

**ST. JOSEPH'S FOUNDATION OF THUNDER BAY
BY-LAW NO. ONE**

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ST. JOSEPH'S FOUNDATION OF THUNDER BAY

BYLAW NO. ONE

A Bylaw relating generally to the transaction of business and affairs of ST. JOSEPH'S FOUNDATION OF THUNDER BAY.

BE IT, AND IT IS HEREBY, ENACTED as a By-law of ST. JOSEPH'S FOUNDATION OF THUNDER BAY, as follows:

1. Definition

"Act" means the *Not-for-profit Corporations Act* (Ontario), S.O. 2010, c. 15 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Corporation" means ST. JOSEPH'S FOUNDATION OF THUNDER BAY;

"Voting Member" means a person who is a Voting Member of the Corporation;

"Board" means the Board of Directors of the Corporation;

"Director" means an individual elected or appointed to the Board of Directors;

"Articles" means the Articles issued to the Corporation and shall include Supplementary Articles;

"Committee" is a committee of the Board of Directors;

"Committee member" is a member of a committee of the Board of Directors who may or may not be a Director on the Board of Directors of the Corporation;

"Ex Officio" means membership by virtue of the office and includes all rights and responsibilities, except for the right to vote, unless expressly stated otherwise in this By-Law.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified in 1. above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Head Office

The Head Office of the Corporation shall be in the City of Thunder Bay, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

4. Seal

The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate Seal of the Corporation.

5. **Banking**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

Membership

6. **Membership of the Corporation**

Subject to the Articles, there shall be two classes of members in the Corporation, namely Category A members and Category B members. The Board of Directors of the Corporation shall, by resolution, approve the admission of the Category A members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

Category A Member;

- a/ Category A membership shall be available only to individuals who have been elected as Directors, having a right to vote in the Corporation and who have been nominated and accepted for the voting membership of the Corporation by the Board of Directors.
- b/ The term of membership for Category A voting members shall be 3 years, subject to renewal in accordance with the policies of the Corporation. Category A voting Members may be reappointed to a maximum of 9 years or 3 consecutive terms.
- c/ As set out in the Articles, each Category A voting member is entitled to receive notice of, attend and vote at all meetings of members and each Category A voting member shall be entitled to one (1) vote at such meetings.

Category B Member;

- a/ Category B non-voting membership shall be available only to *ex-officio* Directors who do not have a right to vote in the Corporation.
- b/ Subject to renewal in accordance with the policies of the Corporation, the term of membership of a Category B non-voting member shall terminate when the member no longer holds their *ex officio* position with the Corporation.
- c/ Subject to the Act and the Articles, a Category B non-voting member shall be entitled to receive, be entitled to notice of, to attend and to speak at all meetings of the Board but shall not be entitled to vote at any such meeting, save and except for the Vice-Chair of St. Joseph's Care Group, who for clarity, is permitted one (1) vote at such meetings, notwithstanding their *ex-officio* membership status.

7. **Honorary Directors**

The Board may from time to time by resolution appoint any person as an Honorary Director for such term as shall be specified in the resolution of appointment. However, no person shall be appointed as an Honorary Director without the prior written approval of the voting Members of the Corporation to the proposed appointment. Each Honorary Director shall be entitled to notice of, to attend and to speak at all meetings of the Board but shall not be entitled to vote at any such meeting. Unless otherwise specified in the resolution of appointment, the term of an Honorary Director shall be indefinite, provided however that the Board may by resolution, at any time, rescind any appointment aforementioned.

8. Membership Generally

Membership in the Corporation shall consist of those individuals described in Section 6 of this By-Law. Membership in the Corporation is not transferable. No membership fees or dues shall be required of any Member. Members may resign by resignation in writing which shall be effective upon delivery thereof to the Board.

9. Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member by the following means by mail, courier, telephonic, electronic, or other communication facility or personal delivery to each member not less than 10 days in advance of such meeting and not more than 50 days before the meeting,

10. Participation by Telephone or Other Communications Facilities

Members may participate in a meeting of the members by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A member participating by such means is deemed to be present at that meeting.

11. Membership Termination and Discipline

11.1. Termination of Membership:

A membership in the Corporation is terminated when:

- 11.1.1 The members dies;
- 11.1.2 The member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- 11.1.3 The member is expelled in accordance with Subsection 11.2 below or is otherwise terminated in accordance with the Articles or bylaws;
- 11.1.4 The member's term of membership expires;
- 11.1.5 The Corporation is liquidated or dissolved under the Act.
- 11.1.6 The member is no longer a Director

11.2 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- 11.2.1 Violating any provision of the Articles, bylaws, or written policies of the Corporation;
- 11.2.2 Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- 11.2.3 For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions

in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) 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.

