WEST NEIGHBOURHOOD HOUSE
(formerly The St. Christopher House)

(the "**House**")

BY-LAW No. 2

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WEST NEIGHBOURHOOD HOUSE
(formerly The St. Christopher House)

(the "**House**")

BY-LAW No. 2

A by-law relating generally to the conduct of the affairs of the House

ARTICLE 1 : INTERPRETATION

1.1 DEFINITIONS

In this By-law and all other by-laws of the House, unless something in the subject matter or context is inconsistent therewith or otherwise requires:

(a) "**Act**" means Ontario's *Not-for-Profit Corporations Act, 2010*, S.0. 2010, c. 15 as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.

(b) "**Annual Meeting**" means the annual meeting of the Members.

(c) "**Articles**" means any instrument that incorporated the House or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent and supplementary letters patent, as applicable.

(d) "**Board**" means the Board of Directors of the House.

(e) "**By-law**" means any by-law of the House in force and effect.

(f) "**Directors**" means the Directors of the Board of the House.

(g) "**Executive Committee**" means the Executive Committee of the Board elected by the Board pursuant to Section 9.3 hereof.

(h) "**Extraordinary Resolution**" means a resolution that is submitted to a Meeting of Members of the House duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or consented to in writing by each Member of the House entitled to vote at a Meeting of Members.

(i) "**House**" means the corporation without share capital incorporated under the Act by Letters Patent dated August 31, 1963, formerly The St. Christopher House, and now the West Neighbourhood House.

(j) "**Meeting of Members**" means an Annual Meeting or a Special Meeting of Members.

(k) "**Members**" means the individuals who have been admitted as members of the House from time to time in accordance with this By-Law and "Member" means any one of them; "ex officio member" shall have the specific meanings set forth in Article 3 hereof; and

(l) "**Nominating Committee**" means the Nominating Committee for the Board elected by the Board pursuant to Section 9.5.

(m) "**Officers**" means the individuals appointed as the officers of the Board of the House.

(n) "**Ordinary Resolution**" means a resolution that is submitted to a Meeting of Members of the House and passed at the meeting, with or without amendment, by at least a majority of the votes cast or consented to in writing by each Member of the House entitled to vote at a Meeting of Members.

(o) "**person**" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.

(p) "**Regulations**" means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulations.

(q) "**Show of hands**" includes electronic and telephonic ways of voting as well as in person, or by combination of one or more means, an indications of support or opposition that are clear to the Chair, regardless of whether the display includes the use of hands;

(r) "**Special business**" means all business transacted at a Special Meeting and all business transacted at an Annual Meeting, except for the following:

(i) consideration of the financial statements

(ii) consideration of the audit or review engagement report, if any

(iii) an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.

(iv) election of Directors; and

(v) reappointment of the incumbent auditor or person appointed to conduct a review engagement.

(s) "**Special Meeting**" means a special meeting of the Members.

(t) "**Special Resolution**" means a resolution that is submitted to a Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (⅔) of the votes cast or consented to in writing by each Member entitled to vote at a Meeting of Members.

(u) "**Telephonic or electronic means**" means any means that uses the telephone or any other electronic, digital, or other technological means to transmit information or data, including, but not limited to, telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer network.

1.2 INTERPRETATION

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

(a) In the case of any inconsistency between this By-law and the Act or the Regulations, the Act or the Regulations shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations.

(b) All terms which are contained, but not defined, in this By-law and which are defined in the Act, or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

(c) Words importing the singular number only shall include the plural and vice versa.

(d) The headings used in this By-law are inserted for reference purposes only and are not to be considered in construing the terms or provisions of this By-law or to be deemed in any way to clarify, modify or explain the effect of any terms or provisions of the By-laws.

(e) References to an Article or section refer to the applicable Article or section in this By-law.

(f) Words in one gender include all genders.

1.3 INVALIDITY

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2 GENERAL

2.1 REGISTERED OFFICE

The registered office of the House shall be in the City of Toronto, in the Province of Ontario (subject to change by Special Resolution).

