

*Approved April 27, 2023*

## **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:

## Section One – Interpretation

### 1.01 Definitions

- (1) In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- (a) **"Act"** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
  - (b) **"articles"** means the articles of incorporation the Corporation, as from time to time amended and supplemented;
  - (c) **"Board"** means the board of directors of the Corporation;
  - (d) **"by-laws"** means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect (but, for greater certainty, not including by-laws enacted pursuant to section 23 of the ONHWP Act or a successor provision);
  - (e) **"Chair"** means the chair of the Board;
  - (f) **"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;
  - (g) **"Corporation"** means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
  - (h) **"director"** means an individual occupying the position of director of the Corporation by whatever name the individual is called;
  - (i) **"meeting of members"** includes an annual meeting of members and a special meeting of members;
  - (j) **"member"** means a member of the Corporation;
  - (k) **"members"** means the collective membership of the Corporation;

- (l) **“Minister”** means the Minister of the Ministry, from time to time;
- (m) **“Minister’s Board Competency Order”** means the “Minister’s Order Re: Competency Criteria Under the Ontario New Home Warranties Plan Act”, dated November 27, 2019;
- (n) **“Minister’s Board Percentage Order”** means the “Minister’s Order Re: Maximum Percentage of Board Members Under the Ontario New Home Warranties Plan Act”, dated November 27, 2019;
- (o) **“Minister’s Board Size Order”** means the “Minister’s Order to Decrease Size of Board Under the Ontario New Home Warranties Plan Act”, dated November 27, 2019;
- (p) **“Minister’s Orders”** means the Minister’s Board Percentage Order, the Minister’s Board Competency Order and the Minister’s Board Size Order, and each of them is a “Minister’s Order”;
- (q) **“Ministry”** means the Ministry of the Provincial Government which has responsibility for relations with the Corporation from time to time;
- (r) **“Nominations Committee”** means Corporation’s Governance, Regulatory Affairs and Nominations Committee;
- (s) **“Officer”** means an officer of the Corporation.
- (t) **“ONHWP Act”** means the *Ontario New Home Warranties Plan Act* as amended, restated or replaced from time to time;
- (u) **“Ontario Builders”** means:
  - (1) builders;
  - (2) vendors;
  - (3) individuals who are employees of a builder, vendor or industry association representing the interests of builders or vendors;
  - (4) individuals whose services are retained by a builder, vendor or industry association representing the interest of builders and vendors;

(5) individuals who are directors, members, officers or agents of a builder, vendor, or industry association representing the interests of builders or vendors;

(6) individuals who within the one-year period before becoming a director of the Corporation met the description in any of subparagraphs (1) through (5).

(v) **“Qualified Individual”** means an individual who:

(1) is eighteen (18) or more years of age;

(2) has not been found under the Substitute Decisions Act, 1992 (Ontario) or the Mental Health Act (Ontario) to be incapable of managing property;

(3) has not been found to be incapable by any court in Canada or elsewhere; and

(4) does not have the status of bankrupt;

(w) **“special meeting of members”** means a meeting of members other than the annual meeting of members.

## 1.02 Extended Meanings

Other than as specified in section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.03 Severability and Precedence

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. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

## **Section Two – Membership**

### **2.01 Membership by Virtue of Office**

There shall be one class of members of the Corporation, consisting of those individuals who are the current directors of the Corporation at any given time. A membership in the Corporation is not transferable and automatically terminates if the member resigns or such membership is otherwise terminated in accordance with this by-law or the Act.

### **2.02 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.

## **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**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **3.03 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

### **3.04 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments in writing requiring execution by the Corporation may be signed in the manner and by the person or persons directed by the Board from time to time or, in the absence of direction from the Board, by any two officers or directors. Any person authorized to sign an

instrument on behalf of the Corporation may affix the corporate seal thereto. Any director or officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **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 the director's services to the Corporation as a director in accordance with section 4.22 or prohibits any member from receiving reasonable remuneration and expenses for the member's services to the Corporation in any other capacity.

### **3.07 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 at a special 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 may by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term, failing which the directors shall immediately fill the vacancy in the position of auditor.

