

**SOUTHERN ONTARIO LIBRARY SERVICE**

**BY-LAW NUMBER 1**

**Effective:** February 14, 2018

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## **SOUTHERN ONTARIO LIBRARY SERVICE**

### **BY-LAW NUMBER 1**

A By-law relating generally to the conduct of the affairs of the Corporation.

#### **ARTICLE 1: INTERPRETATION**

##### **1.1 DEFINITIONS**

In this By-law, unless the context otherwise specifies or requires:

- a) "Annual General Meeting" means the annual meeting of the Members;
- b) "Board" means the board of Directors;
- c) "By-law" means any by-law of the Corporation from time to time in force and effect;
- d) "CEO" means the chief executive officer of the Corporation;
- e) "Chair" means the Chair of the Board;
- f) "contracts, documents and instruments in writing" includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;
- g) "Corporation" means Southern Ontario Library Service, an Ontario non-share capital corporation incorporated under the OCA and a special library service board established by order of the Minister order dated March 2, 1995 pursuant to the Public Libraries Act;
- h) "Directors" means the directors of the Corporation from time to time and "Director" means any one of them;
- i) "Governing Documents" means the OCA, the OCA Regulations, the Letters Patent and the By-laws;
- j) "Letters Patent" means the letters patent of the Corporation issued January 13, 1994 under the OCA, and any supplementary letters patent of the Corporation;
- k) "Members" means the members of the Corporation from time to time and "Member" means any one of them;
- l) "Minister" means the minister with jurisdiction for public libraries in Ontario;

- m) "OCA" means the Ontario Corporations Act;
- n) "OCA Regulations" means the regulations made under the OCA;
- o) "Officers" means the individuals appointed as the officers of the Corporation from time to time and "Officer" means any one of them;
- p) "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;
- q) "Public Libraries Act" means the Public Libraries Act;
- r) "Special Meeting" means a special meeting of the Members (referred to as a "general meeting" in the Act);
- s) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a Special Meeting duly called for that purpose, or, in place of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting; and
- t) "Vice-Chair" means the Vice-Chair of the Board of the Corporation.

## 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 Letters Patent, the OCA or the OCA Regulations, the Letters Patent, the OCA or the OCA Regulations, as the case may be, shall prevail, unless the OCA or the OCA Regulations permit the By-laws to override the OCA or the OCA Regulations, as the case may be;
- b) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- c) references to a statute or regulations to a statute shall refer to the statute or regulations, as applicable, as from time to time amended and every statute or regulations, as applicable, that may be substituted for it/them and, in the case of such substitution, any references in this By-law to provisions of the statute or regulations, as applicable, shall be read as references to the substituted provisions in the new statute or statutes or regulations, as applicable;
- d) 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; and

- e) whenever used in this By-law, “sent” shall include by prepaid postal delivery, personal delivery, telegram, cable, facsimile, electronic mail or other electronic means.

## **ARTICLE 2: GENERAL**

### **2.1 CORPORATE NAME**

The Corporation may also be known:

- a) in French as *Service des bibliothèques de l’Ontario sud*;
- b) by the acronym of the English version of its name, SOLS; or
- c) by the acronym of the French version of its name, SBOS.

### **2.2 HEAD OFFICE**

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario and at such place within the municipality in Ontario where the head office is from time to time situate as the Directors may from time to time determine.

### **2.3 SEAL**

The seal of the Corporation shall bear the words “Southern Ontario library Service, Service des bibliothèques de l’Ontario sud” or such other words as the Directors may from time to time approve.

### **2.4 EXECUTION OF DOCUMENTS**

- a) Contracts, documents and instruments in writing requiring the signature of the Corporation may be signed by the Chair or the Vice-Chair and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- b) The Directors shall have the power from time to time to appoint any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- c) The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed in accordance with this section 2.4.

### **ARTICLE 3: MEMBERS**

#### **3.1 MEMBER QUALIFICATIONS**

The Members of the Corporation shall be the Directors in office from time to time.

#### **3.2 TERMINATION**

The interest of a Member in the Corporation is not transferable and a Member ceases to be a Member:

- a) when the Member dies;
- b) when the Member ceases to be a Director;
- c) when the Member resigns in writing which shall be effective at the time it is received by the Corporation or at the time specified in the resignation, whichever is later; or
- d) if the Members terminate the membership of the Member by resolution passed by a majority of the votes cast at a Special Meeting of which notice specifying the intention to pass such resolution has been given.

### **ARTICLE 4: MEETINGS OF MEMBERS**

#### **4.1 ANNUAL GENERAL MEETINGS**

- a) The Annual General Meeting shall be held not later than fifteen (15) months after the holding of the preceding Annual General Meeting and not later than six (6) months after the end of the Corporation's preceding financial year, as determined by the Directors.
- b) At every Annual General Meeting, the following business shall be conducted:
  - i. the financial statements and the report of the auditor shall be presented to the Members;
  - ii. the Members shall elect the Directors to be elected at such meeting in accordance with section 5.4; and
  - iii. the Members shall appoint an auditor for the ensuing year.

