

BY-LAW NO. 1*

A by-law relating generally to the transaction of the business and affairs of
TARION WARRANTY CORPORATION

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BE IT ENACTED as a by-law of the Corporation as follows:

*This by-law is under review with a view to revising and updating the by-law to conform with the new Ontario Not-For-Profit Corporations Act, 2010 (awaiting Royal Assent).

SECTION ONE
INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and special resolutions of the Corporation unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act* (Ontario) as amended, restated or replaced from time to time;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**Competency Framework**” means a framework outlining competencies and skills required or desirable individually and in the aggregate for a well-functioning Board, sometimes called a “Skills Matrix” from time to time approved by the Board;
- (d) “**Corporation**” means the corporation incorporated under the Act by letters patent and named *Tarion Warranty Corporation*, formerly *Ontario New Home Warranty Program*, formerly *Hudac New Home Warranty Program*;
- (e) “**letters patent**” means the letters patent incorporating the Corporation dated March 31, 1976, as from time to time amended and supplemented;
- (f) “**meeting of members**” includes an annual meeting of members and a special meeting of members;
- (g) “**Minister**” means the Minister of the Ministry, from time to time;
- (h) “**Ministry**” means the Ministry of the Provincial Government which has responsibility for relations with the Corporation from time to time;
- (i) “**Nominations Committee**” means the committee described in Section 4.16;
- (j) “**OHBA**” means the Ontario Home Builders’ Association, a corporation incorporated by letters patent on January 31, 1983;
- (k) “**OHBA Nominees**” has the meaning ascribed to it in Section 2.02;
- (l) “**Qualified Individual**” means an individual who is eighteen (18) or more years of age and who is not an undischarged bankrupt; and
- (m) “**special meeting of members**” includes a meeting of any class or classes of members as well as a special general meeting of members.

1.02 Extended Meanings

Words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders. Words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

SECTION TWO

MEMBERSHIP

2.01 Members

The members of the Corporation shall be the members as at October 10, 2013, according to the books of the Corporation and such other persons as may hereafter be admitted to membership in accordance with this by-law; provided that all such members shall cease to be members unless re-appointed as members at the next annual meeting of the members. A membership is not transferable.

The rights and privileges of the members, and associate members as outlined in the version of this by-law approved April 25, 2013, shall apply to members and associate members until the next annual meeting of the members in 2014. Thereafter the provisions of this by-law shall apply.

2.02 Class of Membership

There shall be one class of members consisting of sixteen (16) individuals as follows:

- (1) Those Qualified Individuals nominated by the Nominations Committee, as follows:
 - Eight (8) individuals each from a different member of OHBA in good standing (the "**OHBA Nominees**"), who are nominated at annual meetings of members including with the annual meeting to be held April 17, 2014, and were selected by the Nominations Committee from a list of candidates provided by OHBA to the Nominations Committee, which list shall set out a number of Qualified Individuals that is at least two (2) greater than the number of OHBA Nominee positions that will be vacant at the time of such annual meetings; and
- (2) Those Qualified Individuals appointed by the Minister, as follows:
 - (a) four (4) individuals who have a background in representing the interests of consumers in the Province of Ontario; and
 - (b) one (1) individual who is a senior official employed by the government of the Province of Ontario.

For the purposes of the senior official, he or she remains qualified for up to six months following the date he or she ceases to be so employed as a senior official by the government of the Province of Ontario.

- (3) Those Qualified Individuals nominated by the Nominations Committee, as follows:
 - Three (3) individuals who are identified and assessed by reference to the Competency Framework; provided such individuals shall not be: (i) an employee of the Corporation; (ii) employed by or directly associated with the Ministry; (iii) an officer, director, employee, principal or person directing operations of a current new home vendor or builder in Ontario (“Ontario Builder”); nor (iv) an officer, director, employee or principal of an association comprised of and/or representing Ontario Builders.

2.03 Admission of Members

Individuals nominated or appointed in accordance with Section 2.02 to become members by the Nominations Committee or the Minister shall be admitted as members at the annual meeting of members at which they are nominated or as of the date that the following documents are delivered to the Secretary of the Corporation, whichever is later:

- (1) in the case of the Nominations Committee, written notice with the names and addresses of the individuals nominated together with a certified resolution of such committee making such nominations; and
- (2) in the case of the Minister, a letter from the Minister making such appointments together with the names and addresses of the individuals appointed.

2.04 Rights of Members

A member shall have the right to: notice of, attend at, participate in and vote at all meetings of members and all other rights and privileges of membership in the Corporation.

