



BY-LAW

A by-law relating generally to the transaction of the affairs of Health and Supportive Care Providers Oversight Authority

BE IT ENACTED as a by-law of the Health and Supportive Care Providers Oversight Authority as follows:

ARTICLE 1 DEFINITIONS

1.1 Definitions - In this by-law and in all other by-laws of the Authority hereafter passed, unless the context otherwise requires:

- (a) “**Act**” means the *Health and Supportive Care Providers Oversight Authority Act, 2021*, S.O. 2021, c. 27, Sched. 2 including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;
- (b) “**Annual Financial Statements**” means the comparative financial statements of the Authority and the report of the Auditor, if any;
- (c) “**Annual Organizational Meeting**” means the annual meeting of the Board held for the purpose of electing Directors, appointing Officers and appointing the Auditor;
- (d) “**Appointed Director**” means an individual appointed to the Board by the Lieutenant Governor in Council pursuant to subsection 4(3) of the Act;
- (e) “**Auditor**” means the person from time to time appointed pursuant to Section 12.1;
- (f) “**Authority**” means the “Health and Supportive Care Providers Oversight Authority”, a corporation without share capital incorporated under the Act;
- (g) “**Board**” means the board of directors of the Authority;
- (h) “**By-laws**” means this by-law and all other by-laws of the Authority from time to time in force and effect;
- (i) “**Chair**” means the chair of the Board designated by the Minister pursuant to subsection 4(11) of the Act;
- (j) “**Chief Executive Officer**” means the Chief Executive Officer of the Authority;



- (k) “**Committee**” means a committee established pursuant to the Act, called a “Statutory Committee” and a committee established by the Board pursuant to Section 5.13, called a “Non-Statutory Committee” or, where the context permits, a subcommittee of such committee;
 - (l) “**Declared Incapable**” means:
 - (i) an individual who has been found under any applicable law as being incapable of managing their property or who has been declared to be incapable by a court of competent jurisdiction; or
 - (ii) an individual in respect of whom the Authority has obtained a letter from a physician who is licensed to practice medicine in one or more of the provinces or territories of Canada declaring such person to be incapable of managing property;
 - (m) “**Director**” means an Elected Director or an Appointed Director; “**Directors**” means both;
 - (n) “**Elected Director**” means an individual elected by the members of the Board;
 - (o) “**Initial Organizational Meeting**” means the meeting where the first election of Directors will take place;
 - (p) “**Members**” means the members of the Authority;
 - (q) “**Minister**” means the Minister within the meaning of subsection 1(1) of the Act;
 - (r) “**Officer**” means an officer of the Authority;
 - (s) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
 - (t) “**persons**” includes individuals, firms and corporations;
 - (u) “**Professional Association**” means an organized group of individuals who promote and advocate for the interests of any class of registrant under the Act, employers of any class of registrant under the Act, or any health profession set out in Schedule 1 of the *Regulated Health Professions Act, 1991* or;
 - (v) “**Registrant**” means a registrant of the Authority within the meaning of subsection 1(1) of the Act;
 - (w) “**Specified Number of Directors**” has the meaning ascribed thereto in Section 5.2(b); and
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(x) “**Vice-Chair**” means the vice-chair of the Authority.

1.2 Interpretation - In the By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or all genders, as the case may be, and *vice versa*. The division of this By-law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to an Article or a Section is to the corresponding article or section hereof. Whenever the words “**include**”, “**includes**” or “**including**” are used in this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “without limitation.”

ARTICLE 2 GENERAL

- 2.1 Registered Office** - The registered office of the Authority shall be in the Province of Ontario.
- 2.2 Financial Year** - Unless otherwise approved by the Board, the financial year of the Authority shall end on the 31st day of March in each year.
- 2.3 Books and Records**- The Board shall see that all necessary books and records of the Authority required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

- 3.1 Membership** - The Members shall be those individuals who are from time to time the Directors.
- 3.2 Transferability and Termination of Membership** - Membership is not be transferable and the membership of a Member shall lapse and terminate on such Member ceasing to be a Director, other than in circumstances where such Member’s term as a Director expires at an Annual Organizational Meeting pursuant to Section 5.6 and such Member is re-elected as a Director at the same Annual Meeting.
- 3.3 Dues** - There shall be no dues or fees payable by the Members.



ARTICLE 4 MEMBERS' MEETINGS

- 4.1 Meetings of Members** - A Meeting may be held from time to time as required to address matters that are appropriate to come before the Members, as determined by the Board. Such meetings shall be held at such place within or outside Canada on such day and at such time as the Board may determine.