#### **4.2 SPECIAL MEETINGS**

A Special Meeting may be convened by order of the Chair or by the Directors.

#### **4.3 PLACE AND TIME**

Meetings of the Members shall be held at such time as the Chair or the Directors may determine at any place within Ontario, or in the absence of such determination, at the place where the head office of the Corporation is located.

#### **4.4 NOTICE**

- a) At least ten (10) days' written notice of every meeting of the Members shall be given in the manner specified in section 11.1 to each Member.
- b) Notice of any Members' meeting where special business will be transacted must contain sufficient information to permit a Member to form a reasoned judgment on the decision to be taken.

#### **4.5 QUORUM**

- a) A quorum at any meeting of the Members (unless a greater number of Members is required by the Governing Documents) shall be a majority of the Members entitled to vote at such meeting.
- b) No business shall be transacted at any meeting of Members unless the requisite quorum is present at the time of the transaction of such business.

#### **4.6 VOTING**

- a) Each Member shall be entitled to one (1) vote on each question put to the Members at all meetings of Members.
- b) Every question submitted to the Members at any meeting shall be decided by a majority of the votes cast unless otherwise required by the Governing Documents or by law.
- c) In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

#### **4.7 PARTICIPATION BY ELECTRONIC MEANS**

A meeting of the Members may be held, in whole or in part, by telephonic or electronic means and a Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the OCA to be present at the meeting.



## ARTICLE 5: DIRECTORS

### 5.1 POWERS AND DUTIES

- a) Subject to the Governing Documents, the affairs of the Corporation shall be managed by the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the Governing Documents or by another statute, including, without limitation, the *Public Libraries Act*, expressly directed or required to be done in some other manner.
- b) The Directors shall develop policies to govern the operations and services of the Corporation.

### 5.2 NUMBER AND COMPOSITION

- a) The number of Directors shall be fixed at ten (10), comprised of the following:
  - i. Two (2) Directors recommended by the Minister; and
  - ii. Eight (8) other Directors.
- b) The number of Directors may be changed from time to time by Special Resolution with the consent of the Minister.

### 5.3 QUALIFICATIONS

A Director:

- a) must be an individual;
- b) must be at least eighteen (18) years of age;
- c) may not be an undischarged bankrupt;
- d) may not have been declared incapable by a court in Canada or in another country;
- e) may not have been convicted of an indictable offence;
- f) may not be an ineligible individual as defined in the *Income Tax Act* (Canada), R.S.C., 1985, c. 1 (5<sup>th</sup> Supp.);
- g) referred to in section i must meet the qualifications set by the Minister from time to time; and
- h) referred to in section ii must:
  - i. meet the applicable qualifications set out in section 10 of the *Public Libraries Act*; and

- ii. be a member of one of the trustee councils established by the Directors from time to time.

#### **5.4 ELECTION AND TERM**

- a) The Directors shall be elected at every fourth Annual General Meeting.
- b) The Directors' terms of office shall be from the date of the Annual General Meeting at which they are elected until the fourth Annual General Meeting following or until their successors are elected.
- c) Directors shall be eligible for re-election or re-appointment, as the case may be.

#### **5.5 VACANCIES**

- a) A Director ceases to hold office and a vacancy is created if the Director:
  - i. ceases to meet the qualifications for being a Director as set out in section 5.3;
  - ii. resigns (such resignation to be effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later);
  - iii. dies;
  - iv. is absent for three (3) consecutive meetings of the Directors without reasonable excuse as determined by the remaining Directors; or
  - v. is removed from office in accordance with section b).
- b) The Members may, by resolution passed by a majority of the votes cast at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Director's term of office.
- c) A Director who has resigned or who is the subject of removal is not entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing his or her removal or replacement.

#### **5.6 FILLING VACANCIES**

- a) A vacant position on the Board with a remaining term of more than six (6) months shall be filled for the remainder of the vacated Director's term as follows:
  - i. If there is a quorum of Directors in office and less than three (3) vacancies on the Board and if the vacant position was held by a Director recommended by the Minister, the Directors may elect another person recommended by the Minister to fill the vacant position;

- ii. If there is a quorum of Directors in office and more than three (3) vacancies on the Board and if the vacant position was held by a Director recommended by the Minister, the Directors shall elect another person recommended by the Minister to fill the vacant position;
  - iii. If there is a quorum of Directors in office and less than three (3) vacancies on the Board and if the vacant position was held by a person who was not recommended by the Minister, the Members may elect another person to fill the vacant position;
  - iv. If there is a quorum of Directors in office and more than three (3) vacancies on the Board and if the vacant position was held by a person who was not recommended by the Minister, the Members shall elect another person to fill the vacant position; or
  - v. If there is not a quorum of Directors in office, the Directors shall forthwith call a meeting of the Members to fill the vacancies, provided that any vacant position that was held by a person recommended by the Minister may only be filled by another person recommended by the Minister.
- b) The Directors shall use their best efforts to ensure that there are never more than three (3) vacancies on the Board.