12. Meetings of Members

Each Voting Member shall be entitled to one (1) vote in person at all meetings of Members of the Corporation.

At any meeting of Members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

13. Chair of Meetings

The Chair of the Board of Directors shall be the Chair of all meetings.

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

14. Error or Omission Notice

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

15. Computation of Time

In computing the time when notice must be given under any provision of the Articles or Bylaws of the Corporation requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

16. Place of Meeting

Meetings of Members may be held at the Head Office of the Corporation or at any other place inside the Province of Ontario as the Voting Members may determine. Meetings may be held in person or via any means of electronic communication.

17. Annual Meetings of Members of the Corporation

The Annual Meeting of the Members of the Corporation shall be held on such day in each year as the Voting Members from time to time may determine.

At every Annual Meeting of Members, in addition to any other business that may properly be brought before the Meeting, the business transacted at the Annual Meeting of the Members shall include:

- a) Reading: The minutes of the previous meeting;
The Financial Statement(s);

The report of the unfinished business from any previous meeting of the Members of the Corporation;
The Report of the Chair;
The Report of the Auditors; and
New Business.

Presentation of the Reports and Statements required by the Act to be laid before the Corporation at an Annual Meeting of Members;

Election of Directors in accordance with the provisions of the Articles and Bylaws of the Corporation; and

The Appointment of Auditors to hold office until the next Annual Meeting of Members and the fixing of their remuneration.

18. **Special Meetings**

Other meetings of the Members (to be known as "special general meetings") may be convened by order of the Chair or a Vice-Chair or by the Board of Directors to be held at any date and time and at any place within Ontario. Further, the Board shall call a special meeting on written requisition of the 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.

19. **Quorum**

A quorum for the transaction of business at any meeting of Members of the Corporation shall consist of not less than 50% plus 1 Voting Members present in person or via electronic means.

Board of Directors of the Corporation

20. **Board of Directors of the Corporation**

20.1. The Board of Directors shall consist of not less than nine (9) and not more than fifteen (15) individuals elected or appointed by the Voting Members of the Corporation. The Board shall pass a resolution to fix the number of Directors, which resolution shall remain in force until replaced by a subsequent resolution of the Board.

20.2 Ex Officios:

In addition to paragraph 20.1 above, the Board shall have *ex officio* Directors as follows:

- Vice Chair or designate, Board of Directors St. Joseph's Care Group;
- The President and CEO, or designate St. Joseph's Care Group;
- The President, St. Joseph's Foundation of Thunder Bay.

These ex-officio Directors shall be entitled to notice of all meetings of the Board and to attend and to speak at each such meeting but shall not be entitled to vote at any such meeting, save and except for the Vice-Chair of St. Joseph's Care Group, who for clarity, is permitted one (1) vote at such meetings, notwithstanding their *ex-officio* membership status.

The Board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and

do all such other acts and things as the Corporation is by its Articles, Supplementary Articles, or otherwise or by law authorized to do.

20.3 The Board may appoint such agents and engage such employees as it may deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

20.3.1 The election of the Board of Directors shall be by ballot or poll of the Voting Members of the Corporation.

20.3.2 The Chair of the Board of Directors or the President of the Corporation shall be the official spokespersons for the Corporation.

20.3.3. Every Director shall abide by the policies approved from time to time by the Board (and set forth in the Board Manual).

21. **Election of Directors of the Corporation**

21.1. **Nominations:**

The Governance Committee of the Board of Directors shall, in each year, recruit suitable nominees so that the Board of Directors to the greatest extent possible reflects a cross-section and balance of expertise, experience and skills.

The Governance Committee will recommend to the Board of Directors of the Corporation a slate of candidates. If the recommended nominees submitted to the Voting Members are not satisfactory so that all vacancies in the Board are filled at any members' meeting called to elect Directors, the nomination procedure shall be repeated until an adequate number of satisfactory director nominees has been presented to the Voting Members for election as Directors.

It is a condition precedent to the nomination of a potential Director that their election or appointment of a Director in their place and stead shall be invalid unless such election or appointment is approved by ordinary resolution of the Voting Members of the Corporation.

21.2. **Term of Office:**

Directors shall be elected for a term of three (3) years by the Voting Members at the Annual Meeting of Members. The Governance Committee shall monitor the years of service of each Director as a Director, with a view to rotation of Directors that brings new Directors onto the Board in a steady, gradual fashion.

