

REGIONAL HIV/AIDS CONNECTION

Presented to the RHAC Board on June 15 2011

Adopted by the Membership on September 8 2011

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**FOUNDING BY-LAW:
BY-LAW NUMBER ONE**

A by-law relating generally to the transaction of the business and affairs of the REGIONAL HIV/AIDS CONNECTION INC. whose objects are as follows:

- 1) To provide prevention and education services on the Human Immunodeficiency Virus (HIV) and/or Acquired Immune Deficiency Syndrome (AIDS) and related issues.
- 2) To provide support and outreach services to those living with, affected by, and at risk for the Human Immunodeficiency Virus (HIV) and/or Acquired Immune Deficiency Syndrome (AIDS) and related issues.
- 3) To act as advocates for people living with, affected by and at risk for the Human Immunodeficiency Virus (HIV) and/or Acquired Immune Deficiency Syndrome (AIDS) and related issues.

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BE IT ENACTED

As a by-law of the Foundation as follows:

**ARTICLE ONE:
INTERPRETATION**

- 1.01 Definitions**—In this by-law and all other by-laws and special resolutions of the Regional HIV/AIDS Connection Inc., unless the context otherwise requires:
- **“RHAC”** means the Regional HIV/AIDS Connection , Inc., incorporated as a corporation without share capital under the Act by letters patent dated the 8th of April 2011;
 - **“Act”** means the Corporations Act, of Ontario, and any Act that may be substituted therefor, as from time to time to be amended;
 - **“Board”** means the Board of Directors of RHAC;
 - **“by-law”** means this by-law and all other by-laws of RHAC from time to time in force and effect;
 - **Member-**
 - **“letters patent”** means the letters patent incorporating the Foundation, as from time to time amended and supplemented by supplementary letters patent;

- **“meeting of Members”** includes an annual general meeting of members and a special meeting of members;
- **“Task Groups”** shall include, or be considered synonymous with, a named “Working Group”, “Steering Group”, “Ad Hoc Committee” or any other such name as RHAC shall, from time to time, establish or appoint to carry out a special assignment on behalf of the Board;
- words importing the singular number include the plural and vice versa; and whole words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO: BUSINESS OF RHAC

- 2.01 Head Office**—Until changed in accordance with the Act, the head office of RHAC shall be in the City of London, in the County of Middlesex.
- 2.02 Corporate Seal**—Until changed in accordance with the Act, the corporate seal of RHAC shall be the form impressed hereon.
- 2.03 The Financial Year/Fiscal Year**—The fiscal year runs from April 1 through to March 31 unless otherwise determined by the Board or any statute of Law.

a) Finances

1. RHAC shall have the power to raise funds by such legal means as it may deem necessary
2. RHAC shall have the power to designate disbursements of funds and assets by legal means in the pursuit of its objectives.

- 2.04 Executive of Instruments**—deeds, transfers, licences, contracts and engagements may be entered into on behalf of RHAC on a basis of means authorized by the Board. Notwithstanding any provisions to the contrary contained in the bylaws of RHAC, the Board may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of RHAC may or shall be executed.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of RHAC shall be signed by such Officer or Officers, agent or agents of RHAC and in such manner as shall from time to time be determined by resolution of the Board. Any two (2) of such Officers or agents may endorse notes and drafts for collection on account of RHAC through its bankers, and endorse notes and cheques for deposit with RHAC’s bankers for the credit of RHAC, or the same may be endorsed “for collection” or “for deposit” with the bankers of RHAC using RHAC’s rubber stamp for the purpose. Any two of the Officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between RHAC and RHAC’s bankers and may receive all paid cheques and vouchers and sign all the bank’s forms or settlement of balances and releases or verification slips.

- 2.05 Banking Arrangements**—The banking business of RHAC 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, instruments and delegations of powers as the Board may from prescribe or authorize.

a) Borrowing—RHAC may from time to time:

1. borrow money on credit of RHAC for the benefit of RHAC;

2. issue, sell or pledge securities of RHAC;
3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of RHAC including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or debts, or any other obligation or liability of RHAC.

The Board may authorize any member, officer or employee of RHAC or any other person as its agent to make arrangements with reference to the monies borrowed or to be borrowed aforesaid and as the terms and conditions and to give such additional securities for any monies borrowed or remaining due to RHAC as its members may authorize, and generally to manage, transact and settle the borrowing of money by RHAC, subject to the provisions of the by-laws of RHAC.

