

REGIONAL HIV/AIDS CONNECTION

GENERAL BY-LAW NO. 2015-1

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1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Annual Meeting” means an annual meeting of Members as provided in section 6.01;
- (c) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent Auditor or person appointed to conduct a review engagement.
- (d) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- (e) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 15;
- (f) “Board” means the Board of Directors of the Corporation from time to time;
- (g) “Board Regulation” means a regulation passed by the Board in accordance with Article 7;
- (h) “President” means the officer appointed in accordance with section 8.01;
- (i) “Corporation” means **REGIONAL HIV/AIDS CONNECTION**;
- (j) “Director” means a Director elected pursuant to Article 4;
- (k) “Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney provided, however, that an Extraordinary Resolution is only applicable following the coming in to force of the ONCA;
- (l) “Government Regulations” means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;
- (m) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹

¹ As of March 13, 2012, section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:
“ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

- (n) “Member” means a person who has become a Member in accordance with section 2.01;
- (o) “ONCA” means the *Not-For-Profit Corporations Act, 2010*, S.O., c.15, and any statute or regulations that may be substituted, as amended from time to time;
- (p) “Ordinary Resolution” means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority (50% plus one) of the votes cast, or consented to by a Written Resolution of the Members;
- (q) “Officer” means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (r) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director or Officer or employee or volunteer of the Corporation or such body corporate;

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- (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
 - (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (s) “Special Business” includes all business transacted at a Special Meeting of the Members and all business transacted at an Annual Meeting of the Members, other than Annual Business;
- (t) “Special Meeting” means a meeting of Members called pursuant to section 6.03;
- (u) “Special Resolution” means as follows:
 - (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by the Members entitled to vote, or by the consent in writing of the Members entitled to vote; or
 - (ii) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney; and
- (v) “Written Resolution” means a resolution in writing (including electronically) signed by a quorum of the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation, consisting of the following:

- (a) those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality; and
- (b) individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.
- (c) Membership fees are \$10.00 a year, but are waived to individuals living with HIV or Hepatitis C or anyone who has volunteered at least 20 hours with RHAC in the last six months.
- (d) To be eligible to vote at RHAC’s Annual General Meeting (AGM) RHAC must receive the membership application form at least 10 days before the date of the AGM.

2.02 Members’ Rights

Each Member shall be entitled to receive notice of, to attend, to speak at and vote at all meetings of the Members of the Corporation.

2.03 Termination of Membership

Membership in the Corporation:

- (a) automatically terminates:
 - (i) if an individual, in writing, resigns as a Member of the Corporation; or

- (ii) if a Member dies;
- (b) shall be terminated if an individual is expelled as a Member pursuant to section 2.04;
- (c) shall be terminated if an individual otherwise ceases to be qualified as a Member pursuant to the provisions of this Article 2 in any respect.

2.04 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - (i) a material violation of any provision of the Articles, By-Laws, Board Regulations, or written policies of the Corporation; or
 - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion.
- (b) In the event that the Board determines that a Member should be expelled from membership in the Corporation, the Executive Director, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' written notice of expulsion to the Member and shall provide reasons for the proposed expulsion.
- (c) The Member being considered for expulsion may make written submissions to the Executive Director, or such other Officer as may be designated by the Board, within fifteen (15) days following the giving of notice in subsection (b) above. In the event that no such written submissions are received, the Executive Director, or such other Officer as may be designated by the Board, shall proceed to notify the Member that the Member is expelled from membership in the Corporation.
- (d) If written submissions are received in accordance with subsection (c) of this section 2.04, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3 BOARD OF DIRECTORS

3.01 Board

The affairs of the Corporation shall be managed by a Board of between nine (9) to eleven (11) Directors which range may be increased or decreased by Special Resolution to not more than 11 and not less than 7 and who shall be elected in accordance with section 4.01.

