

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

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ST. JOSEPH'S FOUNDATION OF THUNDER BAY

BYLAW NO. FIVE (5)

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 Bylaw of ST. JOSEPH'S FOUNDATION OF THUNDER BAY, as follows:

1. Interpretation

- a) "Board" means the Board of Directors of the Corporation;
- b) "Corporation" means ST. JOSEPH'S FOUNDATION OF THUNDER BAY;
- c) "Director" means a Member of the Board of Directors;
- d) "Letters Patent" means the Letters Patent issued to the Corporation and shall include Supplementary Letters Patent;
- e) "Member" means a person who is either a Voting Member or a Non-Voting Member of the Corporation as established by Section 4 hereof;
- f) "The Corporations Act" means The Corporations Act of the Province of Ontario as amended from time to time or an Act that may hereafter be substituted therefor; and
- g) In this Bylaw, other Bylaws, Resolutions, and Special Resolutions of the Corporation:
 - (1) "herein", "hereof", "hereby", "hereunder", "hereto", "hereinafter" and similar expressions refer to all and not to any particular paragraph, section or other portion thereof, unless there is something in the subject matter or context inconsistent therewith;
 - (2) words importing the singular number only shall include the plural, and vice versa, with appropriate grammatical changes unless the context otherwise requires;
 - (3) words importing the masculine gender shall include the feminine and neuter genders, with appropriate grammatical changes unless the context otherwise requires; and
 - (4) words importing persons shall include companies, corporations, firms, associations and any number of aggregate of persons, with appropriate grammatical changes unless the context otherwise requires.

2. 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.

3. Seal

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

4. **Members**

The Members of the Corporation shall be divided into two classes: Non-voting Members and Voting Members.

The Non-Voting Members shall be the persons from time to time elected or appointed as Directors of the Corporation (provided that each Director's status as a Non-Voting Member shall terminate on the date such Director ceases to be a Director) and such other persons as are from time to time, by resolution of the Voting Members elected or appointed as Non-Voting Members.

The Voting Members shall be, ex officio, the persons from time to time holding the position of General Superior, Assistant General Superior, General Treasurer, General Secretary, or Councillor, in each case, of The Sisters of St. Joseph of Sault Ste. Marie.

The Voting Members may, by resolution passed by at least two-thirds of the votes cast at a meeting of Members, of which notice specifying the intention to pass such resolution has been given, remove any Non-Voting Member before the expiration of his term of office and may, by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of the term.

5. **Membership Generally**

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.

6. **Annual Meetings of Members**

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:
 - i) The minutes of the previous meeting;
 - ii) The Financial Statement;
 - iii) The report of the unfinished business from any previous meeting of the Members of the Corporation;
 - iv) The Report of the Chair;
 - v) The Report of the Auditors; and
 - vi) New Business;
- b) Presentation of the Reports and Statements required by The Corporations Act to be laid before the Corporation at an Annual Meeting of Members;
- c) Election of Directors in accordance with the provisions of the Letters Patent, Supplementary Letters Patent and Bylaws of the Corporation; and
- d) The Appointment of Auditors to hold office until the next Annual Meeting of Members and the fixing of their remuneration.

7. **Special Meetings of Members**

Any three (3) Voting Members shall have the power to call a special meeting of the Members of the Corporation at any time.

8. **Quorum at Meetings of Members**

A quorum for the transaction of business at any meeting of Members of the Corporation shall consist of not less than three (3) Voting Members present in person or via electronic means.

9. **Meetings of Members**

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

At all meetings of Members, every question shall be decided by a majority of the votes of the Voting Members present in person or by proxy unless otherwise required by the Bylaws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a Voting Member. Upon a show of hands, every Voting Member shall have one (1) vote, and unless a poll be demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes given by the Voting Members present or by proxy, and such poll shall be taken in such manner as the Chair of the meeting shall direct, and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair of the meeting shall not be entitled to a casting vote.