ARTICLE 5 DIRECTORS

- 5.1 Authority and Responsibility** - Subject to the Act and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Authority.
- 5.2 Number of Directors** - The number of Directors pursuant to subsection 4(2) of the Act, shall be no fewer than eight and no more than 12, provided that:
- (a) the Board may change such number of Directors from time to time within such minimum and maximum numbers; provided that no decrease in the number of Directors shall shorten the term of an incumbent Director; and
 - (b) the number of Directors so in office at the conclusion of an Annual Organizational Meeting, is referred to as the “**Specified Number of Directors**”.
- 5.3 Composition of the Board** – There shall be two categories of Directors:
- (a) Appointed Directors; and
 - (b) Elected Directors.
- 5.4 Qualifications** - In order to serve as an Elected Director, an individual must:
- (a) be 18 years of age or older;
 - (b) not be Declared Incapable;
 - (c) not be an undischarged bankrupt;
 - (d) support the objects of the Authority, as set out in the Act;
 - (e) not be a current employee of the Authority, or have been an employee of the Authority within the last 12 months;
 - (f) not be a current or former Registrant;
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- (g) not be an individual who meets the prescribed grounds for qualification for registration as a Registrant but has not applied for registration;
- (h) not be an individual who has applied for registration as a Registrant but has been refused registration by the Chief Executive Officer;
- (i) not have held any position such as director, owner, board member, officer or employee of a Professional Association or a union representing any class of registrants, for at least five years;
- (j) not be or have been, within the last five years, a member of the council or board of a college established pursuant to the *Regulated Health Professions Act, 1991*;
- (k) not have a conflict of interest to serve as a Director or has agreed to remove any such conflict of interest before taking office;
- (l) have delivered to the Chief Executive Officer a fully completed form, provided by the Chief Executive Officer, expressing understanding of and a commitment to comply with the Code of Conduct and the By-laws;
- (m) not currently be or previously have been a plaintiff in a lawsuit or an applicant in an application against the Authority; and
- (n) not have been disqualified or removed from the Board or a Committee within the preceding three years.

5.5 Initial Election – The Appointed Directors currently in office at the time of the Initial Organizational Meeting shall elect:

- (a) One Elected Director who shall be elected to hold office until the first Annual Organization Meeting after such Director is elected, at which time, such Director shall retire as a Director, but, if qualified, shall be eligible for re-election;
- (b) Two Elected Directors who shall be elected to hold office until the second Annual Organization Meeting 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; and
- (c) Two Elected Directors who shall be elected to hold office until the third Annual Organization Meeting 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

5.6 Election and Term - Subject to the Act and the By-laws, after the Initial Organizational Meeting, when an election of Directors is required, the Directors shall elect the Elected Directors at an Annual Organizational Meeting. Each Elected Director shall be elected to



hold office until the third Annual Organizational Meeting 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. An Elected Director who has served for nine consecutive years is not eligible for re-election.

5.7 Consent to Serve - An individual who is elected to hold office as an Elected Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
- (b) the individual was not present at the meeting when the election took place and:
 - (i) consented to hold office as a Director in writing before the election or within 10 days after the day on which the election took place; or
 - (ii) has acted as a Director after the election.

5.8 Resignation - Any Elected Director who wishes to resign from the Board prior to the expiry of their term of office shall deliver a written resignation to the Chair or Chief Executive Officer and such resignation shall be effective at the time of receipt of such written resignation by the Chair or Chief Executive Officer or at the time specified therein, whichever is later.

5.9 Removal - Subject to the provisions of Section 5.10, the Directors may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Elected Director before the expiry of such Director's term of office, and may, by a majority of votes cast at that meeting, elect any individual who meets the qualifications set out in Section 5.4 in place of such Director for the remainder of the term of such Director.

5.10 Written Statement - A Director may submit to the Chair a written statement giving reasons for resigning, or if a meeting is called for the purpose of removing them, for opposing their removal or replacement. Where the Chair receives such a statement, the Chair shall immediately give notice to the Directors of the statement in accordance with Section 11.1.

5.11 Vacation of Office - The office of an Elected Director shall automatically be vacated when such Director:

- (a) dies or resigns in accordance with Section 5.8;
- (b) is removed from office in accordance with Section 5.9; or
- (c) ceases to meet the qualifications for being a Director set out in Section 5.4.