3.02 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of a bankrupt;
- (c) not be a person who has been found under the *Substitute Decisions Act, 1992 (Ontario)* or under the *Mental Health Act (Ontario)* to be incapable of managing property;
- (d) not be a person who has been declared incapable by any court in Canada or elsewhere; and

- (e) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.
- (f) A Director cannot be an employee of the corporation. A Director who resigns from the Board to apply for an employment position at RHAC may not re-apply to serve on the Board for a one year period from the date of resignation from the Board. A former employee of RHAC must wait a period of one year from the date of departure from RHAC before applying to serve on the Board.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04(a).

3.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.² If the Director is not approved, the Director will be deemed to be no longer qualified pursuant to section 3.02 and will immediately cease to be a Director. The resulting vacancy may be filled in the manner prescribed in section 3.04(a).

3.04 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office as follows:
 - (i) so long as the Act is in force, by a two-thirds (2/3) vote cast by the Members entitled to vote at a Special Meeting duly called for that purpose; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.

The Members may elect a person to replace the removed Director for the remainder of the term of office.

- (b) A Director being considered for removal is entitled to give the Corporation a statement opposing his or her removal.
- (c) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05;

provided that a Director named by either the Members or the Directors pursuant to this section 3.04 must meet the qualifications for Directors set out in sections 3.01 and 3.02.

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

² The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

3.05 Vacancies

- (a) Except as provided in the Act or the ONCA, as applicable, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled, from among those qualified pursuant to section 3.02, by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.
- (b) A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.
- (c) The Directors are not permitted to fill a vacancy resulting from an increase in the number Directors, or a failure to elect the fixed number of Directors provided in the By-Laws or the Articles.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Directors shall be elected by the Members entitled to vote unless appointed by a quorum of Board of Directors for a designated seat.

4.02 Term of Office

The term of office of each Director shall be two (2) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.03 Re-Election

Each Director is eligible for election for three (3) consecutive full two (2) year terms.

4.04 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.05 Nominations of New Board Members

Candidates for the office of Director shall be nominated by a Member of the Corporation. In order to be considered each candidate must submit a brief personal biography in writing to the nominating committee at least 30 days prior to the date in which the election is to be held. Any new candidates nominated must be present at the meeting.

Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the President, the Secretary, or any three (3) Directors and shall be held at the place specified in the notice.

5.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act or the ONCA, as applicable.

The Board shall meet monthly, with a minimum of ten (9) meetings in a fiscal year.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Meetings by Electronic Conference

- (a) If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

5.07 Voting

The method of voting of the Board shall be determined by the chair prior to any vote being taken. Each Director shall have one (1) vote on each question raised, and all questions shall be

determined by a majority of the votes cast. In the case of an equality of vote the chair shall have a casting vote.

5.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual Meeting

- (a) The Annual Meeting of the Members shall be held within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held within fifteen (15) months from the previous Annual Meeting.

6.02 Meetings by Electronic Conference

- (a) Following the coming into force of the ONCA, a Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Board may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.04 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including stating the text of any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery;

- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members, including the Corporation's website; or
- (d) in a publication of the Corporation sent to call Members entitled to vote.

6.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

6.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least a majority of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) Provided however that where:
 - (i) less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; or
 - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.
- (d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

6.07 Chair

The President shall, when present, preside at all meetings of the Members and the Board. During the absence or disability of the President, those duties and powers shall be exercised by the Vice-President, if any. In the event of the absence or disability of both the President and the Vice-President, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

6.08 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the chair of the meeting shall have a casting vote.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation, the Act or the ONCA, as applicable, or unless a ballot is required by the President or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the President that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.09 Electronic, Mail or Telephone Voting

Upon the coming into force of the ONCA, the Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.10 Proxies

- (a) Unless the Directors allow for electronic voting in accordance with section 6.09, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized.
- (c) A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceeding forty-eight (48) hours, excluding Saturdays and holidays before the meeting.
- (f) A member may hold a maximum of two (2) proxies per meeting.