10. **Chair of Meetings of Members**

- a) The General Superior aforesaid or, in her absence, the Assistant General Superior aforesaid, shall be Chair of any meeting of Members and, if neither be present within fifteen minutes from the time fixed for holding the meeting, or if neither wishes to act as the Chair of the meeting, the Voting Members present in person or represented by proxy shall choose one of the Members present in person to be the Chair.
- b) The Chair of the meeting or the person aforesaid assuming the duties of the Chair of the meeting shall be entitled to vote at the meeting of Members.
- c) If the Secretary of the Corporation be absent, the Chair of the meeting shall appoint one of the Members to act as Secretary of the meeting.

11. **Notice of Meeting of Members**

Ten (10) days written notice shall be given to each Voting Member of any Annual or Special Meeting of Members. Such notice shall be delivered personally or sent by mail or by facsimile or by electronic transmission.

Notice of any meetings where general business will be transacted shall contain sufficient information to permit the Voting Members to form a reasoned judgement on the decision to be taken.

No notice of a meeting shall be necessary if all Voting Members of the Corporation are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

12. **Error or Omission Notice**

No error or omission in giving notice of any Annual or Special meeting or any adjourned meeting, whether Annual or Special, of Members of the Corporation, shall invalidate such meeting or make void any proceedings taken thereat and any Voting Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

13. **Computation of Time**

In computing the time when notice must be given under any provision of the Letters Patent, Supplementary Letters Patent 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.

14. **Place of Meeting of Members**

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.

15. **Board of Directors**

- a) The Board of Directors shall consist of not less than nine (9) and not more than eighteen (18) persons elected by the Voting Members. 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.
- b) In addition to paragraph 15(a) above, the Board shall have ex officio Directors as follows:
 - (i) General Superior, The Sisters of St. Joseph of Sault Ste. Marie, or her duly-appointed designate (appointed in writing);
 - (ii) Vice Chair, Board of Directors, St. Joseph's Care Group;
 - (iii) Vice President, Auxiliary to St. Joseph's Care Group.

These ex-officio Directors shall be entitled to notice of all meetings of the Board and to attend and to speak at such meeting and shall have full voting rights.

- c) In addition to paragraph 15 a) above, the Board shall have ex-officio Directors as follows:
 - i) the Roman Catholic Bishop of the Diocese of Thunder Bay;
 - ii) the President and CEO, St. Joseph's Care Group.

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.

- d) 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 Letters patent, Supplementary Letters Patent, or otherwise or by law authorized to do.
- e) Subject to Paragraph 15 (g) hereof, the Board shall have the power to:
 - i) purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as may be deemed advisable;
 - ii) authorize expenditures on behalf of the Corporation from time to time and to delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees;
 - iii) enter into a trust arrangement with a bank or trust or investment company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe;
 - iv) take such steps as the Board may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation;
 - v) determine the amount and the recipients of the gifts from time to time to be made in furtherance of the objects of the Corporation. Provided however that, subject to the following sentence, the aggregate gifts in any calendar year less the amount expended by the Corporation directly on its charitable activities shall not exceed the sum of:
 - 1) the "disbursement quota" required by applicable laws to maintain the Corporation's charitable status; plus
 - 2) the excess that exists between the value of the assets of the Corporation from time to time and the minimum value of assets actuarially determined to be necessary to fund the objects of the Corporation;provided however that, in the event of emergency, if specifically requested by the Voting Members, larger gifts may be given even if the same requires a decrease of capital, if approved by four-fifths (4/5) of the Board; and
 - vi) prescribe such rules and regulations not inconsistent with this Bylaw relating to the management and operation of the Corporation as the Board may deem expedient.