- 5.12 Vacancies** - If a majority of the Specified Number of the Directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors, if such Directors determine it appropriate (except for vacancies resulting from a failure to elect the minimum number of Directors provided for in the Act). If there is not a majority of the Specified Number of Directors in office, or if there has been a failure to elect the minimum number of Directors provided for in the Act, the remaining Directors shall forthwith call a meeting to fill the vacancies.
- 5.13 Committees** – In addition to the establishment of committees as required by the Act, the Board may constitute such Committee or Committees as it deems necessary or advisable, from time to time, each for such purpose as may be prescribed by the Board; provided that for greater certainty, the functions of each Committee shall be advisory only. Each such Committee may formulate its own rules of procedure subject to such directions as the Board may from time to time make in respect thereof. Any member of any such Committee may be removed from a Committee at any time at the discretion of the Board. Membership in each Committee shall not be restricted to persons who are Directors. The Board shall have the power to disband any Committee which it creates.
- 5.14 Remuneration of Directors** – Pursuant to subsection 4(8) of the Act, the Authority shall pay reasonable remuneration and expenses properly incurred in the performance of their duties as Directors to those Directors who submit claims for same.

ARTICLE 6 DIRECTORS' MEETINGS

- 6.1 Place of Meetings** - The Board may hold its meetings at any place as it may from time to time determine.
- 6.2 Calling of Meetings** - Board meetings may be formally called by the Chair, the Chief Executive Officer or by any two Directors.
- 6.3 Number of Meetings** - There shall be a minimum of four meetings of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.
- 6.4 Regular Meetings** - The Board may, by resolution, establish the date, time and place of regular meetings of the Board (“**Regularly Scheduled Meetings**”). A copy of such resolution or a list of such dates, time, and places shall be sent to each Director immediately following the passage of such resolution. With the exception of meetings at which the matters referred to in Section 6.6 are to be discussed, thereafter no other notice in respect of a Regularly Scheduled Meeting will be required to be sent.
- 6.5 Notice of Directors’ Meetings** - Subject to the provisions of Section 6.4, notice of meetings of the Board shall be given by mail, telephone, e-mail or other means of recorded electronic communication to each Director not less than two days before the meeting is to take place.
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- 6.6 Content of Notice** - A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of Directors shall provide notice of any of the following matters to be dealt with at the meeting. A resolution to:
- (a) fill a vacancy among the Directors or in the office of the Auditor or a decision to elect additional Directors;
 - (b) approve the Annual Financial Statements; or
 - (c) adopt, amend or repeal any By-laws.
- 6.7 Meetings without Notice** - A meeting of the Board may be held at any time and place without notice if all Directors who are present, and all those who are not present, either before or after the meeting, waive notice thereof, and the attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 6.8 Attending by Teleconference, Videoconference and Other Electronic Means** - If all of the Directors present at or participating in the meeting consent, any Director may attend a meeting of the Board by teleconference, videoconference and other electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of the Committee held while a Director holds office.
- 6.9 Voting While Participating Electronically** - A Director participating in the meeting by any of the foregoing means set out in Section 6.8 may vote, and that vote may be held by teleconference, videoconference or any other electronic means that the Authority has made available for that purpose.
- 6.10 Chairing Meetings** - The Chair (or, in the Chair's absence, the Vice-Chair) shall be the chair at all meetings of the Directors. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the Directors present and entitled to vote shall choose one of their number to be the chair of the meeting.
- 6.11 Quorum** – Pursuant to subsection 4(10) of the Act, the presence of at least five Directors shall constitute a quorum. No business shall be transacted at any meeting of the Board unless a quorum is present.
- 6.12 Written Resolution in Lieu of Meeting** - A resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.
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- 6.13 Voting** - Subject to the Act, and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director (including for greater certainty, the chair of the meeting) is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.
- 6.14 Casting Vote** - In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.
- 6.15 Persons Entitled to be Present** - The only persons entitled to attend meetings of the Directors shall be the Directors and others who are entitled or required under any provision of the Act, or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. Only the Directors will have the right to speak at such meetings although others duly present at such meetings shall be allowed to speak with the consent of the meeting.
- 6.16 Rules of Order** - The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act or the By-laws, the provisions of the Act or the By-laws shall prevail.