- 2.06 Voting Rights in Other Companies**--The designated signing Officers of RHAC may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by RHAC. Such instruments, certificates or other documents shall be in favour of such person or persons as may be determined by the Officers signing them or arranging therefore. In addition, the Board shall from time to time direct the manner in which, or the person or persons by whom, any particular voting rights or class of voting rights may or shall be exercised.

ARTICLE THREE: DIRECTORS

- 3.01 Number of Directors and Quorum**--The affairs of RHAC shall be managed by its Board of Directors. Until changed in accordance with the Act, The minimum numbers of directors shall be seven (7) and the maximum number of Directors (16) shall be as follows:

- ten (10) general directors elected by the general membership;
- two (2) appointed directors who are people living with HIV and/or HCV
- one (1) appointed director who is a representative of the Middlesex London Public Health Unit
- two (2) appointed directors who are representatives of local agencies
- may include one (1) past President.

Fifty (50) percent plus one (1) of the total number of current Board Members shall constitute a quorum for the transaction of business.

- 3.02 Qualification**—no person shall be qualified as a director unless the following criteria are met

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.
5. A person who has the status of bankrupt.

Notwithstanding that a person who is not a Member of RHAC may be elected as a Director if they are otherwise qualified and if such person becomes a Member of RHAC within ten days after the person's election, subject to the provisions of the Act.

No person who is an employee of RHAC or who has been an employee of RHAC within the past twelve (12) months or who has applied for employment with RHAC within the past twelve (12) months shall be qualified to be a Director of RHAC unless otherwise directed by the Board.

3.03 Nominations to the Board--Nominees for election to the Board shall be nominated by another voting Member of RHAC and are required to submit a brief personal biography to the Membership, either in writing to a nominating committee prior to the annual meeting of Members or in person at the annual meeting of Members during which the election is to be held. All those nominated "from the floor" of an annual meeting of Members to the Board must be present at the meeting.

In accordance with board recruitment process representatives to the Board of Directors who are people living with HIV/AIDS or HCV are appointed by the Board from time to time.

The Representatives to the Board of Directors from the Middlesex-London Health Unit, and various other HIV/AIDS Community organizations to be named by the Board, are to be designated by their respective organizations on an annual basis, or such length of time as shall be deemed appropriate by said organizations, and their Membership on the RHAC Board shall be contingent on ratification by the Board at its first meeting after the annual meeting of Members.

3.04 Election and Term-- At the first meeting of the members and at each succeeding annual meeting at which an election of directors is required, the members shall, by ordinary resolution, elect directors to hold office for a term expiring not later than three (3) consecutive two (2) year terms after the election, as provided in the by-laws.

Retiring Directors shall be eligible for reelection provided that any such person does not hold the position of Director for more than three (3) consecutive terms of two (2) years. Said reelection may be by a show of hands or by resolution of the Members unless a ballot is demanded by any Member.

If a president and/or treasure are not elected at a meeting of the members, the incumbent directors continue in office until their successors are elected.

3.05 Removal of Directors--The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of Members called for the purpose, remove any Director before the expiration of the person's term of office and may, by majority vote at that meeting, elect another person in said Director's stead for the remainder of the term. The process for removal of a director must be highlighted at every members meeting where directors are elected

Directors who are absent without regrets for three (3) or more meetings of the Board of Directors within one calendar year may, at the discretion of the Board, be removed from office.

3.06 Vacation of Office--The office of a Director shall be vacated upon the occurrence of any of the following events:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.

5. A person who has the status of bankrupt.

- a) if the person submits an application for employment with RHAC; or
- b) if by notice in writing to RHAC the person resigns the person's office and such resignation, if not effective immediately, becomes effective in accordance with its terms. 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.

- 3.07 Vacancies**--Vacancies on the Board of Directors may be filled for the remainder of the term of office by the Board if the remaining Directors constitute a quorum. If the remaining Directors **do not** constitute a quorum, vacancies may be filled for the remainder of the term of office at a general meeting of Members called for the purpose. If the number of Directors is increased, a vacancy or vacancies on the Board is deemed to have occurred which may be filled in the manner above provided subject to the limitations in 3.01 (vacancies) a general meeting of the membership must be called for the purpose of filling vacancies on the Board of Directors if the total number of current Board members should fall below seven (7).
- 3.08 Calling of Meetings**--Meetings of the Board shall be held at the call of the Board or any three (3) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meetings being held.
- 3.09 First Meeting of New Board**--Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.
- 3.10 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 or 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. The Board of Directors should meet a minimum of eight (8) times per year.
- 3.11 Place of Meeting**--Meetings of the Board shall be held at the head office of RHAC or elsewhere in its service delivery region of Middlesex, Perth, Huron, Oxford, Elgin and Lambton
- 3.12 Chair**--The President, or in the President's absence the Vice-President shall be Chair of any meeting of Directors. If the vice president is not able to act as chair the Directors shall choose one of their number to be the Chair.
- 3.13 Votes to Govern**--At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of a tie vote the Chair of the meeting shall be entitled to a vote.
- 3.14 Declaration of Interest**--It shall be the duty of every Director of RHAC who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with RHAC to declare such interest in the manner and at the time required by the Act, and said Director shall be required to withdraw from any discussions or voting privileges relating to the subject matter in which he or she has declared the conflict of interest.