## Section Four – Directors

### 4.01 Orders of the Minister

This by-law is subject to any orders of the Minister made under the ONHWP Act. The Corporation shall amend this by-law as necessary to comply with any orders of the Minister. Without limiting the generality of the foregoing sentence, the provisions of sections 4.02, 4.03 and 4.04 shall be subject to any order of the Minister that amends, modifies or otherwise overrides one or more of the Minister's Orders and the Corporation shall take such action as is reasonably necessary to constitute the Board in a manner that complies with any order of the Minister that amends, modifies or otherwise overrides the Minister's Orders.

### 4.02 Number of Directors and Quorum

The affairs of the Corporation shall be managed by its Board. Subject to an order by the Minister pursuant to section 2.3(2) of the ONHWP Act amending, modifying or otherwise overriding the Minister's Board Size Order, the Board shall consist of twelve (12) directors. A quorum for the purposes of transacting business shall be a simple majority of the directors in office at the time.

### 4.03 Qualifications

- (1) Subject to any order of the Minister under the ONHWP Act, no person shall be eligible for election or appointment as a director unless he or she is a Qualified Individual and otherwise meets applicable qualification requirements.
- (2) The directors shall consist of: (i) any directors appointed by the Minister under section 2.4(1) of the ONHWP Act; and (ii) the directors elected by the members following nomination by the Nominations Committee.
- (3) The Nominations Committee shall assess director candidates against the Competency Framework, considered in light of the future needs of the Corporation, and ensure that the directors collectively satisfy the requirements set out in the Competency Framework, including, subject to any order of the Minister pursuant to the ONHWP Act amending, modifying or otherwise overriding the Minister's Board Competency Order, that at least one or more members of the Board shall have the following competencies:

- (a) experience or knowledge of alternative dispute resolution theory and practice; and
- (b) possess a positive orientation for proactive consumer protection initiatives, including with respect to new home purchasers and owners.

#### **4.04 Composition of the Board**

Without limitation of the Minister's authority under section 2.4(1) of the ONHWP Act to appoint at pleasure one or more directors, and subject to section 4.05, the directors shall be:

- (1) such individuals as may be appointed directors by the Minister. Pursuant to section 2.4(3) of the ONHWP Act, the members of the Board appointed by the Minister may include, (a) representatives of the public, consumer groups, businesses or government organizations; and (b) representatives of other interests as the Minister determines. Pursuant to section 2.4(2) of the ONHWP Act, the members of the Board appointed by the Minister shall not form a majority of the Board.
- (2) Up to four (4) individuals who are Ontario Builders.
- (3) a sufficient number of other individuals to bring the number of directors to twelve (12), nominated by the Nominations Committee and elected by the members.
- (4) No director nominated by the Nominations Committee shall be:
  - (a) an employee of the Corporation; or
  - (b) employed by or directly associated with the Ministry.

#### **4.05 Minister's Board Percentage Order**

Subject to an order by the Minister pursuant to the ONHWP Act amending, modifying or otherwise overriding the Minister's Board Percentage Order, no more than four directors (constituting no more than 34% of the twelve (12) director positions on the Board), whether nominated by the Nominations Committee or appointed by the Minister, shall be drawn from among the classes of persons defined as Ontario Builders.



#### **4.06 Admission of Directors**

Individuals shall be admitted as directors as follows:

- (1) Individuals nominated by the Nominations Committee in accordance with section 4.04 to become directors of the Corporation shall be admitted as directors (and, by virtue of their office, as members) at the later of (i) the annual meeting of members at which they are elected, or (ii) the date that written notice with the names and addresses of the individuals nominated together with a certified resolution of the Nominations Committee making such nominations are delivered to the Secretary of the Corporation.
- (2) Individuals appointed as directors by the Minister shall be admitted as directors (and, by virtue of their office, as members) as of the date of the letter from the Minister making such appointments or, if a different date is specified in such letter from the Minister, as of such specified date. The date need not be tied to an annual meeting of members.

#### **4.07 Rights of Directors**

A director shall have the right to: notice of, attend at, participate in and vote at all meetings of directors and all other rights and privileges of directorship in the Corporation.

#### **4.08 Maximum Term of Office**

Subject to subsection 4.10(7), directors nominated by the Nominations Committee shall not serve as directors for more than an aggregate of nine (9) years. Directors appointed by the Minister shall serve as directors for the term specified in the appointment or until otherwise removed by an order of the Minister.