ARTICLE 7 OFFICERS

- 7.1 Appointment** – The Chair shall be appointed by the Minister, pursuant to subsection 4(11) of the Act. The Directors shall appoint from time to time, a Vice-Chair who shall be a Director and a Chief Executive Officer, who will not be a Director. In addition, the Board may appoint from time to time, such other Officers as the Directors may determine. Except as otherwise provided herein, an Officer may but need not be a Director and one person may hold more than one office.
- 7.2 Duties of Officers** - Subject to the provisions of the Act, the following shall be the duties of the following Officers:
- (a) **Chair** - The Chair, when present, shall preside at all meetings of Members and the Board and shall sign all contracts, documents or instruments in writing which require their signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to them by the Board.



- (b) ***Vice-Chair*** - The Vice-Chair shall be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair is absent or unable or unwilling to act. The Vice-Chair shall also perform other duties as are determined by the Board from time to time.
- (c) ***Chief Executive Officer*** - The Chief Executive Officer shall attend all meetings of the Members and the Board except where the chair of the meeting determines that it is inappropriate for the Chief Executive Officer to attend due to the nature of the matter being discussed, provided that at all such meetings not attended by the Chief Executive Officer, an individual in attendance at the meeting shall be appointed to fulfil the duties of the Chief Executive Officer at such meeting as are hereinafter described. The Chief Executive Officer shall ensure the recording of all proceedings and the preparation of minutes of all proceedings in the books kept for that purpose. The Chief Executive Officer shall give or cause to be given all notices required to be given to the Members, Directors, and members of Committees. The Chief Executive Officer shall sign such documents, contracts or instruments in writing as require their signature and shall perform such other duties pursuant to the Act and as may from time to time be determined by the Board or as are incidental to the office of the Chief Executive Officer.
- (d) ***Other Officers*** - The powers and duties of all other Officers appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

7.3 Variations of Powers and Duties - The Board may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

7.4 Term of Office -

- (a) Officers, other than the Chair, who are Directors shall be appointed at an Annual Organizational Meeting and shall serve until the conclusion of the first Annual Organizational Meeting next following their appointment as an Officer or until such Officer: (i) resigns by delivering a written resignation to the Chair or the Chief Executive Officer, which resignation shall be effective at the time it is received by the Chair or the Chief Executive Officer, or at the time specified in the resignation, whichever is later; (ii) is removed by the Board; or (iii) ceases to be a Director, whichever first occurs.
- (b) Officers who are not Directors shall hold office until such Officer's successor is appointed, or until such Officer's earlier resignation or removal.
- (c) The Board, in its discretion, may remove any Officer, other than the Chair, without prejudice to such Officer's rights under any employment contract or at law.

7.5 Remuneration of Officers - The Officers shall be paid such remuneration for their services as the Board may from time to time determine, except that no Officer who is also a Director



shall be entitled to receive remuneration for acting in both capacities at the same time. Officers shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS

- 8.1 Limitation of Liability** - Every Director and Officer in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Authority and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Authority arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Authority, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Authority are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Authority are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of their respective office or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.
- 8.2 Indemnity** – The Authority shall indemnify a director or officer of the Authority, a former director or officer of the Authority or an individual who acts or acted at the Authority's request as a director or officer, or in a similar capacity, of another entity against
- (a) 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 because of that association with the Authority; and
 - (b) all other costs, charges and expenses that such director or officer sustains or incurs, in or about or in relation to the affairs of the Authority, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

except where such director or officer failed to act honestly and in good faith in the performance of their duties.



- 8.3 Expenses Paid in Advance** - Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Authority.
- 8.4 Insurance** - Subject to the Act and all other relevant legislation, the Authority shall purchase and maintain insurance for each Director or officer of the Authority against any liability incurred by such Director or officer, in their capacity as a Director or officer of the Authority, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Authority.
- 8.5 Other Remedies and Enurement** - Subject to applicable law, the indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of the disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding any office with the Authority. The provisions of this Article 8 shall continue to apply to a person who has ceased to be a Director, or an officer, and shall enure to the benefit of the heirs, executors and administrators of all such Directors and officers.