2.2 BOOKS AND RECORDS

The House shall prepare and maintain, at its registered office address or at any other place in Ontario designated by Ordinary Resolution of the Directors, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act.

ARTICLE 3 : MEMBERSHIP

3.1 ADMISSION OF MEMBERS

The membership shall consist of such individuals interested in furthering the House's purposes and who applied for membership and are admitted as Members by the Board of Directors.

There shall be three classes of Members in the House:

(a) Annual Members – Annual Members shall have a membership term of one year, subject to renewal in accordance with the By-laws.

(b) Long-Term Members – Long-Term Members shall have a membership term of ten years, subject to renewal in accordance with the By-laws.

(c) Ex-Officio Members – Ex-Officio Members shall be Members while holding the relevant office, in accordance with Section 3.3 of these By-laws.

Each Annual and Long-Term Member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the House.

Ex-Officio Members shall be entitled to receive notice of and attend all Meetings of Members of the House, but may not vote thereat.

3.2 CRITERIA

Membership is open to any individual who:

(a) is sixteen years of age or older;

(b) is registered in a programme or activity or is a director, or volunteer;

(c) who has agreed to our uphold the values and mission of the House as outlined in our Membership Policy; and

(d) has paid the annual membership fee, or paid a fee in full or in part to participate in a programme or activity of the House unless the fee has been waived by the Executive Director.

3.3 EX OFFICIO MEMBERS

Are the incumbents of each of the following offices or positions and any successors of such offices or positions:

(a) the Executive Director of the House; and

(b) such additional positions that the Board determines from time to time.

3.4 FEES

The Board of directors may from time to time fix annual dues or fees payable by the Members and may determine the manner in which the dues or fees are to be paid and may set different rates for Members

based on relevant criteria established by the Board from time to time. The Board may further delegate this responsibility to the Executive Director. Such fees or dues may be waived in special circumstances at the discretion of the Executive Director.

Members shall be notified in writing of the dues and fees, if any, at any time payable by them and, if any are not paid within 30 days after the due date set out in the notice, the House shall send a second notice, and if the dues and special assessments are not paid within a further 30 days after the second notice, the Member(s) in default shall thereupon cease to be Members of the House.

3.5 RENEWAL

Those admitted to membership shall continue to be Members without further application or admission to membership until their membership is terminated in accordance with this By-law.

3.6 RECORD OF MEMBERS

A record of membership shall be kept in which include names, classification, membership numbers, and the electronic and physical addresses of such Members.

3.7 RESIGNATION OF MEMBERSHIP

A Member may terminate their membership by resigning in writing to the Board. A resigning Member shall remain liable for payment of any fees payable by him to the House prior to their resignation.

3.8 TERMINATION OF MEMBERSHIP

The interest of a Member is not transferable and lapses or ceases to exist upon:

(a) their death;

(b) their resignation in accordance with the By-laws of the House;

(c) when the Member's term of membership expires;

(d) failure to pay dues or fees in accordance with Section 3.4;

(e) the Member's membership is terminated in accordance with the Articles or By-laws;

(f) when the House is liquidated and dissolved under the Act; or

(g) when a Member does not confirm such Member's membership in the House within 60 days of receiving a confirmation of membership request sent by the House to the last known address or email address of such Member.

3.9 DISCIPLINARY MATTER

The Board shall have authority to discipline, suspend or terminate the membership of any Member where the Member has:

(a) breached any of the provisions of the Articles, By-laws, or any written policies of the House; or

(b) carried out any conduct which the Directors or a committee of Directors determine in their sole discretion is detrimental to the House; or

(c) for any other reason that the Directors or a committee of Directors, in their or its sole discretion, determine is reasonable having regard to the purposes of the House;

(d) provided that the Member whose membership is subject to termination shall be:

(e) given at least fifteen (15) days' written notice of their prospective termination including reasons for the prospective termination; and

(f) granted the opportunity to make a written submission to the Board to be not less than five days before the end of the 15-day period; and

(g) If written submissions are received, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.

Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner. Subject to the Act, the Board's decision shall be final and binding on the Member, without any further right of appeal.