2.05 Term of Office

Subject to paragraph 2.08 (8), members shall not serve as members for more than an aggregate of nine (9) years.

2.06 Term of Members

- (1) The members named in Schedule “A”, shall continue to be members until the annual meeting of the members which corresponds to the date of expiry of the current term unless there is reappointment or earlier termination in accordance with the terms of this by-law.
- (2) Any member, if qualified in accordance with this by-law, shall be eligible for reappointment.

- (3) The term for each member shall expire (unless there is reappointment, or earlier termination pursuant to section 2.08) three (3) years after the date of appointment or reappointment, as applicable.
- (4) If a member is appointed to replace a member whose term is terminated earlier, the term of the new member shall be for the balance of the term of the member so replaced.

2.07 Rights and Terms of Associate Members

[intentionally deleted]

2.08 Termination of Membership

- (1) Any member may resign from the Corporation at any time by giving written notice thereof to the Secretary of the Corporation. Such resignation shall be effective on receipt of such notice by the Secretary and the name of such member shall be removed from the list of members maintained by the Secretary of the Corporation; or
- (2) Any membership may be terminated for cause (including, without limitation, conduct unbecoming a member, the member having been held by a court of competent jurisdiction to have violated some law and thereby subjected the Corporation to criticism or adverse publicity, or failure to comply with the letters patent, by-laws or standards of conduct and practice of the Corporation) by resolution of the Board passed by at least three-quarters (3/4) of the votes cast at a meeting of the directors of which notice specifying the intention to pass such resolution has been given, provided that:
 - (a) notice of such proposed action and the reasons therefore are given to the member at least thirty days before the Board meeting at which the action is to be taken; and
 - (b) the member is given an opportunity to be heard at such meeting if he or she so requests; or
- (3) Any membership shall automatically terminate if a receiving order is made against the member or a corporation which he or she controls or if he or she or a corporation which he or she controls makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or if an order is made declaring the member to be mentally incompetent or incapable of managing his or her affairs; or
- (4) Where a member is representative of a constituency by virtue of an elected position or employment, and where such election or employment ceases while such member is a member, the Board may declare such membership terminated; or

- (5) Any member appointed by the Minister shall cease to be a member upon delivery by the Minister to the Secretary of the Corporation of a letter from the Minister revoking such member's membership; or
- (6) A member who ceases to be a director of the Corporation shall automatically cease to be a member; or
- (7) Despite any provision to the contrary, (other than the second paragraph of section 2.01) any membership if not terminated earlier shall automatically terminate following the expiry of nine (9) years (in the aggregate) of service as a member as at the annual meeting of members in such ninth year.

2.09 Filling Vacancies

- (1) A vacancy in the position of a member appointed by the Nominations Committee shall be filled for the remainder of the vacant term by resolution of the Board.
- (2) A vacancy in the position of a member appointed by the Minister shall be filled for the remainder of the vacant term by the Minister in accordance with the criteria set out in Section 2.02 and the procedures set out in Section 2.03.

2.10 Ministerial Appointments

Despite any provision in section 2 to the contrary, if as at the date of the annual meeting of members any of the members to be appointed by the Minister under paragraph 2.02(2) have not yet been appointed by the Minister as contemplated by subsection 2.03(2), then the incumbent member or members previously appointed by the Minister for the expiring position or positions shall continue in office until a successor or successors are appointed by the Minister and admitted as a member or members at the next meeting of the members.

SECTION THREE

ADMINISTRATION OF THE CORPORATION

3.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto.

3.02 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.

3.03 Financial Year

Until otherwise ordered by the Board, the financial year of the Corporation shall end on the 31st day of December in each year.

3.04 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the Chair of the Board or the President or the Chief Operating Officer or a Director and by the secretary or any Senior Vice-President or any Vice-President or another Director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

3.05 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations 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 powers as the Board may from time to time prescribe or authorize.

3.06 Non-Profit

- (1) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
- (2) Nothing in subsection (1) prohibits a director from receiving remuneration, reimbursement or reasonable expenses incurred in connection with his or her services to the Corporation as a director in accordance with section 4.15 or prohibits any member from receiving reasonable remuneration and expenses for his or her services to the Corporation in any other capacity.

3.07 Distribution of Assets

Upon dissolution of the Corporation and after the payment of all its debts and liabilities, its remaining property shall be distributed or disposed of to such charitable organizations or to such organizations whose objects are beneficial to the community or province as may be determined by the Board, including any university or institution of higher learning or any corporation or association with objects similar to the objects of the Corporation.

