the Board, including representing the Board and the Corporation as may be required or appropriate. The Vice-Chair will perform such other duties as may be delegated by the Chair.

11.04 DUTIES OF THE SECRETARY

- (a) The Secretary of the Corporation shall:
 - (i) attend or cause a recording secretary to attend all meetings of the Members, Board and Committees to act as clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose;
 - (ii) maintain the minutes of all meetings of the Board, the Members and the Committees of the Board;
 - (iii) ensure that appropriate notice of meetings of the Board, the Members and Committees is given;
 - (iv) where possible, ensure that appropriate information and supporting materials are provided to the Board at least seven (7) days prior to a meeting and to the Members at least ten (10) days prior to a meeting;
 - (v) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by law;

- (vi) keep a roll of the names and addresses of the Directors and the Members;
 - (vii) ensure that all reports are prepared and filed as are required to be filed by law or requested by the Board; and
 - (viii) perform such other duties as may from time to time be assigned to the Secretary by the Board.
- (b) The Secretary may delegate the performance of their duties, but the Secretary shall remain responsible for ensuring the proper performance of such duties.

11.05 DUTIES OF THE TREASURER

- (a) The Treasurer shall oversee the management of the finances of the Corporation, and ensure that appropriate reporting mechanisms and control systems as established by the Board, are in place, and monitor such mechanisms and systems for compliance.
- (b) The Treasurer shall ensure that systems for the care and custody of the funds and other financial assets of the corporation, and for making payments for all approved expenses incurred by the Corporation, are in place, are functional and adequate and shall monitor for compliance with such systems.
- (c) The Treasurer shall report to the Board no less than quarterly on 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 auditors' report as prescribed by the Act.
- (e) The Treasurer shall report to the Board at least semi-annually regarding any trust funds held by the Corporation.
- (f) The Treasurer may delegate the performance of their duties, but the Treasurer shall remain responsible for ensuring the proper performance of such duties.
- (g) If the Board establishes and Finance & Audit Committee, the chair of that committee shall serve as the Treasurer, if the Corporation appoints a Treasurer.

11.06 DUTIES OF THE PAST-CHAIR

- (a) Any Chair, at the completion of their term of Chair, may assume the role of Past-Chair, ex-officio, if that Director is re-elected to the Board. The Past Chair shall serve as such for one (1) year.
- (b) The Past-Chair shall:
 - (i) ensure continuity of Corporation knowledge among the Officers;
 - (ii) assist the Chair to become oriented to their new role, as requested by the Chair; and
 - (iii) provide support to the Chair, as requested by the Chair or the Board.

11.07 OTHER OFFICERS

The powers and duties of all other Officers shall be such as the Board may from time to time determine. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 12. EXECUTIVE DIRECTOR

12.01 APPOINTMENT

The Executive Director may be appointed by the Board according to the selection process defined in Board policy from time to time.

12.02 DUTIES AND PERFORMANCE

The duties of the Executive Director shall be defined in a job description approved by the Board. The Board shall undertake an annual performance review of the Executive Director in accordance with a process and policy approved by the Board from time to time.

ARTICLE 13. INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

13.01 INDEMNIFICATION OF DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS

- (a) Every Director, Officer, and Committee member, their heirs, executors, administrators and estate, 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 all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved due to association with the Corporation.
- (b) The Corporation may advance money to a Director, Officer or other individual referred to in paragraph (a) for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph (c).
- (c) The indemnity provided for in this section shall be applicable only if the Director, Officer or other individual referred to in paragraph (a) acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

13.02 INSURANCE

Subject to the rules of the *Charities Accounting Act* (Ontario), the Board will cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, Officers, and Committee members will be indemnified and saved harmless in accordance with this By-law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.

13.03 LIMITATION OF LIABILITY

No Director or Officer of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer of the Corporation, or for any loss, damage or expense suffered by the Corporation for any reason.

ARTICLE 14. FINANCIAL MATTERS

14.01 FINANCIAL YEAR END

The financial year of the Corporation shall end on the 31st day of March in each year.