3.10 LIABILITY OF MEMBERS

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the House or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the House.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 ANNUAL MEETINGS

The date and location of the Annual Meeting of the Members shall be determined by the Board and must be held within the Province of Ontario. The date of the Annual Meeting must be no later than six months after the end of the previous fiscal year. At each Annual Meeting the following documents must be presented to the membership.

(a) a report of the activities of the House,

(b) a financial statement of the House,

(c) the auditor's report thereon, and

(d) such other information or material relating to the House's affairs as the Booard may determine.

The Members shall elect the Directors, and appoint the auditor for the ensuing year, and transact such other business as may properly be brought before the meeting.

4.2 SPECIAL MEETINGS

Special Meetings may be convened by order of the Chair or by Ordinary Resolution of the Directors at any time, at such place within the Province of Ontario, as the authority calling the meeting may decide and as may be stated in the notice calling the meeting.

4.3 NOTICE

(a) The record date for the determination of Members entitled to receive notice of a meeting of Members and to vote at such meeting shall be 5:00 pm on the date that is between thirty (30) to forty-five (45) days prior to the meeting (excluding the day of the meeting).

(b) Subject to the Act, not less than ten (10) days' and not more than fifty (50) days written notice of every Annual Meeting and Special Meeting shall be given in the manner specified in Article 11 to each Member who is current in the payment of all dues and other amounts owing to the House as of the record date determined in accordance with subsection 4.4(a), and to each Director and to the auditor of the House or the person appointed to conduct a review engagement of the House.

(c) Notice of any Members' meeting at which Special business will be transacted must state the nature of that business in sufficient detail to permit a Member entitled to vote on such business to form a reasoned judgment on the business and state the text of any Special Resolution(s) to be submitted to the meeting.

4.4 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of the Members of the House shall be the Members, the auditor, other persons entitled to be present under the Act and persons admitted on the invitation of the chairman of the meeting or with the consent of the Members.

4.5 PARTICIPATION BY TELEPHONIC OR ELECTRONIC MEANS

If the House chooses to make available a telephonic or electronic means 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 or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present in person at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the House has made available for that purpose.

4.6 MEETING HELD ENTIRELY BY TELEPHONIC OR ELECTRONIC MEANS

If the Directors or Members of the House 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 telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A meeting held entirely by telephonic or electronic means is deemed to be held at the registered office of the House, whereby all participants are deemed to be present in person at the meeting.

4.7 VOTING

(a) Each Annual and Long-term Member shall be entitled to one (1) vote on each question put to the Members at all Meetings of Members, except the chair of the meeting who will only vote in accordance with Subsection 4.7(c).

(b) Every question submitted to any Meeting of Members shall be decided in the first instance on a Show of hands by a majority vote unless otherwise specifically provided by the Act and/or the By-laws.

(c) In the case of an equality of votes, the chair of the meeting shall have a casting vote.

(d) A Member entitled to vote at a Meeting of Members may vote by telephonic or electronic means if the House chooses to make such means available.

(e) No Member shall be entitled either in person or through electronic means to vote at meetings of Members of the House unless the Member is current in the payment of all dues and other amounts owing to the House unless those amounts owning have been waived by the Executive Director.

(f) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

(g) A poll may be demanded either before or after any vote by Show of hands by any person entitled to vote at the meeting.

(h) If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment.

(i) If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs.

(j) The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(k) A demand for a poll may be withdrawn.

4.8 CHAIR OF THE MEETING

(a) The Chair, or in the Chair's absence, a Vice-Chair, shall be the chair at all meetings of the Members.

(b) If the Chair or a Vice-Chair is not present within fifteen (15) minutes from the time fixed for holding a meeting of the Members, the Members who are present and entitled to vote shall choose another Director as the chair of the meeting.

(c) If no Director is present at a meeting of the Members or if all the Directors present decline to take the chair, then the Members who are present and entitled to vote shall choose one (1) of their number to be the chair of the meeting.