#### **4.09 Term of Directors**

- (1) The directors nominated by the Nominations Committee shall continue to be directors until the annual meeting of the members which corresponds to the date of expiry of the director's term unless there is earlier termination in accordance with the terms of this by-law. The directors who are appointed by the Minister shall continue to be directors for the term specified in their appointment or until otherwise removed by an order of the Minister.

- (2) Subject to section 4.08, any director, if qualified in accordance with this by-law, shall be eligible for re-election or reappointment, as the case may be.
- (3) Subject to subsections (4) and (5), the term for each director nominated by the Nominations Committee shall expire (unless there is earlier or later termination in accordance with the terms of this bylaw) on the date of the third annual meeting after the annual meeting at which the director was elected.
- (4) If a director nominated by the Nominations Committee is elected to replace a director whose term is terminated earlier, the term of the new director shall be for the balance of the term of the director so replaced.
- (5) If in any year the number of directors whose term expires in that year exceeds four, then the terms of the directors elected in that year shall be of varying lengths determined by the Board so that to the extent practicable the terms of office of the directors are evenly staggered such that the terms of office of an approximately equal number of directors expire at each annual meeting over a three year period (without breaching section 4.08).
- (6) The Secretary shall maintain an up-to-date list of directors, including their terms, an updated copy of which shall be provided to the directors each time the list changes.

#### 4.10 Termination of Directorship; Discipline

- (1) **Resignation:** Any director may resign from the Corporation at any time by giving written notice thereof to the Secretary of the Corporation. A resignation of a director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation whichever is later.
- (2) **Termination by members' resolution:** The members of a Corporation may, by ordinary resolution at a special meeting, remove from office any director or directors nominated by the Nominations Committee with cause, including: breach of fiduciary duty or duty of care; contravention of the Board's code of conduct, contravention of Corporation's organizational bylaw or bylaws or articles of incorporation; contravention of laws material to the Corporation; conduct unbecoming; the director personally or an entity of which the director is an officer, director or principal is subject to proceedings under creditor protection legislation; or conduct that may

reasonably subject the Corporation to criticism or adverse publicity, in each case as determined by a majority of the members. The director in question shall not participate in the vote. The director in question shall be:

- (a) given not less than 10 days' notice of the special meeting together with written reasons for the proposed removal,
  - (b) entitled to give the Corporation a written statement giving reasons for opposing the director's removal as a director and upon receipt a copy of such statement shall immediately be provided to each member; and
  - (c) given an opportunity to be heard at the special meeting.
- (3) **Discipline:** In addition to any instruction or guidance that the Chair may give to a director from time to time, the Board may, by resolution, impose disciplinary sanctions against a director, including but not limited to reprimanding the director, requiring education of the director, or requiring that the director publish an apology or statement.
- (4) **Automatic termination:** Any directorship shall automatically terminate if the director dies or ceases to be a Qualified Individual.
- (5) **Termination due to exceedance of Ontario Builder threshold:** If, as a result of the Minister appointing a director to the Board who is an Ontario Builder, there are more directors on the Board who are Ontario Builders than is permitted by the Minister's Board Percentage Order, the director who is an Ontario Builder most recently nominated by the Nominations Committee shall immediately cease to be a director, effective as of the date of the Minister's said appointment. If a director nominated by the Nominations Committee on the understanding the individual is not an Ontario Builder is subsequently determined to be an Ontario Builder and as a result, there are more directors on the Board who are Ontario Builders than is permitted by the Minister's Board Percentage Order, such director shall as soon as practicable cease the activities that qualify such director as an Ontario Builder or alternatively tender the director's resignation effective upon receipt by the Secretary of the Corporation.
- (6) **Termination of director appointed by the Minister:** Any director appointed by the Minister shall cease to be a director upon delivery by the

Minister to the Secretary of the Corporation of a letter from the Minister revoking such director's directorship.

- (7) **Termination of director who has served 9 years:** Despite any provision to the contrary, any directorship of a director nominated by the Nominations Committee if not terminated earlier shall automatically terminate following the expiry of nine (9) years (in the aggregate) of service as a director as at the annual meeting of directors in such ninth year.