No person may be elected as a Director for more terms than will constitute nine (9) consecutive years of service unless requested by the Board to fulfill the term of office as an Officer; however, following a break of at least one year in the continuous service, the same person may be elected as a Director.

No person shall be qualified for election or appointment as a Director if they:

- i) Are less than eighteen (18) years of age;
- ii) Are of unsound mind and have been so found by a court in Canada or elsewhere;
- iii) Are not an individual; or

- iv) Have been adjudged bankrupt.

21.3. **Vacancy**

Notwithstanding any provision to the contrary in the Act, if any vacancy shall occur in the Board, it may not be filled by the Directors then in office. The Board may choose to select at least one nominee to replace such person for the balance of their term as a Director. The name or names of the person or persons so nominated shall then be submitted to the Voting Members of the Corporation for election. A vacancy will exist on the Board of Directors when a Director:

- i) resigns such office by delivering a written resignation to the Secretary of the Board of Directors;
- ii) is found by a court to be of unsound mind;
- iii) is convicted of a criminal offense;
- iv) becomes bankrupt;
- v) is deceased, or;
- vi) if at a special general meeting a resolution is passed by three quarters (3/4) of the votes cast by members entitled to vote and present at the meeting that the director be removed from office.

22. **President of the Corporation**

22.1 The Corporation shall engage a President who shall have the direct, day-to-day management and charge of the Corporation.

The selection and hiring of the President of the Corporation shall be determined and approved by the Board of Directors. The President of the Corporation shall be an employee of St. Joseph's Care Group assigned to St. Joseph's Foundation for the day-to-day management of operations.

The President of the Corporation shall:

- 22.1.1. Be a non-voting ex officio member of the Board of Directors and shall attend all Board and Committee meetings;
- 22.1.2. Be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to the direction of the Board;
- 22.1.3. Provide leadership in the support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation;
- 22.1.4. Actively promote Corporation events pertaining to fund developments, special events, public relations, etc., while reflecting a pro-active, positive stance through incorporation of strong communications components;
- 22.1.5. Provide the Corporation with information on new sources of revenue on a continuous basis, seeking innovative and enterprising fund program development while striving to be as profit-oriented as possible;
- 22.1.6. Provide a strong, on-going program of recognition of donors that reflects gratitude, professionalism, and continuity;
- 22.1.7. Advise the Corporation on fundraising and public relations issues and provide a communications plan that deals with all facets of fundraising, education, marketing, public relations and community relations;
- 22.1.8. Represent the Corporation externally to the community, government, media and other organizations and agencies;

- 22.1.9. Ensure appropriate structures and systems are in place for the effective management and control of the Corporation and its resources;
- 22.1.10. Establish and maintain a centralized, accurate record-keeping program of all donations, ensuring proper allocation and confidentiality;
- 22.1.11. Provide the coordination of all fundraising activities on behalf of the Corporation, initiated by internal and external individuals or groups;
- 22.1.12. Unless otherwise determined by the Board, be the Secretary and Treasurer of the Corporation; and
- 22.1.13. Carry out such further duties as may be assigned to them from time to time by the Board.

23. Officers for the Board of Directors

The Officers for the Board of Director of the Corporation shall be members of the Board of Directors.

The Officers of the Corporation shall consist of the Chair of the Board, Past Chair of the Board, Vice Chair of the Board, Secretary and Treasurer and such other offices as the Board may determine. No two offices may be held by the same person with the exception of the Secretary/Treasurer. Any reference in the Bylaw to the Chair or Vice Chair shall be interpreted as reference to the Chair of the Board or the Vice Chair of the Board unless the context of the Bylaw requires otherwise (i.e., the Chair of a meeting of Members, or the Chair of a Committee, etc.).

The Officers shall be appointed or elected by the Board of Directors at the first meeting of the Board following the Annual Meeting of Members in which the Directors are elected. Unless otherwise determined by the Board, it shall appoint the President of the Corporation to be the Secretary/Treasurer of the Corporation.

The Officers shall hold office for two years from the date of appointment or election or until their respective successors are elected or appointed in their stead. The Officers shall be subject to removal by resolution of the Board at any time. The Board, in making the appointments aforesaid, shall proceed so that, as a general rule, there is a progression of succession of Officers, and that it is as follows: Vice Chair, Chair, Past Chair.

All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

24. Committees of the Board

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. A committee may formulate its own rules of procedure, subject to the Act, and such regulations or directions as the Board may from time to time make. The Board may dissolve any committee by resolution at any time and any committee member may be removed by resolution of the Board.