4.9 ADJOURNMENTS

(a) Any meeting of Members may be adjourned from time to time by the chair of the meeting, with the consent of the Members at the meeting, to a fixed time and place.

(b) Notice for an adjourned meeting of Members shall be provided for any meeting that is adjourned by more than 30 days.

(c) If a Meeting of Members is adjourned by one or more adjournments for an aggregate of less than 30 days, notice of the meeting that continues the adjourned meeting is not necessary, other than by announcement of all of the following at the time of an adjournment:

(i) The time of the continued meeting.

(ii) If applicable, the place of the continued meeting.

(iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(d) 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.

(e) Such adjournment may be made notwithstanding that no quorum is present.

4.10 QUORUM

A quorum for the purpose of electing a chair and adjourning a meeting at any Meeting of Members shall consist of not less than two Members entitled to vote at the meeting present in person. A quorum for the transaction of any other business in any Meeting of Members shall consist of Members present in person being not less than 40 Members of the House entitled to vote at the meeting or twenty five percent (25%) of all Members of the House entitled to vote at the meeting, whichever is less.

4.11 RESOLUTION IN LIEU OF MEETING

A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

ARTICLE 5 DIRECTORS

5.1 POWERS

The affairs of the House shall be managed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the House and are not by the by-laws or any Special Resolution of the House or by statute expressly directed or required to be done by the House at a Meeting of Members.

5.2 NUMBER

The affairs of the House shall be managed by a Board composed of 11-15 elected Directors, in accordance with the range of Directors set out in the Articles of the House. The fixed number of Directors within that range shall be determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director.

5.3 QUALIFICATIONS

Every Director shall:

(a) be eighteen (18) or more years of age.

(b) be a Member of the House in good standing;

(c) not have been found under the *Substitute Decisions Act*, 1992 SO 1992, c 30 or under the *Mental Health Act*, RSO 1990, c M.7 to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of bankrupt;

(d) not be an employee of the House; and

(e) provide a consent to act as a Director in the form determined by the Board from time to time, either prior to becoming a Director or within 10 days of such a Director being elected or appointed (no consent is required for re-election or reappointment of a Director without a break in the term of office).

5.4 NOMINATION OF DIRECTORS

The Nominating Committee shall present to the Annual Meeting a list or ballot containing all valid nominations made or received by the Nominating Committee and all positions on the Board of Directors to be filled at such meeting shall be filled from the names set forth on such slate by vote of the voting Members of the House.

5.5 ROTATION

The Directors shall be elected at each Annual Meeting.

Each Director shall be elected to hold office until the third Annual Meeting of Members after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

The Directors shall be elected and shall retire in rotation. The terms of office of Directors shall be staggered so that at each Annual Meeting, not less than 1/3 of the Directors shall resign, which positions shall be filled by the election of eligible candidates.

For the purposes of determining how many Directors constitute 1/3 of the Board in this section, the Board may round up or round down to the nearest whole number as necessary to provide for a balanced ongoing rotation, provided that at all times, no Director serves for longer than a term of three years.

5.6 CONSECUTIVE TERMS OF OFFICE

A Director, is eligible for election for two (2) consecutive full three-year terms, and thereafter is not eligible for re-election or appointment until a period of twelve (12) months has elapsed from the date of their retirement. The Director may not be elected as chair/president in the first year of their first term.

A person who has served as Chair of the Board in their last year of their last term of office as a Director shall be eligible for re-election for one further term of one year.

The remainder of a term of office filled by an individual due to a vacancy on the Board will not be included in the calculation of consecutive terms of office pursuant to this section.

5.7 REMOVAL OF DIRECTORS

The Members may, by Ordinary Resolution, remove any elected Director before the expiration of their term of office and may, by Ordinary Resolution, elect any person in their stead for the remainder of their term.