3.15 Remuneration--The Directors shall serve as such without remuneration but may request to be reimbursed for reasonable travel costs associated with attending Board meetings upon approval by the Chair. Nothing herein contained shall preclude any Director from serving RHAC in any other capacity, with the sole exception being as a regular employee of RHAC, and receiving compensation therefore.

3.16 Executive Committee -- An Executive Committee consisting of the President, the Vice-President, the Secretary, the Treasurer and possibly the Past President, may be appointed annually by the Board of Directors.

The Executive Committee shall have authorities as designated by the Board. The quorum for a meeting of the Executive Committee shall be three (3) of its Members. For any given purpose, the Chair may invite other persons to participate in the work of the Executive Committee.

Meetings of the Executive Committee shall be held at the head office of RHAC, or at such other place as the Executive Committee shall determine, by resolution. Forty-eight (48) hours notice of such meetings shall be sent, in writing (including email), to each Executive Committee Member provided however that no formal notice need be given if all Members of the Executive Committee are present or waive notice thereof in writing.

3.17 Task Groups--The Board shall appoint from among its members, task groups to carry out special assignments on behalf of the Board.

3.18 Ex Officio Directors--The Board may by resolution appoint Ex Officio Directors and determine whether such Directors are voting or non-voting.

ARTICLE FOUR: OFFICERS

4.01 Election of President--The Board shall elect from among its Members a President for a two-year term.

4.02 Appointment of Other Officers--The Board shall appoint from among its members a Secretary, a Vice-President, and a Treasurer, each to serve a two (2) year term. the Board may also appoint such other Officers as the Board may determine. All Officers of RHAC must be current Directors.

4.03 Past President / Treasurer— The immediate past President and/or Treasurer of RHAC may be appointed by the Board as an ex officio director to hold the position of Past President/Treasurer, for a term not to exceed two (2) years.

4.04 President--The President shall chair Board meetings and Executive Committee meetings. The President shall have access to the business and affairs of RHAC at all times for the purpose of keeping the Board informed of the state of RHAC.

4.05 Executive Director--The Board shall have the power to appoint or remove an Executive Director who shall manage the affairs of RHAC. The Board shall settle the terms of the Executive Director's employment and remuneration in consultation with said Executive Director. The Board shall delegate all responsibility for the day-to-day operation of RHAC including the hiring of and termination of employees to the Executive Director of RHAC.

4.06 Vice President—Should the president be absent or unable to perform his/her duties the Vice President shall assume interim authority therein

- 4.07 Secretary**--The Secretary shall be responsible to keep records of board activities /decisions in the minutes in accordance with RHAC standards. The Secretary shall ensure the custody of the stamp or mechanical device generally used for affixing the corporate seal of RHAC and of all books, papers, records, documents and other instruments belonging to RHAC.
- 4.08 Treasurer**--The Treasurer shall be informed of the full and accurate books of account in which shall be recorded all receipts and disbursements of RHAC and, and shall be informed of the and deposit of money, the safe keeping of securities and the disbursement of funds of RHAC.

The treasurer shall also:

- ensure the custody of the financial and accounting records of RHAC which are required to be kept under the provisions of the Corporations Act of the Province of Ontario.
 - Perform such duties as may be established by resolution of the Board of Directors and/or the general membership.
 - Sign cheques and other contracts on behalf of the Board of Directors and RHAC , in accordance with the by-law.
- 4.10 Other Officers**--The duties of all other Officers of RHAC shall be such as the terms of their engagement call for or as the Board may prescribe.
- 4.11 Variation of Duties**-- the Board may vary, add to or limit the powers and duties of any Officer.
- 4.12 Agents and Attorneys**--The Board shall have power to appoint agents or attorneys for RHAC with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 4.13 Fidelity Bonds**--The Board may require such Officers, employees and agents of RHAC 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 prescribe.