- f) 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 at the time of such appointment.
- g) Notwithstanding any paragraph or provision in this Bylaw or elsewhere to the contrary, the written approval of the Voting Members shall be required with respect to any of the following:
 - i) any change in the philosophy, purpose or nature of the Corporation;
 - ii) the acquisition, disposition, or lease of real estate of the Corporation, or the mortgaging or pledging as security of any of the assets of the Corporation;
 - iii) the authorization of major construction projects;
 - iv) the authorization of any major expenditure;
 - v) obtaining a loan or establishing a line of credit;
 - vi) the dissolution of the Corporation.
- h) The election of the Board shall be by ballot or poll of the Voting Members.
- i) The Voting Members may by resolution passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term.
- j) It is incumbent on a Director to attend at least 70% of the meetings of the Board and committees to which the Director is appointed, unless the absence is approved by the Board.
- k) No Director shall make statements to the news media or public about matters brought before the Board unless given authority to do so by the Board or the Board Chair.
- l) Every Director shall abide by the policies approved from time to time by the Board (and set forth in the Board Manual).

16. **Election of Directors**

- a) **Nominations:**
 - i) It is a condition precedent to the nomination or appointment of a potential Director that his election or appointment or the election or appointment of a Director in his place and stead shall be invalid unless such election or appointment has received the prior written approval of the Voting Members.
 - ii) All nominations will be forwarded to the Sisters of St. Joseph for review. The Voting Members may reject any nominee for election as a Director and if adequate nominees satisfactory to the Voting Members are not submitted so that all vacancies in the Board are filled at any meeting called to elect Directors, the nomination procedure shall be repeated until an adequate number of satisfactory nominees has been presented to the Voting Members.

- iii) The Nominating Committee of the Board shall, in each year, recruit suitable nominees so that the Board to the greatest extent possible reflects a cross-section and balance of expertise, experience and skills.
- b) **Term of Office:**
- i) Directors shall be elected for a term of three (3) years by the Voting Members at the Annual Meeting of Members. Directors may resign by resignation in writing which shall be effective upon delivery thereof to the Board. The Nominating Committee aforesaid 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.
 - ii) 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.

c) **Vacancy:**

Notwithstanding any provision to the contrary in the Corporations 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 his term as a Director. The name or names of the person or persons so nominated shall then be submitted to the Voting Members for election.

A vacancy will exist on the Board of Directors when a Director:

- i) resigns;
- ii) is declared mentally incompetent
- iii) is deceased, or;
- iv) is removed for just cause.

17. **Officers**

- a) The Officers of the Corporation shall consist of a 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 and 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.).
- b) The Officers shall be appointed or elected by the Board 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 Executive Director to be the Secretary Treasurer of the Corporation.
- c) The Officers shall hold office for one year 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.

- d) The remuneration of all Officers appointed by the Board shall be determined from time to time by the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as an Officer. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

18. **Honourary Directors**

The Board may from time to time by resolution appoint any person as an Honourary Director or Honourary Member for such term as shall be specified in the resolution of appointment. However, no person shall be appointed as an Honourary Director or Honourary Member without the prior written approval of the Voting Members to the proposed appointment. Each Honourary 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. The Board may by resolution, at any time, rescind any appointment aforementioned.

19. **Executive Director**

The Corporation shall engage an Executive Director who shall have the direct, day-to-day superintendence and charge of the Corporation.

The Executive Director shall be appointed by the Board. It is a condition precedent to the said appointment that the Board receive the prior written approval, to the appointment, of the Voting Members.

The Executive Director shall:

- a) 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;
- b) Provide leadership in the support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation;
- c) 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;
- d) 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;
- e) Provide a strong, on-going program of recognition of donors that reflects gratitude, professionalism and continuity;
- f) 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;
- g) Represent the Corporation externally to the community, government, media and other organizations and agencies;
- h) Ensure appropriate structures and systems are in place for the effective management and control of the Corporation and its resources;
- i) Establish and maintain a centralized, accurate record-keeping program of all donations, ensuring proper allocation and confidentiality; and

- j) Provide the coordination of all fundraising activities on behalf of the Corporation, initiated by internal and external individuals or groups; and
- k) Unless otherwise determined by the Board, be the Secretary Treasurer of the Corporation.