5.8 VACATION OF OFFICE

The office of a Director shall be vacated upon the occurrence of any of the following events:

(a) If they die;

(b) If they cease to be qualified as provided in Section 5.3;

(c) If they shall be removed from office by resolution of the Members as provided in Section 5.7; or

(d) If by notice in writing to the House they resign their office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

Any Director of the House who fails to attend three out of six consecutive meetings of the Board of Directors may be terminated by the Board as a Director of the House effective at the conclusion of the next meeting of the Board unless such failure be by reason of ill health or other reason acceptable to the Board. Upon any Director failing to attend three out of six consecutive meetings of the Board, the Board shall by email or registered letter quoting this section of the by-laws of the House and referring to the failure of such Director to attend, invite such Director by email or letter addressed to the Board to state the reasons for such failure. If such Director fails to deliver such an email or letter to the Board before its next meeting or if the reasons given are not ill-health or other reasons acceptable to the Board, acknowledgement of such resignation shall be forwarded to the Director by the Secretary of the House forthwith upon termination of such meeting.

Any individual who ceases to be a Director shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

5.9 VACANCIES

Vacancies on the Board may be filled for the remainder of a term of office by the Board if the remaining Directors constitute a quorum or by the Members at a Meeting of Members if the remaining Directors do not constitute a quorum. If the number of Directors is increased, any resulting vacancy is not required to be filled immediately, and said unfilled positions shall be filled at the next Annual Meeting of Members.

5.10 DIRECTOR COMPENSATION

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

Notwithstanding the foregoing, a Director or a person connected to a Director, as defined in section 2.1 of O. Reg. 4/01, under the *Charities Accounting Act* (Ontario), may, subject to compliance with such regulation, be compensated for services provided to the House.

ARTICLE 6 : DIRECTOR MEETINGS

6.1 CALLING AND NOTICE OF MEETINGS

Meetings of the Board shall be held at such time and on such day as the Chair or any two Directors may determine. Notice of meetings of the Board shall be given to each Director not less than 72 hours before the time when the meeting is to be held. Each newly elected Board may without notice hold its first meeting for the purposes of organization and the election and appointment of Officers immediately following the Meeting of Members at which such Board was elected. Meetings of the Board may be held any time and place without notice if all the Directors are present or those absent waive notice thereof or consent in writing thereto. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed but no other notice shall be required for any such regular meeting.

6.2 PLACE OF MEETINGS

Meetings of the Board may be held either at the head office of the House or at any other place within or outside of Ontario as the Board may from time to time determine.

6.3 NOTICE OF MEETING BY TELEPHONIC OR ELECTRONIC MEANS

If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If the meeting is to be held entirely by one or more telephonic or electronic means, then the notice of the meeting need not specify a place of the meeting.

6.4 MEETINGS HELD ENTIRELY BY TELEPHONIC OR ELECTRONIC MEANS

Any person entitled to attend a meeting of Directors may participate in the meeting by telephonic or electronic means which permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present in person at that meeting.

6.5 QUORUM AND VOTES

A simple majority of the Directors will constitute a quorum for the transaction of business for any meeting of the Board. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairperson of the meeting shall not be entitled to a second or casting vote.

6.6 RESOLUTION IN LIEU OF MEETING

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

6.7 CONFIDENTIALITY

Every Director, Officer, committee member, employee (if any) and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the House, each Director, Officer, committee member, employee and volunteer shall execute and be bound by the House's code of conduct, of any, or such other agreement as the House may provide to this effect.

6.8 CONFLICT OF INTEREST

Every Director and Officer shall disclose to the House the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the House, in accordance with the manner and timing provided in section 41 of the Act, and in accordance with any code or policy of the Board then in effect.

Subject to and in accordance with the Act, a Director or Officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

ARTICLE 7 : OFFICERS

7.1 APPOINTMENT

(a) The Directors may, from time to time, designate the offices of the House, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the House.

(b) Each Officer, except for the Executive Director, shall be appointed for a two (2) year term.

(c) Any Officer, except for the Executive Director and the Chair, may subsequently be re-appointed for further two (2) year terms by the Directors.

(d) Each Officer shall continue in office until the earlier of:

(i) the completion of their term in accordance with Section 7.1(b) and (c);

(ii) the appointment of a successor;

(iii) that Officer's resignation;

(iv) that Officer ceasing to be a Director, if it is a requirement that the Officer be a Director;

(v) that Officer's removal;

(vi) that Officer's death.