6.11 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.12 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.13 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7 BOARD REGULATIONS

7.01 Board Regulations

The Board may make Board Regulations and policies with regard to any matter not inconsistent with the Act or the ONCA, as applicable, and the By-Laws.

8 OFFICERS

8.01 Officers

Prior to the coming into force of the ONCA, the Directors shall elect from among themselves a President, who may also be called the President. Following the coming into force of the ONCA, the Directors shall appoint a President. There may be such other Officers that may be established by Board Regulation from time to time. Subject to the Act or the ONCA, as applicable, the Articles and the By-Laws, the terms and duties of such Officers shall be defined in the Board Regulations passed by the Board from time to time.

8.02 Duties of President

The President shall, when present, preside at all meetings of the Board, the Executive Committee General Meetings, and Special Members Meetings. The President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board.

8.03 Executive Director May Attend All Meetings

The Executive Director, if any, shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

8.04 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Executive Director, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Executive Director.

9 COMMITTEES

9.01 Committees

Subject to the Act or the ONCA, as applicable, and the By-Laws, the Board may, by Board Regulation, appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

9.02 Executive Committee

The Board may appoint from among the Directors of the Corporation an Executive Committee and delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 9.03.

9.03 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

10 CONFLICT OF INTEREST

10.01 Conflict of Interest

In accordance with the Act or the ONCA, as applicable, and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act or the ONCA, as applicable, and comply with all other requirements in the Act or the ONCA, as applicable, in respect of such conflict of interest.

11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

11.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.04, and if the Board has determined to purchase insurance pursuant to section 11.01, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

11.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:

- (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

- (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

11.05 Such indemnity will only be effective:

- (a) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- (b) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 11 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 11.

11.06 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

12 EXECUTION OF DOCUMENTS

12.01 Execution of Documents

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Corporation. All documents executed in accordance with the Board Regulations are binding on the Corporation without further action or formality.

13 BORROWING BY THE CORPORATION

13.01 General Borrowing Authority

The Directors may, without authorization of the Members:

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

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

14 FINANCIAL YEAR

14.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

15 AUDITOR³

15.01 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement. If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

15.02 Removal of Auditor

- (a) The Members may, by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act or the ONCA, as applicable, and may

³ In order to be appointed, the person must be permitted to conduct an audit or review engagement under the *Public Accounting Act*, 2004 and be independent of the corporation and its affiliates. Section 75(7) – (9) requires that any new Auditor must request a statement from the previous Auditor or the new appointment is invalid. Corporations should request that the auditor provide them with confirmation that this request has been made.

elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.03.

- (b) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

15.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

15.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then it shall be fixed by the Board.

16 NOTICE

16.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a web site or posted on a notice board pursuant to section 6.04(c), notice is deemed given on the date of posting;
- (f) if published pursuant to section 6.04(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

16.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

16.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

16.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:
 - (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

16.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

17 BY-LAWS AND EFFECTIVE DATE

17.01 Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

17.02 Amendments requiring Special Resolution

Following the coming into force of the ONCA, if the Members then amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 17.02, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

- (a) section 2.01;
- (b) section 2.02;
- (c) section 6.04;
- (d) section 6.10; and
- (e) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

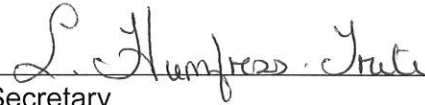
17.03 By-Laws and Effective Date

- (a) Subject to the Act, the ONCA and the Articles, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law,

amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.


ENACTED by the Directors as a By-Law of **REGIONAL HIV/AIDS CONNECTION** on the 1st day of April, 2015.

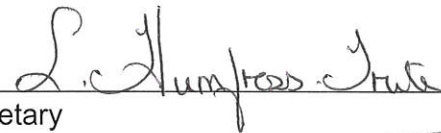


President

Secretary

CONFIRMED by the Members in accordance with the Act or the ONCA, as applicable, on the 10th day of September, 2015.



President

Secretary