20. **Calling of Meetings of Board of Directors**

Meetings of the Board shall be held from time to time at the call of the Chair, or in his absence, the Vice Chair, or any three (3) Directors.

21. **Notice of Meeting of Board**

Notice of every meeting of the Board shall be given to each member of the Board as follows:

- a) not less than five (5) days before the time when the meeting is to be held if the notice is mailed;
- b) not less than two (2) days before the time when the meeting is to be held if the notice is delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if sent by facsimile or electronic transmission; or
- c) not less than two (2) days before the time when the meeting is to be held if notice is effected by telephone call to the Director advising the Director of the date, time and place of the meeting;

Provided however that no notice of a meeting shall be necessary if all members of the Board are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

The Statutory Declaration of the Chair or Secretary that notice has been given pursuant to the provisions of the Bylaws of the Corporation shall be sufficient and conclusive notice of the giving of such notice.

22. **Organization Meetings of 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 of the Corporation at which such Board is elected.

23. **Regular Meetings of the Board**

- a) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed or forthwith after each subsequent Director is elected or appointed, but no other notice shall be required for any such regular meeting.
- b) If all directors consent thereto generally or in respect of a particular meeting, a meeting of the Board or of a committee of the Board may be held by means of

such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

24. **Place of Meeting of Board**

Meetings of the Board may be held at the Head Office of the Corporation or any other place in or outside of Ontario as permitted by law.

25. **Quorum at Meetings of the Board**

The quorum for the transaction of business shall consist of a majority of the voting Directors, present in person or pursuant to paragraph 23(b) above.

26. **Determination of Questions at Meetings of Board**

- a) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question (each voting Director being entitled to one vote).
- b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present but, if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- c) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- d) In absence of the Chair, his duties may be performed by the Vice Chair or such other Director as the Board may from time to time appoint for the purpose.
- e) The Chair shall be entitled to a vote on any issue but in the event of a tie, the Chair shall not be entitled to a second or casting vote.

27. **Committees of the Board**

a) **Audit Committee:**

The Audit Committee shall consist of not fewer than three (3) members of the Board of Directors plus the Executive Director of the Foundation, of whom a majority shall not be Officers or employees of the Corporation, to hold office until the next Annual Meeting of the Members.

The Corporation shall submit the financial statements to the Audit Committee for its review, and the financial statements shall thereafter be submitted to the Board.

The auditor has the right to appear before and be heard at any meeting of the Audit Committee and shall appear before the Audit Committee when required to do so by the Committee.

Upon the request of the auditor, the Chair of the Audit Committee shall convene a meeting of the Committee to consider any matters the auditor believes should be brought to the attention of the Directors or Members.

b) Nominating Committee:

The Corporation shall have a Nominating Committee which shall consist, in each year, of four members elected by the Directors from among their number (one of whom shall be Chair of the Nominating Committee, and one of whom is to the General Superior of the Sisters of St. Joseph of Sault Ste. Marie or her duly-appointed designate), and the Executive Director of the Corporation.

For as long as St. Joseph's Care Group allows a Director of the Corporation to be a Director of the Board of Directors of St. Joseph's Care Group, the Nominating Committee shall nominate, for the consideration of the Board during its first post-election meeting, in each year, a Director to serve in that capacity.

The Nominating Committee shall provide the assistance set out in paragraph 16 a) iii), above.

The Nominating Committee shall have the power and functions as determined herein and by the Board.

c) Executive Committee:

The Corporation shall have an Executive Committee which shall consist, in each year, of the Officers of the Corporation, and the Chairs of the various committees of the Board (whether Standing or Ad Hoc). The Executive Committee shall have such powers and functions as determined by the Board.

d) Development Committee:

The Corporation shall have a Development Committee which shall consist, in each year, of three members of the Board, the Executive Director of the Corporation, and representatives of the community, as required.