#### 4.11 Filling Vacancies

- (1) A vacancy in the position of a director nominated 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 director appointed by the Minister may be filled by the Minister.
- (3) Where there is a vacancy in the position of a director, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

#### 4.12 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 (except if a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called), or if those absent waive notice of or otherwise signify their consent to such meeting being held.

#### 4.13 First Meeting of the Board

Each newly elected Board may without notice hold a first meeting immediately following the meeting of members at which such Board is elected.

#### **4.14 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each director, and no other notice shall be required for any such meetings.

#### **4.15 Adjourned meeting**

The Chair may, with the majority consent of directors present at any meeting of the Board, adjourn the same from time to time (with notice of such adjournment to be given to the directors if the adjournment is to a new calendar date), unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **4.16 Chair**

The Chair of the Board or, in the Chair's 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.

#### **4.17 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, and the Chair shall not have a second or casting vote.

#### **4.18 Attendance by Electronic Means**

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 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.

#### **4.19 Written Resolutions**

A resolution in writing, which shall be deemed to include counterparts delivered by email 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.

#### **4.20 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 at the meeting at which the matter is first discussed or, if the director's interest arises thereafter, then at the first meeting after the director's interest arises. A newly elected director with such an interest shall disclose the interest at the director's first meeting. Except as provided by the Act, no such director shall attend any part of a meeting of directors during which the contract or arrangement is discussed or vote on any resolution to approve any such contract or arrangement.

#### **4.21 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.

#### **4.22 Nominations Committee**

- (1) The Governance, Regulatory Affairs & Nominations Committee as it exists at November 1 each year shall serve as the Nominations Committee but shall have the following composition requirements. The Nominations Committee shall include:
  - (a) The Chair of the Board;
  - (b) Four (4) Qualified Individuals elected as directors by the Board or appointed by the Minister, of whom at least two (2) shall be directors who are not up for re-election or re-appointment in the year.
  - (c) Provided if there are directors on the Board who were appointed as directors by the Minister, the Nominations Committee shall have one (1) Ministerial appointee;

and

In all cases at no time may the majority of members of the Nominations Committee (the "NC Members") be made up of (i) Ministerial appointees; or (ii) Ontario Builders.

- (2) Each NC Member shall hold such position until the earlier of:
  - (a) the annual meeting of members following the nomination and election process leading up to the annual meeting of members;
  - (b) the NC Member's resignation as an NC Member; and
  - (c) the NC Member's removal as a NC Member by 2/3 majority vote of the Board.
- (3) Any vacancy on the Nominations Committee that occurs between November 1<sup>st</sup> and the next annual meeting of members shall be filled by whoever (the Minister or the Board) appointed or elected the individual who vacated the position.
- (4) The Nominations Committee shall identify and nominate individuals to become directors 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 Chair of the Board shall be the chair of the Nominations Committee unless he or she is up for re-election or re-appointment. A quorum for the transaction of business at a meeting of the Nominations Committee shall be four (4) NC Members . Provided, if an NC Member cannot attend meetings due to disability or otherwise, and rescheduling cannot accommodate the absences, then the Board may by resolution designate another person to replace the unavailable NC Member on the same terms as subsection (1) 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 4.12, 4.14, 4.15, 4.18 and 4.19 of this by-law shall apply with necessary modifications to the Nominations Committee.

#### 4.23 Other Committees

- (1) The Board may from time to time create one or more committees of the Board. Except as set out in this by-law, the functions of a committee shall be advisory only. The quorum for a committee shall be a majority of its members. The Board shall elect a Chair and a Vice-Chair for each committee. The committee 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. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- (2) The Board may from time to time create one or more committees (however styled) composed of a mixture of directors and non-directors, or composed entirely of non-directors. The functions of the committee shall be advisory only. The quorum for the committee shall be a majority of its members provided, in the case of committees that include directors, that at least one director is present. The Board shall designate a Chair and a Vice-Chair for each committee. The committee 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. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- (3) The Board may from time to time appoint a person or persons to carry out a specified role as directed by the Board. The functions of the person or persons shall be advisory only. The Board shall determine the terms of reference for any such appointment. The Board may terminate the appointment by resolution at any time.