## **5.7 REMUNERATION OF DIRECTORS**

The Directors shall serve without remuneration and Directors shall not directly or indirectly receive any profit from their positions as such, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## **5.8 COMMITTEES**

The Directors may from time to time appoint any committee or committees, as they deem necessary or appropriate for such purposes and with such powers as the Directors shall see fit.

# **ARTICLE 6: MEETINGS OF DIRECTORS**

## **6.1 PLACE AND TIME OF MEETINGS**

Meetings of the Directors may be held either at the place where the head office of the Corporation is located or at any place within or outside Ontario.

## **6.2 NOTICE**

- a) The Directors shall meet at least three (3) times a year at the times set annually by the Directors, one of which shall be held immediately following the Annual General Meeting. The notice, agenda and supporting documentation for each such meeting must be distributed to the Directors at least two (2) weeks in advance of the meeting. Any Director may add an item to an agenda for any such meeting by submitting a written request to the Chair at least three (3) weeks in advance of the meeting.
- b) A special meeting of the Directors may be convened by:
  - i. the Chair with as much notice as possible depending upon the urgency; or
  - ii. any three (3) Directors by circulating a notice and agenda, specifying the purpose of the meeting, at least four (4) weeks in advance of the meeting.
- c) The Chair may add urgent items to the agenda of a meeting of the Directors at any time.
- d) The agenda for a meeting of the Directors must be approved at the beginning of the meeting.
- e) Notice of a proposed new By-law or of an amendment or repeal of a By-law must be sent to the Directors at least four (4) weeks prior to the meeting at which it will be considered.
- f) Notice of any meeting of the Directors shall be sent in the manner specified in Article 11 of this By-law.

## **6.3 MEETINGS OPEN TO PUBLIC**

- a) Meetings of the Directors are open to the public except for meetings, or parts of meetings, which are held in camera as provided in this section. The Directors may move in camera if the subject matter being considered pertains to:
  - i. the security of the property of the Corporation;
  - ii. personal matters about an identifiable individual;
  - iii. a proposed or pending acquisition or disposition of land by the Corporation;
  - iv. labour relations or employee negotiations;
  - v. litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation or the Directors;
  - vi. advice that is subject to solicitor-client privilege, including communications necessary for that purpose; or

- vii. a matter in respect of which the Directors may hold a closed meeting under any legislation.
- b) Before holding a meeting, in whole or in part, in camera, the Directors shall pass a resolution to do so which includes the general nature of the matter to be considered at the closed meeting.
- c) Meetings of the Directors which are not in camera but which are held electronically will not be open to the public for practical reasons; however, the minutes of any such meetings will be available to the public.

#### **6.4 QUORUM**

- a) A majority of the Directors in office shall form a quorum for the transaction of business at a meeting of the Directors. In the absence of a quorum, discussions of the Directors must be ratified at the next meeting of the Directors.
- b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors provided that there are not more than three (3) vacancies on the Board.

#### **6.5 VOTING**

- a) Each Director is authorized to exercise one (1) vote.
- b) No person may act for an absent Director at a meeting of Directors.
- c) Questions arising at any meeting of Directors shall be decided by a majority of the votes cast on the question, except as otherwise provided in the By-laws.
- d) The chair of a meeting of the Directors shall vote upon all questions but shall not have a second or casting vote. In case of an equality of votes, the question shall be considered defeated.

#### **6.6 PARTICIPATION BY ELECTRONIC MEANS**

If all the Directors present at or participating in the meeting consent, a meeting of Directors may be held, in whole or in part, by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

#### **6.7 MINUTES AND BOARD MATERIALS**

- a) Minutes of meetings of the Directors shall be approved at the next Directors' meeting and shall be signed by the Chair and the CEO as evidence of their approval.

- b) Once approved, minutes of meetings of the Directors shall be the official record of decisions of the Directors and shall provide direction for Officers and employees of the Corporation in their subsequent actions.
- c) Minutes of meeting of the Directors (excluding minutes of in camera meetings or parts of meetings) shall be made available to the public upon request.
- d) Minutes of in camera Directors' meetings or parts of Directors' meetings shall be kept confidential and shall be kept separately from the other minutes of Directors' meetings.
- e) Board agenda packages shall be available to the public upon request, except for information that is confidential or that pertain to in camera Directors' meetings or portions of such meetings that are held in camera.