7.2 TERMS OF OFFICE AND REMUNERATION

The terms of employment and remuneration (if any) of Officers appointed by the Board shall be settled by it from time to time.

7.3 REMOVAL OF OFFICERS

All Officers, in the absence of an agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

7.4 DELEGATION OF DUTIES OF OFFICERS

In case of the absence or inability to act of any Officer of the House or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

7.5 CHAIR

The Chair shall be the President and shall have all of the duties of the Chair under the Act. The Chair shall, when present, preside at all meetings of the Board and of Members of the House. The Chair shall ex officio be a member of all committees established by the Board. In the case of a vacant Executive Director position, the Chair shall have the power to manage any urgent operational matters. The Chair shall have such other duties and powers as the Board may specify.

7.6 VICE-CHAIR

The Vice-Chair or, if more than one, the Vice-Chairs, shall assist the Chair in the performance of their duties and, in order of seniority as determined by the Board, may perform and exercise the powers of the Chair during the absence or inability to act of the Chair. If a Vice-Chair exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

7.7 SECRETARY

If appointed, the Secretary shall, subject to the authority of the Chair of the Board, attend and be the Secretary of all meetings of the Board and the Members. The Secretary shall take minutes at all meetings of the Board and the Members and give notices of meetings to everyone with a right to receive notice. The Secretary shall be responsible for making sure that all books, records and other documents belonging to the House and that the corporate seal, if any, are properly maintained. The Secretary is empowered to delegate any of these responsibilities to another individual.

7.8 TREASURER

If appointed, the Treasurer shall keep or cause to be kept all required books of account and accounting records and, subject to the oversight of the Board, shall be responsible for the care and custody of the funds and securities of the House and the issuance of receipts for donations to the House. The Treasurer shall arrange for the financial records of the House to be audited or reviewed by a licensed public accountant annually, as determined by the Members in accordance with the Act, and shall present interim financial statements to each regular meeting of the Board and the audited or reviewed annual financial statements to each Annual Meeting of Members. The Board may appoint an Assistant Treasurer and/or as an authorized signing officer for the House, or authorize one or more other Officers to assist the Treasurer with the performance of their duties.

7.9 EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer of the House and shall, subject to the authority of the Board, be charged with the general direction, management and supervision of the affairs and operations of the House. They shall conform to all lawful orders which have been approved and given to them by the Board of Directors of the House and shall at all reasonable times give the Directors or any of them all information they may require regarding the affairs of the House.

Any agent or employee appointed by an Executive Director shall be subject to discharge by the Board of Directors.

The Executive Director shall ex officio be a member of all committees established by the Board, except for the Executive Committee. The Executive Director shall be entitled to attend, participate and receive notice of all meetings of the Executive Committee, but may not vote thereat. All persons employed by the House shall be under the direction of and responsible to the Executive Director.

7.10 OTHER OFFICERS, POWERS AND DUTIES

The duties of all other Officers of the House shall be such as the terms of their engagement call for or as the Board requires of them. Officers shall, in addition to those prescribed by this By-Law, perform duties and exercise such powers of management of the business and affairs of the House as may from time to time be prescribed from the Board.

ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS

8.1 LIMITATION OF LIABILITY

To the extent permitted by law, no Director or other Officer of the House shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the House through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the House, or for the insufficiency or deficiency of any security in or upon which any of the money of the House may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the money, securities or effects of the House may be deposited, or for any loss occasioned by any error of judgment or oversight on such Director's or Officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such Director's or Officer's office, or in relation thereto, unless the same shall be occasioned by or through such Director's or Officer's own wilful neglect or default or dishonesty.

8.2 INDEMNITY

Every Director or Officer of the House, and such Director's or Officer's heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the House from and against:

all costs, charges and expenses whatsoever that such Director or Officer sustains, or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director or Officer, in or about the execution of the duties of such Director's or Officer's office; and all other costs, charges and expenses that such Director or Officer sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by such Director's or Officer's own wilful neglect or default or dishonesty

8.3 LIABILITY INSURANCE

The House may purchase and maintain insurance for the benefit of every Director and Officer of the House in order to indemnify them against the liabilities set out in Section 8.2 provided that such insurance shall not indemnify any Director or Officer against the liabilities if same were incurred by any such Officer as a result of not acting in good faith.