3.08 Auditors

The members shall at each annual meeting of members appoint an auditor to audit the accounts of the Corporation for reporting to the members who shall hold office until the next following annual meeting of members; provided, however, that the directors may fill any casual

vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the directors. The members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

SECTION FOUR

DIRECTORS

4.01 Number of Directors and Quorum

The affairs of the Corporation shall be managed by its Board of directors. Until changed in accordance with the Act, the number of directors shall be sixteen (16). A quorum from time to time shall be one half of the then Board size plus one for the purposes of transacting business.

4.02 Qualifications

No person shall be eligible for election or appointment as a director unless he or she: (i) is at least eighteen years of age; (ii) is not an undischarged bankrupt; and (iii) is a member; throughout his or her term of office; provided that a person who is not a member may be a director if he or she is otherwise qualified and if he or she becomes a member within ten (10) days after his or her election, subject to the provisions of the Act.

4.03 Appointment and Term

Each member from time to time shall be a director of the Corporation by virtue of being a member and shall serve no more than an aggregate of nine (9) years.

4.04 Vacation of Office

The office of a director shall be vacated if a director ceases to be a member.

4.05 Calling of Meetings

Meetings of the Board shall be held from time to time at the call of the Board or the Chair or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than seven days before the time when the meeting is to be held, save that no notice of meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

4.06 First Meeting of the Board

Provided a quorum of directors is present, each newly elected Board may without notice hold a first meeting immediately following the meeting of members at which such Board is elected.

4.07 Regular Meetings

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.

4.08 Place of Meeting

Meetings of the Board may be held anywhere within or outside Ontario.

4.09 Chair

The Chair of the Board or, in his or her absence the Vice-Chair, shall be chair of any meeting of directors. If neither the Chair nor the Vice-Chair is present, the directors present shall choose one of their number to be chair.

4.10 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question unless otherwise provided in the by-laws. In case of any equality of votes, the motion shall be deemed not approved.

4.11 Attendance by Electronic Means

If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

4.12 Written Resolutions

A resolution in writing, which shall be deemed to include counterparts delivered by fax or similar form of electronic transmission, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

4.13 Interest of Directors in Contracts

Subject to the provisions of the Act, no director shall be disqualified by his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.14 Declaration of Interest

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

4.15 Remuneration

The directors shall be paid such remuneration as the Board may from time to time determine. The directors shall also be entitled to be paid for travelling and other expenses properly incurred by them in attending the meetings of the Board, Board committees or members. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

4.16 Nominations Committee

- (1) On or before November 1st of each year, a Nominations Committee comprised of five (5) Qualified Individuals (the “NC Members”), shall be formed as follows:
 - (a) two (2) individuals appointed by the OHBA by written notice delivered to the Secretary of the Corporation, each of whom must be a Qualified Individual of a member of OHBA in good standing;
 - (b) two (2) individuals appointed by the Minister by written notice delivered to the Secretary of the Corporation; and
 - (c) one (1) Director of the Corporation appointed by the Board.
- (2) The NC Members shall hold such position until the earlier of:
 - (a) the annual meeting of members following his or her appointment to the Nominations Committee; or
 - (b) his or her removal from such position by written notice delivered to the Secretary of the Corporation, from whichever of OHBA, the Minister or the Board appointed him or her to the Nominations Committee; or
- (3) Any vacancy on the Nominations Committee that occurs between November 1st and the next annual meeting of members shall be filled by whichever of OHBA, the Minister or the Board appointed the individual who vacated his or her position.
- (4) The Nominations Committee shall identify and nominate individuals to become members in accordance with this by-law and shall seek input from management of the Corporation and other relevant stakeholders regarding the operational and strategic needs of the Corporation.

- (5) The Board appointed NC Member shall be the chair of the Nominations Committee. A quorum for the transaction of business at a meeting of the Nominations Committee shall be all five (5) NC Members then appointed. Provided, if a NC Member cannot attend meetings due to disability or otherwise, and rescheduling cannot accommodate the absences, then the Board may appoint another NC Member to replace the unavailable NC Member on the same terms as paragraph 4.16(1)(c) to ensure the Nominations Committee can fulfil its mandate in the timeframes required. All decisions of the Nominations Committee shall be decided by a majority vote. Each NC Member shall have one (1) vote for each question put before the Nominations Committee except for the chair of the Nominations Committee who shall only have a vote in the event of a tie.
- (6) The provisions of Sections 4.05, 4.07, 4.08, 4.11 and 4.12 of this by-law shall apply with necessary modifications to the Nominations Committee.