14.02 AUTHORIZED SIGNING OFFICERS⁴

- (a) Two (2) Directors or Officers shall sign on behalf of the Corporation all contracts, agreements, cheques, conveyances, mortgages, or other documents, unless otherwise stipulated in a signing authority policy approved by the Board from time to time.
- (b) The Executive Director may be permitted to sign on behalf of the Corporation all contracts, cheques, conveyances, mortgages or other documents, having such financial thresholds as stipulated in the signing authority policy approved by the Board from time to time.
- (c) The Board may direct, by resolution or policy, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed and any such resolution or policy shall prevail over the rules in paragraphs (a) and (b).

14.03 BANKING AND BORROWING

- (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 shall from time to time determine by by-law.
- (b) The Board may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
 - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

⁴ Most corporations will have a signing authority policy. By-laws set out the minimum or default rules. If a signing authority policy is made by the Board, the policy governs over the default provisions in this by-law.

14.04 SEAL

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping.

14.05 INVESTMENTS⁵

The Board may invest in any investments that are authorized by the Corporation's investment policy. The Corporation's investment policy shall be developed by the Board.

14.06 AUDITOR

- (a) The Corporation shall at its annual meeting appoint an Auditor who shall not be a Director or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accounting Act, 2004* (Ontario), to hold office until the next annual meeting of the Members.⁶
- (b) Subject to the Articles, the Board shall fill any vacancy in the office of Auditor that occurs between annual meetings.
- (c) The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (d) The Auditor shall receive notice of the annual meeting in accordance with section 6.02 of this By-law.

14.07 TRUST FUNDS (RESTRICTED PURPOSE FUNDS)

The Corporation shall apply any trust funds or restricted purpose funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Income Tax Act*, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

14.08 BOOKS AND RECORDS

- (a) All necessary books and records of the Corporation required by the Act shall be regularly and properly kept at the Registered Office or at another place determined by the Board. Without limiting the generality of the foregoing, the following records shall be prepared and regularly maintained:
 - (i) the Articles and By-laws, and amendments to them;
 - (ii) minutes of meetings of the Members, the Board, and any Committee;

⁵ This section is optional depending on whether it is realistic for the Corporation to have additional funds to invest.

⁶ Note the audit can be skipped with member approval in certain cases where revenue is below a specific threshold – members can approve by 80% to do a review engagement instead of a full audit where annual revenues are less than \$500K, or to skip an audit/review engagement altogether where annual revenues are less than \$100K.

- (iii) resolutions of the Members, the Board, and any Committee;
 - (iv) register of Directors and their consents to serve as such;
 - (v) register of Officers;
 - (vi) register of Members; and
 - (vii) accounting records adequate to enable the Board to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis.
- (b) A record of the Corporation's ownership interests in land, if any, shall be kept at the Registered Office and in accordance with section 92.1 of the Act.

ARTICLE 15. NOTICES UNDER THIS BY-LAW

15.01 SERVICE

Any notice or other document required by the Act, the Articles or the By-laws of the Corporation to be sent to any Member or Director or to the Auditor shall be delivered personally or sent by prepaid mail or electronically to any such Member or Director at their latest addresses shown in the records of the Corporation and to the Auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

15.02 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

15.03 PROOF OF SERVICE

A certificate of any Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or Auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or Auditor of the Corporation, as the case may be.

15.04 SIGNATURES TO NOTICES

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed and any such signature shall be as effective as an original manual signature.

15.05 ERROR OR OMISSION

The accidental omission to give any notice to any Member, Director, Officer, or Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not

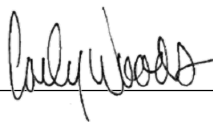

invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 16. ADOPTION AND AMENDMENT OF BY-LAWS


16.01 AMENDMENTS TO BY-LAWS

- (a) The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation.
- (b) Subject to the Act, any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by a Majority vote. If the By-law, amendment or repeal 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 ceases to have effect if it is not submitted to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.
- (c) A By-law or an amendment to a By-law that requires a Special Resolution (see Appendix A) is effective only when confirmed by Members.

ENACTED as By-law No. 1 this 30th day of October, 2025.

| | |
|---|--|
|  _____ |  _____ |
| Chair | Secretary |

CONFIRMED by the Members this 30th day of October, 2025.

| | |
|----------------------|---|
| Carly Woods _____ |  _____ |
| Chair | Secretary |

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