Notwithstanding the foregoing, the House may not purchase insurance described above unless (a) the House complies with the *Charities Accounting Act* or a regulation made under that Act that permits the purchase; or (b) the House or a Director or Officer of the House obtains an order of the court authorizing the purchase.

ARTICLE 9 COMMITTEES

9.1 APPOINTMENT

The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of Directors and Members as may be deemed desirable and shall prescribe their duties.

9.2 QUORUM AND MEETINGS

Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors, two Members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of any equality of votes the chairman of the meeting shall have a second or casting vote.

9.3 ELECTION OF EXECUTIVE COMMITTEE

The Board of Directors of the House shall elect from among the Directors an Executive Committee, consisting of the Chair, Vice-Chair and Treasurer and such other number of Director(s) as the Board of Directors may by resolution determine.

Each member of the Executive Committee shall serve during the pleasure of the Board of Directors and in any event only as long as they are a Director. The Board of Directors may fill vacancies in the Executive Committee by election from among its members. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all the powers of the Executive Committee so long as a quorum remains in the office.

9.4 POWERS OF THE EXECUTIVE COMMITTEE

During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise (subject to any restrictions which the Directors may from time to time impose) all the powers of the Board of Directors in the management of the affairs of the House (save and except only such acts as must by law be performed by the Directors themselves) in such manner as the Executive Committee shall deem best for the interests of the House.

Subject to the provisions of this By-Law or any restrictions imposed from time to time by the Board of Directors, the Executive Committee shall have the power from time to time to fix its own rules and procedures, but in every case a majority of the number of Directors on the Executive Committee as set by resolution of the Board from time to time shall be necessary to constitute a quorum.

The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it; such minutes shall be submitted as soon as practicable to the Board of Directors. All actions taken by the Executive Committee shall be subject to revision or alteration by the Board of Directors; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

9.5 ELECTION AND APPOINTMENT OF THE NOMINATING COMMITTEE

There shall be a Nominating Committee of the House consisting of at least four (4) Members of whom two (2) shall be elected by the voting Members of the House at each Annual Meeting to serv until the termination of the next succeeding Annual Meeting and a minimum of two (2) shall be appointed by the Board of Directors from among the Directors at its first meeting following each Annual Meeting to serve until the termination of the next succeeding Annual Meeting.

9.6 VACANCIES ON NOMINATING COMMITTEE

The Board of Directors shall designate the chair of the Nominating Committee from among the members of the Nominating Committee and may fill any vacancies occurring from time to time in the Nominating Committee. If and whenever a vacancy shall exist in the Nominating Committee, the remaining members may exercise all the powers of the Nominating Committee so long as a quorum remains in office. Four members shall constitute a quorum for all meetings of the Nominating Committee.

9.7 EX OFFICIO MEMBERS OF NOMINATING COMMITTEE

In addition to the six members of the Nominating Committee, the Chair and the Executive Director of the House shall be ex officio members of the Nominating Committee without the right to vote.

9.8 DUTIES OF NOMINATING COMMITTEE

The Nominating Committee shall prepare for the Annual Meeting for election to the Board of Directors and for election to the Nominating Committee a single slate of qualified candidates who have given their consent to serve as Directors for the following year, in accordance with the By-Laws of the House.

The Nominating Committee shall recommend to the Board of Directors' candidates to fill vacancies occurring from time to time on the Board of Directors provided that such vacancies shall be filled by the Board of Directors in its sole discretion.

The Nominating Committee shall also recommend to the Board of Directors, candidates to fill positions on other Board committees appointed by the Board.