## Section Five – Officers

### 5.01 Election or Appointment of Chair and Vice-Chair

The Board shall elect a Chair from among the members of the Board, unless the Minister appoints a Chair from among the members of the Board pursuant to section 2.5 of the ONHWP Act. The Minister may revoke the Minister's appointment of the Chair at the Minister's discretion.



The Board shall elect a Vice-Chair from among the members of the Board.

## **5.02 Appointment of Other Officers**

The Board shall appoint a President and a Secretary and may appoint a Chief Administrative 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**

- (1) The terms of employment and remuneration of officers elected or appointed by the Board shall be settled by it from time to time.
- (2) Subject to the Minister's power to appoint and revoke the appointment of the Chair pursuant to section 2.5 of the ONHWP Act, the Board may remove at its pleasure any officer of the Corporation (other than a Chair appointed by the Minister) without prejudice to such officer's rights under any employment contract; otherwise, each officer elected or appointed by the Board shall hold office until the officer's successor is elected or appointed.
- (3) The term of office of the Chair of the Board and the Vice-Chair of the Board shall otherwise expire if and when the individual ceases 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 the Chair such other duties as the Board may determine or as are required by law.

## **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 the Chair's 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

Subject to the authority of the Board, the President shall have the general management and direction 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. Unless otherwise determined by the Board: (a) in the event of the temporary absence of the President, the President's duties shall be performed and the President's powers exercised by the individual so designated by the President; and (b) in the event of the death, resignation, termination, or disability of the President, the President's duties shall be performed and the President's powers exercised by the individual so designated by the Board.

## 5.07 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 ONHWP 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.

## 5.08 Secretary

- (1) The Secretary shall, except when some other officer or agent has been appointed for that purpose:
  - (a) give, or cause to be given, all notices required to be given to members, directors and auditors;
  - (b) attend at and be the secretary of all meetings of members and directors, and enter or cause to be entered in a book kept for that purpose minutes of all proceedings at such meetings;
  - (c) be the custodian of the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and
  - (d) have such other powers and duties as the directors or the President may determine.
- (2) 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 corporate seal, books and records belonging to the Corporation.

### **5.09 Chief Financial Officer**

- (1) The Chief Financial Officer shall, except when some other officer or agent has been appointed for that purpose:
  - (a) keep proper books of account and accounting records with respect to all financial and other transactions of the Corporation;
  - (b) be responsible for the deposit of money, the safe keeping of securities and the disbursement of the funds of the Corporation;
  - (c) render to the directors when required an account of all transactions of the Treasurer and of the financial position of the Corporation;
  - (d) have such other powers and duties as the directors or the President may determine.

### **5.10 Other Officers**

The Board may appoint such other officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.11 Variation of Duties**

From time to time the President may add to the duties of any other officer (other than the Chair and Vice-Chair) 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 Conflict of Interest**

- (1) It shall be the duty of every officer 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 disclose such interest to the Corporation at the earlier of:

- (a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;
- (b) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after the officer becomes so interested; or
- (c) if a person who is interested in a contract or transaction later becomes an officer, forthwith after the person becomes an officer.

## Section Six – Protection of Directors and Officers

### 6.01 Limitation of Liability

- (1) Provided that a director or officer has complied with the Act and its regulations, no director or officer of the Corporation shall be liable for:
  - (a) the acts, receipts, neglects or defaults of any other director or officer or employee;
  - (b) joining in any receipt or other act for conformity;
  - (c) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board for or on behalf of the Corporation;
  - (d) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
  - (e) 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;
  - (f) any loss occasioned by any error of judgment or oversight on the directors or officer's part;
  - (g) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the

same are occasioned by the director's or officer's own wilful neglect or default.

## **6.02 Indemnity**

Every director, member, officer, Registrar, Deputy Registrar, and employee 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 against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the corporation or other entity, to the maximum extent permitted by the Act and applicable law, 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.

## **6.03 Insurance**

The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 6.1 or section 6.2 to the extent permitted by the Act.