25. Remuneration of Directors

The Directors shall receive no remuneration for acting as such, and no Director shall directly or indirectly receive any profit from their position; provided that a Director may be paid reasonable expenses incurred in the performance of their duties.

26. **Conflict of Interest**

No Director/Committee member shall be disqualified by their office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to account to the Corporation for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

No Director/Committee member nor any member or members of their immediate family shall enter into any business arrangement with the Corporation in which they are interested directly or indirectly, unless such Director has declared such interest to the extent, in the manner and at the time required by the Corporation or by law, and has refrained from voting in respect of the contract or arrangement of proposed contract or arrangement provided that for the purposes of determining a quorum of Directors, the Director refraining from voting shall be counted.

Procedure:

26.1. A Director/Committee member must declare a conflict of interest situation at the earliest opportunity to the Chair;

26.2. The Chair must record any declared conflict of interest in the minutes;

26.3. Where a Director/Committee member has declared or has been found to be in conflict of interest, the Director/Committee member must:

26.3.1. Refrain from participating in any discussions of the related matter by the Board/Committee;

26.3.2. Withdraw from a meeting while the matter is being discussed or voted upon; and

26.3.3. Not attempt in any way whether before, during or after the meeting to influence the voting on the related matter;

26.3.4. Where the number of Directors/Committee members, who by reason of conflict under these guidelines, are unable to participate in a meeting and the number of remaining Directors/Committee members is not sufficient to constitute a quorum, the remaining number of Directors/Committee members shall be deemed to constitute a quorum, provided such number is not less than two.

26.4. Where there has been a failure on the part of a Director/Committee member to comply with these conflict-of-interest guidelines, unless this failure is the result of a bona fide error in judgment, the Board may:

26.4.1. issue a verbal reprimand;

26.4.2. issue a written reprimand;

26.4.3. ask the Director/Committee member to resign or recommend to the members of the Corporation that the Members of the Corporation that the appointment of the Director be rescinded.

27. **Protection of Directors, Officers and Committee Members**

No Director, Officer or Committee member of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, nor for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same are occasioned by their own willful neglect or default, provided that nothing herein shall relieve any Director or Officer for any liability imposed upon them by the Act.

28. **Indemnity of Directors, Officers and Committee Members**

28.1. Every Director or Officer of the Corporation and their heirs, estate trustees, and estate and effects respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

28.1.1. all costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs on or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office, and

28.1.2. all other costs, charges, and expenses that he sustains or incurs in or about or in relation to the affairs thereof;

28.1.3. except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

29. **Confidentiality**

Every member of the Board, Officer, Committee member and employee of the Corporation shall respect the confidentiality of matters brought before the Board of Directors, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

30. **Adjournments**

Any meetings of the Members or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment unless the meeting is adjourned for more than 30 days. Such adjournment may be made notwithstanding that no quorum is present.

31. **Execution of Instruments on behalf of Corporation**

The Board shall have power from time to time to appoint Officers or other persons on behalf of the Corporation to sign contracts, documents and instruments in writing, and all such contracts, documents and instruments in writing shall be binding upon the Corporation

without any further authorization or formality. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing as aforesaid or by any Officer or person designated by the Board.

32. **Books and Records of the Corporation**

The Board shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

Appropriate minutes shall be kept of each meeting of the Board compiled in such a way as to be retained on permanent record.

Appropriate minutes shall be kept of each meeting of each Committee of the Board compiled in such a way as to be retained on permanent record.

33. **Financial Year-End of the Corporation**

The Fiscal year of the Corporation shall end on the 31st day of March in each year.

34. **Deposit of Securities for Safekeeping by the Corporation**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board.

Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by the Board and such authority may be general or confined to specific instances.

35. **Investments by the Corporation**

The Board shall be restricted to invest in securities authorized by *The Trustee Act* of the Province of Ontario.

36. **Auditor of the Corporation**

The Voting Members of the Corporation shall at the Annual Meeting of Members of the Corporation appoint an auditor to hold office until the next Annual Meeting of Members of the Corporation.

The auditor shall not be a Director, Officer, or employee of the Corporation, nor a partner or employee of any such person.

The auditor shall be duly licensed under the provisions of *The Public Accounting Act, 2004*.

The auditor shall have all rights and privileges set forth in *The Act* and shall perform the audit function prescribed herein.

In addition to making their report at the Annual Meeting of Members of the Corporation, the auditor may from time to time report to the Board on their work, making any recommendations he considers necessary.

37. **Duties of the Chair of the Board of Directors**

The Chair shall, when present, preside at all meetings of the Board.