4.17 Other Committees

The Board may from time to time appoint such committee or committees, person or persons (whether or not directors or members) as it deems necessary or appropriate for such purposes, but the functions of any such other committees shall be advisory only. The quorum for any such committee shall be a majority of its members. Any such Committee shall elect a Chair and a Vice-Chair and shall have the authority to formulate its own rules or procedures, subject to such regulations, directions or approvals as the Board may from time to time make.

SECTION FIVE

OFFICERS

5.01 Election of Chair and Vice-Chair

From time to time the Board shall elect a Chair and a Vice-Chair from among the directors of the Corporation.

5.02 Appointment of Other Officers

From time to time the Board shall appoint a President and a Secretary and may appoint a Chief Operating Officer and one or more Vice-Presidents, and such other officers as the Board may determine. The officers so appointed may not be directors.

5.03 Terms of Office and Remuneration

The terms of employment and remuneration of officers elected or appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any officer of the Corporation without prejudice to such officer's rights under any employment contract; otherwise, each officer elected or appointed by the Board shall hold office until his or her successor is

elected or appointed, except that the term of office of the Chairman of the Board and the Vice-Chair of the Board shall expire if and when he or she shall cease to be a director.

5.04 Chair of the Board

The Chair of the Board shall, if present, preside at all meetings of the Board and at all meetings of members. In addition, the Board may assign to him or her any of the powers and duties that are by any provisions of this by-law assigned to the President, and he or she shall have such other powers and duties as the Board may prescribe. During the absence or disability of the Chair of the Board, the Vice-Chair shall assume all his or her powers and duties.

5.05 Vice-Chair of the Board

The Vice-Chair of the Board shall, in the absence of the Chair, preside at all meetings of the Board and at all meetings of members. During the absence or disability of the Chair of the Board, the Vice-Chair shall assume all his or her powers and duties, including and without limiting the generality of the foregoing the power to sign all documents and certificates requiring the signature of the Chair.

5.06 President

The President shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the Board and to settle the terms of their employment and remuneration. The President may also be referred to as the Chief Executive Officer. During the temporary absence or disability of the President, his or her duties shall be performed and his or her powers exercised by the Chief Operating Officer or other individual so designated by the President.

5.07 Chief Operating Officer

The Chief Operating Officer, if one is appointed, shall have the general management and direction, subject to the authority of the Board, and the supervision of the President, of the Corporation's business and affairs. The Chief Operating Officer may also be known as the Senior Vice-President or Executive Vice-President.

If the President has not so designated, the Chair of the Board may appoint a Vice-President to perform the duties and exercise the powers of the President during his or her absence or disability.

5.08 Registrar

The Board shall appoint the President as Registrar, and may appoint one or more Deputy Registrars, who shall perform the duties and exercise the powers given to the Registrar by the *Ontario New Home Warranties Plan Act*, and the Regulations under that Act, under the supervision of the Board and who shall perform such other duties as are assigned by the Board.

5.09 Secretary

The Secretary shall attend at and be the secretary of all meetings of members and directors and shall enter or cause to be entered in a book kept for that purpose minutes of all proceedings thereat. He or she shall give or cause to be given, as and when instructed, all notices to members and directors. He or she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

The Board may also appoint an Assistant Secretary to attend at and be the secretary of any or all meetings of members and directors, and to be the custodian of the stamp, books and records belonging to the Corporation.

5.10 Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the President may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.

5.11 Variation of Duties

From time to time the President may add to the duties of any other officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any officer.

5.12 Agents and Attorneys

The President shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

5.13 Fidelity Bonds

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

SECTION SIX

PROTECTION OF DIRECTORS AND OFFICERS

6.01 Limitation of Liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own wilful neglect or default.

6.02 Indemnity

Every director, member, officer, Registrar, Deputy Registrar, Ombudsperson and Counsel of the Corporation, and each such person's heirs, administrators, executors and personal representatives, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation to the maximum extent permitted by the Act, but subject to any specific terms and conditions in respect of indemnification as are contained in any agreement of indemnification between the Corporation and such person.

SECTION SEVEN

MEETINGS OF MEMBERS

7.01 Annual Meetings

The annual meeting of the members shall be held at such time and on such day in each year as the Board or the Chair of the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing and fixing remuneration of auditors, and fixing or authorizing the transaction of such other business as may properly be brought before the meeting.

7.02 Special Meetings

The Board or the Chair of the Board shall have power to call a special meeting of members at any time.

*This by-law is under review with a view to revising and updating the by-law to conform with the new Ontario Not-For-Profit Corporations Act, 2010 (awaiting Royal Assent).