# **Section Seven – Meetings of Members**

## **7.01 Annual Meetings**

- (1) The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the by-laws or articles.
- (2) The business transacted at the annual meeting shall include:
  - (a) receipt of the agenda;
  - (b) receipt of the minutes of the previous annual and subsequent special meetings;
  - (c) consideration of the financial statements;

- (d) report of the auditor;
  - (e) reappointment or new appointment of the auditor for the coming year;
  - (f) election of directors; and
  - (g) such other or special business as may be set out in the notice of meeting.
- (3) No other item of business shall be included on the agenda for an annual meeting unless a member has given notice to the Corporation of any matter that the member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

## **7.02 Special Meetings**

The Board may call a special meeting of the members. The Board shall call a special meeting on written requisition of members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

## **7.03 Place of Meetings**

Meetings of members may be held anywhere in Ontario or, if all members agree, at a location outside Ontario. A virtual meeting is deemed to be held in Ontario.

## **7.04 Notice of Meeting**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special members' meeting shall be given in the manner specified or permitted in the Act to each member, each director and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

## **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 if those not present 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 Adjournments**

The Chair may, with the majority consent of those present at any members' meeting, adjourn the meeting from time to time with notice of the adjournment and the subsequent meeting date to be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **7.07 Chair, Secretary and Scrutineer**

The Chair of the Board, or in the Chair's absence the Vice-Chair, shall be chair of any meeting of members. If no such officer is 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 is absent, the chair shall appoint some competent 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.

### **7.08 Persons Entitled to be Present**

The only persons entitled to attend a members' meeting are the members, the directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the by-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the members present at the meeting.

### **7.09 Quorum**

A quorum for the transaction of business at any meeting of members shall be a simple majority of current members.

### **7.10 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.

## **7.11 Voting**

- (1) Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law, provided that:
- (a) votes shall be taken by a show of hands among all members present;
  - (b) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot shall be taken in such manner as the chair of the meeting shall direct; and
  - (c) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **7.12 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 is a vote in which each member's vote is identified in the minutes of the meeting. A poll 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. 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 email 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.

## **7.13 Casting Vote**

In the case of any equality of votes at any meeting of members, the motion shall be deemed not approved. The chair of the meeting shall not have a second or casting vote.

## **7.14 Attendance by Electronic Means**

Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person so



participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

### 7.15 Written Resolutions

A resolution signed by all 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. Such a resolution may be signed using an electronic signature and may consist of two or more signed counterparts delivered by email or similar form of electronic transmission.

## Section Eight – Notices

### 8.01 Method of Giving Notices

- (1) Any notice or other document required or permitted to be sent to any member, director or officer, or to the auditor shall be delivered personally, or sent by prepaid mail, or by email or other electronic means:
  - (a) to a member at the member's latest address as shown in the records of the Corporation;
  - (b) to a director or officer at the director's or officer's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and
  - (c) to the auditor at its business address.
- (2) Notices and other documents are sufficiently sent if the email notice contains a link to a portal maintained by the Secretary, where the recipient can access such documents.
- (3) 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 the Secretary to be reliable.
- (4) A notice or other document shall be deemed to have been given: on the day of delivery when it is delivered personally; two days following posting by prepaid mail; and on the day of transmission when it is delivered by any means of electronic transmission.

## 8.02 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.

## 8.03 Waiver of Notice

Any member, director, officer, or auditor may waive any notice required to be given to that person under any provision of the Act, the articles, the by-laws or otherwise. 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 By-Law Effective Date and Amendment

- (1) Subject to subsection (2), this by-law, any amendment or repeal of this by-law, and any other by-law of the Corporation, shall come into force when passed by the directors of the Corporation and confirmed by ordinary resolution of the members or, in lieu of such confirmation, by the consent in writing of all the members.
- (2) If any amendment or repeal of this by-law changes the manner of giving notice to members entitled to vote at a meeting of members, or changes the method of voting by members not in attendance at a meeting of the members, then a special resolution of members is required for that portion of the by-law to come into force.
- (3) For greater certainty, no amendment or repeal of this by-law, or enactment of another by-law, shall be effective to the extent inconsistent with the Act or its regulations, the ONHWP Act or its regulations, an order of the Minister, or any of the Minister's rights under the ONHWP Act.

**AMENDED** by the Directors of the Corporation on the 27th day of April 2023.

		s/d
		Hari Panday, Chair
		s/d
		Lesley Ross, Secretary

**CONFIRMED** by the members of the Corporation by Special Resolution on the 27th day of April 2023.

		s/d
		Lesley Ross, Secretary