ARTICLE FIVE: PROTECTION OF DIRECTORS AND OFFICERS

- 5.01 Limitation of Liability**--No Director or Officer of RHAC 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 RHAC through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of RHAC, or for the insufficiency or deficiency of any security in or upon which any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of RHAC shall be deposited, or for any loss occasioned by any error of judgment or oversight on the person's part, or for any other loss, damage or misfortune whatever which shall happen in the executive of the duties of a person's office or in relation thereto unless the same are occasioned by the person's own willful neglect or default.
- 5.02 Indemnity**--Every Director and Officer of RHAC and their heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of RHAC from and against:
- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or

prosecuted against the person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the person in or about the execution of the duties of the person's office; and

- b) all other costs charges and expenses that the person sustains or incurs in or about or in relation to the affairs of RHAC except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

5.03 Validity of Actions -- No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceedings or the qualification of such Directors of Board of Directors.

5.04 Director's Reliance -- Directors may rely upon the accuracy of any statement or report prepared by RHAC's Auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE SIX MEMBERS

6.01 Members -- Membership shall be open to all persons who reside in Ontario and are in agreement with the mission, vision and values of RHAC and who satisfy at least one of the following conditions:

- persons who have donated twenty (20) hours or more to RHAC within the last six months;
- persons who have paid a membership fee, at a rate determined by the Board of Directors; or
- persons with HIV/AIDS who have indicated in writing that they wish to be members.

Employees of the Regional HIV/AIDS Connection are non-voting members of the corporation.

The Members shall be invited to attend the Annual General Meeting as well as any special meetings. Each Member shall be entitled to voting privileges at such meetings. Board. Memberships shall be renewed annually.

Members have a right to appear before the Board to discuss issues of concern. At any time, a Member may request in writing to the President to appear before the Board. Depending on the nature of the matter the President may determine with the Executive Director if the matter is appropriate to come before the Board. If determined appropriate for the Board, such a request shall be discussed at the next regular meeting of the Board, and time allotted on the agenda of one of its next two regular meetings for the Member to appear before the Board. The President shall then inform the Member in question as to the time, date and place to appear before the Board.

Any Member may petition the Board in writing to call a special meeting of the Board and Membership such petition to be reviewed at the next regular meeting of the Board.

6.02 Term of Membership--The interest of a Member in RHAC is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Member by resignation or otherwise in accordance with the bylaws of RHAC.

6.03 Resignation--Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation.

- 6.04 Removal**--The Board may remove any Member from the register of Members of RHAC by resolution of the Board.

Notice of intent of such a resolution must be provided by the Board in writing to such Member at least thirty (30) days prior to the meeting at which the resolution will be made. If the resolution is carried, the person shall cease immediately to be a Member of RHAC.

ARTICLE SEVEN: MEETINGS OF MEMBERS

- 7.01 Annual Meetings**--The annual meeting of the Members shall be held at a date and time as determined by the Board for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing Auditors and for the transaction of such other business as may properly be brought before the meeting. All meetings of Members shall be run according to Robert's Rules of Order, except where such procedures are specifically contradicted by the Act or these by-laws.
- 7.02 Special Meetings**--The Board shall have the power to call a special meeting of Members at any time.
- 7.03 Voting**--Except for those matters requiring a special resolution and a two-thirds majority vote, a simple majority of votes cast shall suffice for all motions at any meeting of Members. Such majorities shall be determined by reference to Members present and voting in person or by written proxy, and excluding abstentions.
- 7.04 Place of Meetings**--Meetings of Members shall be held at the head office of RHAC or elsewhere within the catchment area or, pursuant to section 7.06 or if the Board shall so determine, at some other place in Ontario.
- 7.05 Notice of Meetings**--Notice of the time and place of each meeting of Members shall be provided not less than ten (10) days before the date of the meeting to each Member entered in the register of Members at the close of business day on which the notice is given. Notice of a special meeting of Members shall state the general nature of the business that will take place. The Auditors of RHAC are entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.
- 7.06 Meetings without Notice**--A meeting of Members may be held at any time and place without notice if all the Members entitled to vote thereat 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. Such a meeting will be conducted in the same format of meeting where notice is provided.
- 7.07 Chair, Secretary and Scrutineers**--The Board may delegate a Parliamentarian, who is a voting Member of RHAC, to Chair any meeting of Members. Otherwise, the President or, in the President's absence a Vice-President who is a Director of RHAC, shall be the Chair of any meeting of Members. If no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose a member in attendance to be the Chair.

The Secretary or designate as appointed by the chair shall enter or cause to be entered in books kept for that purpose minutes of all proceedings of meetings of Members. The designate secretary may or may not be a member of RHAC.