7.03 Place of Meetings

Meetings of members may be held anywhere within or outside Ontario, as determined by the Board.

7.04 Notice of Meeting

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation as a member. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

7.05 Meeting Without Notice

A meeting of members may be held at any time and place without notice if all the members entitled to Notice thereof are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

7.06 Chair, Secretary and Scrutineer

The Chair of the Board, or in his or her absence the Vice-Chair, shall be chair of any meeting of members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Corporation be absent, the chair shall appoint some person, who need not be a member, to act as Secretary of the meeting. If so desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

7.07 Persons Entitled to be Present

The only persons entitled to attend a meeting of members shall be the members, the auditors of the Corporation, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or 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.

7.08 Quorum

A quorum for the transaction of business at any meeting of members shall be one half of the then Board size plus one.

7.09 Right to Vote

At any meeting of members every person shall be entitled to one vote who is at the time of the meeting entered in the books of the Corporation as a member.

7.10 Proxies

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

7.11 Votes to Govern

At any meeting of members every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast by the members on the question.

7.12 Show of Hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.13 Polls

After a show of hands has been taken on any question, the chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to one vote for each member represented by that person and the result of the poll shall be the decision of the members upon the said question. A poll may be taken by telephone, in person, or by facsimile transmission or other electronic means at any time before, during or after a meeting, provided that an entry to that effect is made in the minutes of the meeting.

7.14 Casting Vote

In the case of any equality of votes at any meeting of members either upon a show of hands or upon a poll, the motion shall be deemed not approved.

7.15 Attendance by Electronic Means

If all the members of the Corporation consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the members by means of such conference telephone or other communications facilities as to permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.

7.16 Written Resolutions

A resolution in writing, which shall be deemed to include counterparts delivered by fax, email or similar form of electronic transmission, 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.

SECTION EIGHT

NOTICES

8.01 Method of Giving Notices

Any notice (which term in this Section Eight includes any communication or document) to be given (which term in this Section Eight includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his or her said address or if sent to him or her at his or her said address by any means of telephone, wire or wireless, email or fax, or any other form of transmitted or recorded communication. Documents or other materials are sufficiently sent if the email notice contains reference to a link to a Board portal maintained by the Secretary, where the recipient can access such documents or other materials. The Secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice sent by any means of wire or wireless, email or fax, or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

8.02 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.

8.03 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.

8.04 Waiver of Notice

Any member (or his or her duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event for which notice is required to be given, shall cure any default in giving such notice.

SECTION NINE

BY-LAWS

9.01 Repeal

By-Law No. 1, a by-law of the Corporation passed on the 27th day of October, 1994, as amended, is hereby repealed.

9.02 Effective Date

This by-law shall come into force when passed by the directors of the Corporation and confirmed by the members by at least two-thirds (2/3) of the votes cast at a general meeting of the members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all the members.

9.03 Enactment and Amendment

- (1) The Board may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs and may from time to time by by-law amend, repeal or re-enact the by-laws and any such by-law if ratified by the members, shall be sanctioned by the members and become effective in accordance with the Act.
- (2) Notwithstanding anything else in this by-law, no amendments to subsections 1.01(i), 1.01(j) and 1.01(k) and Sections 2.02, 2.03, 2.05, 2.07, 2.08, 4.03 and 4.16 of this by-law shall be effective unless:
 - (a) passed by the directors of the Corporation at a meeting of the directors for which notice to pass a resolution of such amendment has been given; and

- (b) confirmed by an eighty percent (80%) majority of the members at a meeting of members for which notice to pass a resolution of such amendment has been given.

AMENDED by the Directors of the Corporation on the 25th day of April 2019

Paul Golini Jr., Chair

Lesley Ross, Secretary

CONFIRMED by the members of the Corporation by Special Resolution on the 25th day of April 2019.

Lesley Ross, Secretary

SCHEDULE “A”

Term – Information

Member/Director	Current Term Expires*	Board Term Limit Expires
OHBA Nominees		
Bob Finnigan	2021	2022
Danny Gabriele	2021	2021
Sheldon Libfeld	2020	2022
Greg Graham	2020	2023
Paul Golini Jr.	2020	2023
Ministry Appointees		
Lynn Peterson	2020	2020
Wendy Rinella	2020	2023
RJ Falconi	2020	2029
Glen Padassery	2020	2029
At-Large Nominees		
Hari Panday	2020	2023
Andrew Kenins	2020	2026

*unless renewed in accordance with the terms of this By-Law No. 1

Schedule A updated April 2019