The Chair, with the Secretary or other officer appointed by the Board for that purpose, shall sign all Bylaws of the Corporation.

Shall be an ex-officio member of all committees with the ability to cast a deciding vote in the event of a tie.

The Chair shall give or cause to be given notice of all meetings of the Members of the Corporation and of the Board of Directors and shall perform such other duties as may from time to time be determined by the Board.

38. **Duties of Past Chair of the Board of Directors**

The Past Chair of the Board shall have all the powers and perform all the duties of the Chair only in the absence or disability of both the Chair of the Board and Vice Chair of the Board, together with such duties, if any, as may be assigned by the Directors, from time to time.

The Past Chair shall give or cause to be given notice of all meetings of the Members of the Corporation and of the Board of Directors and shall perform such other duties as may from time to time be determined by the Board.

39. **Duties of Vice-Chair of the Board of Directors**

During the absence or inability of the Chair, their duties may be performed and their powers may be exercised by the Vice-Chair.

The Vice-Chair shall also perform such duties and exercise such powers as the Chair may from time to time delegate to them or the Board may prescribe.

Will represent St. Joseph's Foundation of Thunder Bay on the Board of Directors for St. Joseph's Care Group.

The Secretary shall give or cause to be given notice of all meetings of the Members of the Corporation and of the Board of Directors and shall perform such other duties as may from time to time be determined by the Board.

40. **Duties of the Secretary of the Corporation**

The Secretary shall attend all meetings of the Board and shall enter, record or cause to be entered or recorded in books for that purpose all facts and minutes of all proceedings.

The Secretary shall give or cause to be given all notices required to be given to Directors.

The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all its corporate books, papers, records, documents, correspondence, contracts and other instruments belonging to the Corporation, which he shall deliver up only when authorized by the Board to do so and to such person or persons as may be named by the Board.

The Secretary with the Chair or other officer appointed by the Board of Directors for that purpose shall sign all Bylaws of the Corporation.

The Secretary shall give or cause to be given notice of all meetings of the Members of the Corporation and of the Board of Directors and shall perform such other duties as may from time to time be determined by the Board.

The Secretary may assign a Recording Secretary to attend all meetings of the Board and all standing Committees of the Board of Directors, to act as clerk thereof and to record all votes and minutes of the proceedings

41. **Duties of the Treasurer of the Corporation**

The Treasurer, shall attend all meetings of the Board and shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall;

- i) ensure the safekeeping of securities and the disbursement of the funds of the Corporation; and
- ii) render to the Board at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation.

The Treasurer shall give or cause to be given notice of all meetings of the Members of the Corporation and of the Board of Directors and shall perform such other duties as may from time to time be determined by the Board.

42. **Duties of Other Officers of the Corporation**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement calls for or the Board requires of them.

Amendment of Bylaws

The Bylaws of the Corporation not embodied in the Articles may be repealed or amended by Bylaw enacted by a majority of the Directors at a meeting of the Board and confirmed by an affirmative vote of at least two-thirds (2/3) of the voting Members at a meeting duly called for the purpose of considering such Bylaw.

43. **Effective Date**

This Bylaw shall come into force when enacted by the Board subject to the provisions of The Act.

44. **Repeal**

Upon this Bylaw coming into force, Bylaw No. 1 of the Corporation is repealed provided that such repeal shall not affect the previous operation of such Bylaw so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any contract or agreement made pursuant to any such Bylaw prior to its repeal.

45. **Dissolution, Wind-up**


Any three (3) Directors of the Corporation may call a special general meeting of the Board of Directors to consider the dissolution, wind-up or other termination of the Corporation and when authorized by bylaw, duly passed by the Board and sanctioned by a special resolution at the special general meeting of the members duly called for considering the bylaw, the Board of the Corporation may authorize the dissolution, termination, wind-up or other termination of the Corporation, subject to Section 7 of the Articles of the Corporation which notes:

- a) Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the St. Joseph's Care Group. In the event that the St. Joseph's Care Group is dissolved or otherwise no longer in operation, the Corporation's remaining property shall be distributed or disposed of to or for any charitable organization within the District of Thunder Bay, in the Province of Ontario, which operates in conjunction with or with a view to furthering the Charitable Purposes.
- b) The Corporation shall at no time carry on any business.

DULY PASSED by the Board and sealed with the Corporate Seal this 13th day of November, 2024.



**Secretary and Treasurer
St. Joseph's Foundation of Thunder Bay**



**Chair, Board of Directors
St. Joseph's Foundation of Thunder Bay**