ARTICLE 9 DISCLOSURE OF INTEREST

- 9.1 Disclosure of Interest** - A Director or an Officer shall disclose to the Authority, in writing or by requesting to have it entered into the minutes of meetings of the Directors or of Committees, the nature and extent of any interest that the Director or Officer has in the material contract or material transaction, whether made or proposed, with the Authority, if the Director or Officer:
- (a) is a party to the contract or transaction;
 - (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (c) has a material interest in a party to the contract or transaction.
- 9.2 Time of Disclosure for Director** - The disclosure required by Section 9.1 shall be made, in the case of a Director:
- (a) at the meeting at which the proposed contract or transaction is first considered;



- (b) if the Director was not, at the time of the meeting referred to in Section 9.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after the contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in the contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

9.3 Time of Disclosure for Officer - The disclosure required by Section 9.1 shall be made, in the case of an Officer who is not a Director:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after the contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in the contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

9.4 Time of Disclosure for Director or Officer - If the material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Authority's activities, would not require approval by the Directors, a Director or an Officer shall, immediately after he or she becomes aware of the contract or transaction, disclose in writing to the Authority, or request to have entered in the minutes of the meetings of Directors or of Committees, the nature and extent of his or her interest.

9.5 Voting - A Director who is required to make a disclosure under Section 9.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is for indemnity or insurance pursuant to Article 8.

9.6 Continuing Disclosure - For the purposes of this Section, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 9.1(b) or (c);
- (b) the Director or Officer has a material interest in the party; or



- (c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

9.7 Avoidance Standards - A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and a Director or Officer is not accountable to the Authority for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of Committee that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with Section 9.1;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Authority when it was approved.

ARTICLE 10 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

10.1 Signatories - Except for documents executed in the usual and ordinary course of the Authority's business, which may be signed by the Chair or the Chief Executive Officer, the following are the only persons authorized to sign any document on behalf of the Authority:

- (a) any two Directors or any one Officer with any one Director, provided that no individual shall execute, acknowledge or verify any instrument in more than one capacity; or
- (b) any individual or individuals appointed by Ordinary Resolution of the Board to sign a specific document or specific type of document or generally on behalf of the Authority.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

10.2 Facsimile Signatures - The signatures of any person authorized to sign on behalf of the Authority, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

10.3 Banking - The banking business of the Authority shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board.



Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

10.4 Borrowing - Subject to any limitations set out in the Articles or the By-laws, the Board may, from time to time,:

- (a) borrow money on the credit of the Authority;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Authority;
- (c) give a guarantee on behalf of the Authority to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Authority, owned or subsequently acquired, to secure any obligation of the Authority.

10.5 Board Delegation - From time to time the Board may authorize any Director, Officer or Committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Authority as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Authority.

ARTICLE 11 NOTICE

11.1 Procedure for Sending Notices - Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the By-laws or otherwise, to a Member, Director or the Auditor shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Authority's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received on the fifth day after mailing (excluding each day during which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Chief Executive Officer may change or cause to be changed the recorded address of any Member, Director or Auditor in accordance with the information believed by them to be reliable.

11.2 Undelivered Notices - If any notice given to an individual pursuant to Section 11.1 is returned on two consecutive occasions because such individual cannot be found, the Authority shall not be required to give any further notice to such individual until such individual informs the Authority in writing of such individual's new address.



- 11.3 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 day of the meeting or other event shall be included.
- 11.4 Waiver of Notice** - Any Member, Director, member of a Committee or the Auditor may waive any notice required to be given to such person under any provision of the By-laws 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.
- 11.5 Error or Omission in Notice** - No error or omission in giving notice of any meeting or adjourned meeting of Members, Directors or Committee to any Member, Director, member of any Committee or the Auditor, no non-receipt of the notice by any such person where the Authority has provided notice in accordance with the By-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat, and any Member or Director may ratify, approve and confirm any or all proceedings taken thereat.
- 11.6 Certification re: Delivery** - The statutory declaration of the Chief Executive Officer or the Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

ARTICLE 12 AUDITOR

- 12.1 Auditor** - The Directors shall, by Ordinary Resolution, at each Annual Organizational Meeting appoint an Auditor to hold office until the next Annual Organizational Meeting, and if an appointment is not so made, the Auditor in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of Auditor arising between Annual Organizational Meetings.
- 12.2 Qualification** - The person or firm appointed as an Auditor shall be duly licensed under the *Public Accounting Act* (Ontario) and shall not be a Director, an Officer or an employee of the Authority, or a business partner or employee of any such person.
- 12.3 Remuneration** - The remuneration of the Auditor shall be fixed by Ordinary Resolution of the Board.



**ARTICLE 13
BY-LAWS**

- 13.1 By-laws, Amendment or Repeal** - Unless the Act or the By-laws 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.
- 13.2 Effect of Repeal of By-laws** - The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

APPROVED by the Board on the 26 day of July, 2023.

Jackie Schleifer Taylor, Chair

Kathy Wilkie, Chief Executive Officer