ARTICLE 10 AUDITORS

10.1 APPOINTMENT

The Members shall at each Annual Meeting appoint an auditor to hold office until the next Annual Meeting, provided that a quorum of Directors may fill any vacancy in the office of an auditor. If there is not a quorum of Directors, the Directors shall call a special Meeting of Members within 30 days of the vacancy occurring for the Members to appoint an auditor to fill the vacancy.

10.2 POWER AND REMUNERATION

The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit functions as prescribed in the Act. Remuneration of the auditor shall be fixed by the Board from time to time.

ARTICLE 11 BUSINESS MATTERS

11.1 HEAD OFFICE

Until changed in accordance with the Act, the head office of the House shall be in the City of Toronto, in the Province of Ontario and at such place therein as the Board may from time to time by resolution determine.

11.2 SEAL

The seal, if its impression is stamped in the margin, shall be the seal of the House.

11.3 FINANCIAL YEAR

The financial year the House shall end on the 31st day of March in each year, or such other date as the Board may, by resolution, from time to time determine.

11.4 EXECUTION OF DOCUMENTS

Deeds, mortgages, securities, transfers, licenses, contracts, cheques, payment authorizations, engagements and other instruments in writing requiring execution by the House shall be signed on behalf of the House by any two Officers of the House, including, the Chair, Executive Director, Vice-Chair, Secretary, or Treasurer as such instruments require the same. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the House to be a true copy thereof.

11.5 BANKING ARRANGEMENT

The banking business of the House, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution transacted on the House's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

11.6 FINANCIAL REVIEW

As a public benefit corporation, the House shall require an audit to be conducted annually, unless the Members pass an Extraordinary Resolution in accordance with the requirements of the Act to adopt a different level of review.

11.7 INVESTMENTS BY THE HOUSE

The Directors may invest the funds of the House as its Directors think fit, subject to all applicable legislation; guidance from the Canada Revenue Agency for charities; the House's Articles, By-laws, and investment policies (if any); and any limitation accompanying a gift.

11.8 POLICIES

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-law of the House relating to such matters as terms of reference of committees, duties of Officers, Board and Member codes of conduct and conflict of interest, volunteer recruitment requirements, oversight and codes of conduct, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

ARTICLE 12 NOTICES

12.1 METHOD OF GIVING NOTICE

Any notice or other document required by the Act or these By-Laws to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by facsimile or other electronic transmission to any such Member or Director at their latest address as shown in the records of the House 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.

12.2 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.3 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.4 WAIVER OF NOTICE

Any Member, Director, Officer or auditor may waive any notice required to be given to them under any provision of the Act or the letters patent or the By-laws of the House, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

12.5 UNDELIVERED NOTICE

If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the House shall not be required to give any further notices or communications to that Member unless the Member informs the House in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, Officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

ARTICLE 13 -BY-LAWS

13.1 BY-LAWS AND AMENDMENTS

Unless the Act, the Articles or any By-law otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board, with the exception of matters referred to in subsections 103(1)(g), (k) and (l) of the Act, which require the approval of Members for the following changes before they may come into effect:

(a) to add, change or remove a provision respecting the transfer of a membership;

(b) to change the manner of giving notice to Members entitled to vote at a Meeting of Members; and

(c) to change the method of voting by Members not in attendance at a Meeting of Members.

The Directors shall submit such By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by Ordinary Resolution. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, 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 by the Directors to the Members at or before the next Annual Meeting of Members or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

13.2 REPEAL

All existing by-laws of the House are repealed as of the coming into force of this By-law provided that such repeal shall not affect the previous operation of such by- laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed by the directors under the provisions of this By-law or the Act until their successors are appointed.

13.3 EFFECTIVE DATE

This By-law shall come into force without further formality upon its enactment.

Enacted as By-law No. 2 by the directors of the House at a meeting duly called and regularly held and at which a quorum was present on the 28th day of March, 2024.

Ratified, sanctioned, confirmed and approved without variation as By-law No. 2 of the House by Special Resolution of all Members entitled to vote at a Meeting of Members duly called in the City of Toronto and at which a quorum was present on the 27th day of June, 2024.

Prasad Rao

Chair

Dorothy E Charach

Secretary