If desired, one or more scrutineers, who may or may not be Members, may be appointed by a resolution or by the Chair with consent of the meeting.

7.08 Non Members Entitled to be Present--The following persons are entitled to attend a meeting of members

Auditors of RHAC

Others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws

Those invited by the Chair

Those with consent of the members

7.09 Quorum--The quorum for a meeting of the members is a majority of the members entitled to vote at the meeting, whether present in person or by proxy (50% plus 1) If a quorum is present at the opening of a meeting of the members the members present may proceed with the business even if a quorum is not maintained throughout the meeting.

7.10 Right to Vote--At any meeting of Members every person shall be entitled to vote who, at the time of the meeting, has been entered in the books of RHAC as a Member for at least thirty (30) days.

7.11 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 the proxy, the same voting rights that the Member appointing the proxy would be entitled to exercise if present at the meeting. A proxy must be a Member in good standing of RHAC. An instrument appointing proxy shall be in writing and if the appointer is a Corporation, shall be under its corporate seal, subject to the Act. Any instrument appointing proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of RHAC or of the meeting or as may be directed in the notice calling the meeting. Proxies are non-transferable.

No Member of the Regional HIV/AIDS Connection may hold more than one (1) proxy for any meeting of the Members. A valid proxy must contain the following:

- a) the name of the proxy-giver, and of the proxy-holder (nominee);
- b) the date the proxy is signed,
- c) the date of the meeting at which the proxy is to be exercised;
- d) the signature of the proxy-giver;
- e) and restrictions placed on it by the proxy-giver.

7.12 Votes to Govern--At any meeting every question shall, unless otherwise required by the letters patent or by-laws of RHAC or by law, be determined by the majority of the votes duly cast on the question.

7.13 Show of hands -- Any question at a meeting of Members shall be decided by a show of hands unless, before or after a show of hands, a poll thereon is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. The results of the vote shall be recorded in the minutes including the number of votes for, against and any abstentions.

7.14 Polls-- Before or 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 Member present in person or represented by proxy and entitled to vote shall have one vote.

7.15 Votes by Chair –The Chair of a members meeting shall not cast a vote unless in case of an equality of voices of Members either upon a show of hands or upon a poll, in which case the Chair of the meeting shall be entitled to cast a vote.

7.16 Adjournment -- The Chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting.

ARTICLE EIGHT: NOTICES

8.01 Method of Giving Notices- - Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 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 to the person's last known address as recorded in the books of RHAC or if e-mailed or mailed by prepaid ordinary or air mail addressed to the person's last known address or if sent to the person's last known address by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary or staff member designate may change the address on RHAC's books of any Member, Director, Officer or Auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the last known address aforesaid; a notice so mailed shall be deemed to have been given when deposited with the post office; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when sent.

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 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 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 duly appointed proxy), Director, Officer or Auditor may waive any notice required to be given to that person under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE NINE: AUDITORS

9.01 Appointment of Auditors--The Members shall at each annual meeting appoint an Auditor to audit the accounts of RHAC, to hold office until the next annual meeting., The Directors may fill any casual vacancy in the office of Auditor between annual meetings.

ARTICLE TEN: AMENDMENT

10.1 Amendment—The by-law may be amended at a meeting of the membership by a minimum two-thirds vote of members in attendance at the meeting only when notice of motion to amend the by-law is given in writing to the members no fewer than fourteen (14) days prior to the meeting at which the by-law is to be amended. As well, notice of motion must also be posted in a prominent place at RHAC no fewer than fourteen (14) days prior to the meeting at which the by-law is to be amended.
Except for any amendments that would limit the voting rights of members, the Board may between meetings of members amend the by-law by a minimum vote of two-thirds of the currently sitting Board members, such amendment subject to ratification at the next meeting of members.

**ARTICLE ELEVEN
EFFECTIVE DATE**

11.01 Effective Date--This by-law shall come into force when confirmed by the Members in accordance with the Act. This by-law shall be subject to review and revision where necessary no later than four years from its effective date. This bylaw may be amended at any annual meeting of the Members. Any amendments to the By-laws shall be made in accordance with the provisions of the Corporations Act of Ontario

Passed by the Directors and sealed with the corporate seal the

- _____ day of _____ , 20 _____

President: _____ Secretary: _____

Confirmed by the Members the 8th day of September 2011

President: _____ Secretary: _____

Revision Dates:

February 16, 1989
May 17, 1990
October 24, 1991
September 17, 1992
October 21, 1993
November 3, 1994
November 27, 1997
June 24, 1999
October 24, 2001
November 27, 2002
February 21, 2007
June 15, 2011