## **ARTICLE 7: OFFICERS**

### **7.1 ELECTION/APPOINTMENT**

- a) At the first meeting of the Directors held immediately following every second Annual General Meeting, the Directors shall, by secret ballot, elect a Chair and a Vice-Chair from amongst the Directors, each for a two (2) year term. The election of the Chair shall be held first, followed by the election of the Vice-Chair. One of the Directors who is not running for the position of Chair or Vice-Chair shall chair the meeting for the elections. In order to be elected, a candidate must receive a clear majority of the votes cast, failing which balloting shall continue without the name of the candidate receiving the smallest number of votes. In the case of a tie, the chair of the meeting will choose a winner by lot.
- b) The Directors shall, from time to time, appoint a CEO who shall also be the Secretary-Treasurer of the Corporation.
- c) The Directors may appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.
- d) A Director may be appointed to any office of the Corporation but none of the Officers need be a Director or Member except as set out in section a).
- e) Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:
  - i. that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
  - ii. the appointment of a successor;

- iii. that Officer ceasing to be a Director if such is a necessary qualification of appointment;
  - iv. that Officer's removal;
  - v. that Officer's death.
- f) Officers shall be eligible for re-election or re-appointment, as the case may be.

## 7.2 VACANCIES

If the office of any Officer shall be or become vacant, the Directors may appoint a person to fill such vacancy and the person so appointed shall hold office for the remainder of his or her predecessor's term.

## 7.3 REMOVAL

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

## 7.4 DUTIES MAY BE DELEGATED

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

## 7.5 POWERS AND DUTIES

- a) All Officers shall sign such contracts, documents and instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Directors.
- b) The duties of the Officers shall include:
  - i. **Chair.** The Chair shall be the President of the Corporation and shall chair all meetings of the Corporation unless otherwise provided in the By-laws.
  - ii. **Vice-Chair.** The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair.
  - iii. **CEO.** The CEO shall conform to all lawful orders given by the Directors and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation.

## **ARTICLE 8: PROTECTION OF DIRECTORS AND OFFICERS**

### **8.1 INDEMNIFICATION**

- a) Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
  - i. all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
  - ii. all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- b) The Corporation shall also indemnify any such person in such other circumstances as the OCA or law permits or requires.
- c) Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the OCA or by law.

## **ARTICLE 9: CONFLICTS OF INTEREST**

### **9.1 CONFLICT OF INTEREST**

The Directors and Officers shall comply with the conflict of interest requirements of the OCA and any conflict of interest policy of the Corporation in effect from time to time.

## **ARTICLE 10: FINANCIAL MATTERS**

### **10.1 FINANCIAL YEAR**

The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of March in each year or on such other date as the Directors may from time to time determine.



## **10.2 AUDITOR**

- a) The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for reporting to the Members who shall hold office until the next following Annual General Meeting.
- b) The remuneration of the auditor shall be fixed by the Directors.

## **ARTICLE 11: NOTICES AND MEETINGS GENERALLY**

### **11.1 SERVICE**

Any notice or other document required by the Governing Documents to be sent to any Member or Director or to the auditor shall be sent to any such Member or Director at his, her or its latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Corporation.

### **11.2 ADJOURNMENT**

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

### **11.3 GOVERNANCE MODEL**

The Board operates under the Policy Governance Model.

### **11.4 RULES OF ORDER**

*Procedures for Meetings and Organizations*, by M.K. Kerr and H.W. King, Carswell Legal Publications, 1988 or later editions, shall govern the Corporation in all procedural matters not covered by legislation, any formal agreement with the Ministry, the Letters Patent, the By-laws and the Board's policies.

## **ARTICLE 12: BY-LAWS**

### **12.1 AMENDMENTS TO BY-LAWS**

- a) Subject to the OCA or if the By-laws otherwise provide, the Directors may from time to time, by resolution passed by a two-thirds ( $\frac{2}{3}$ ) vote, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation.
- b) Subject to the OCA, the Directors shall submit any new, amended or repealed By-law that they approve to the Members at the next meeting of Members, for confirmation by the Members by majority vote.

- c) Any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next meeting of the Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the OCA or if it is rejected by the Members.
- d) Notwithstanding any other provision in the By-laws, no changes to the Letters Patent or By-laws that will affect the interests of the Province of Ontario shall be made without the prior written approval of the Province of Ontario.

**12.2 REPEAL OF BY-LAWS**

- a) All previous By-laws are hereby repealed.
- b) The repeal of any By-law shall not affect the previous operation of, 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 such By-law prior to its repeal.

**APPROVED** by the Directors as of the 14 day of February, 2018.

  
\_\_\_\_\_  
Chair

  
\_\_\_\_\_  
Chief Executive Officer

**CONFIRMED** by the Members as of the 14 day of February, 2018.

  
\_\_\_\_\_  
Chair

  
\_\_\_\_\_  
Chief Executive Officer