The Development Committee shall have such powers and functions as determined by the Board.

e) Endowment & Planned Giving Committee:

The Corporation shall have an Endowment & Planned Giving Committee which shall consist, in each year, of three members of the Board, the Executive Director of the Corporation, and representatives of the community, as required.

The Endowment & Planned Giving Committee shall have such powers and functions as determined by the Board.

28. Other Committees

The Board may, from time to time, appoint committees to advise the Board on such matters as the Board may decide.

29. **Remuneration of Directors**

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

30. **Conflict of Interest**

a) No Director/Committee Member shall be disqualified by his 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.

b) No Director/Committee Member nor any member or members of his 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.

c) **Procedure:**

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

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

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

- 1) Refrain from participating in any discussions of the related matter by the Board/Committee;
- 2) Refrain from voting on any motion in relation to the matter;
- 3) Withdraw from a meeting while the matter is being discussed or voted upon; and
- 4) Not attempt in any way whether before, during or after the meeting to influence the voting on the related matter.

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.

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:

- 1) issue a verbal reprimand;
- 2) issue a written reprimand;

- 3) ask the Director/Committee Member to resign or recommend to the Members that the appointment of the Director be rescinded.

31. **Protection of Directors and Officers**

No Director or Officer 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 his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default, provided that nothing herein shall relieve any Director or Officer for any liability imposed upon him by the Corporations Act.

32. **Indemnity of Directors and Officers**

Every Director or Officer of the Corporation and his 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:

- a) 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 him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office, and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof;

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

33. **Confidentiality**

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

34. **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. Such adjournment may be made notwithstanding that no quorum is present.

35. **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.

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

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

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

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

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

- a) 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.
- b) 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.

39. **Investments by the Corporation**

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

40. **Auditor of the Corporation**

- a) The Voting Members shall at the Annual Meeting of Members of the Corporation appoint an auditor to hold office until the next Annual Meeting of Members.
- b) The auditor shall not be a Director, Officer, or employee of the Corporation, nor a partner or employee of any such person.

- c) The auditor shall be duly licensed under the provisions of *The Public Accounting Act, 2004*.
- d) The auditor shall have all rights and privileges set forth in *The Corporations Act* and shall perform the audit function prescribed herein.
- e) In addition to making his report at the Annual Meeting of Members of the Corporation, the auditor shall from time to time report to the Board on his work, making any recommendations he considers necessary.

41. **Duties of the Chair of the Board**

- a) The Chair shall, when present, preside at all meetings of the Board.
- b) The Chair shall supervise the affairs and operations of the Corporation.
- c) The Chair with the Secretary or other officer appointed by the Board for the purpose shall sign all Bylaws of the Corporation.
- d) For purposes of *The Corporations Act*, the Chair shall be considered to be the President of the Corporation.

42. **Duties of Past Chair of the Board**

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.

43. **Duties of Vice-Chair of the Board**

- a) During the absence or inability of the Chair, his duties may be performed and his powers may be exercised by the Vice-Chair.
- b) The Vice-Chair shall also perform such duties and exercise such powers as the Chair may from time to time delegate to him or the Board may prescribe.

44. **Duties of the Secretary of the Corporation**

- a) The Secretary shall be ex-officio clerk of the Board.
- b) 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.
- c) The Secretary shall give or cause to be given all notices required to be given to Directors.
- d) 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.

- e) The Secretary with the Chair or other officer appointed by the Board for that purpose shall sign all Bylaws of the Corporation.
- f) The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may from time to time be determined by the Board.

45. **Duties of the Treasurer of the Corporation**

- a) The Treasurer, or person performing the usual duties of a Treasurer, shall
 - i) 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,
 - ii) shall deposit and shall control the deposit of all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board, and
 - iii) shall ensure the safekeeping of securities and the disbursement of the funds of the Corporation.
- b) The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor.
- c) The Treasurer shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation.
- d) The Treasurer shall also perform such other duties as may from time to time be determined or prescribed by the Board.

46. **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.

47. **Amendment of Bylaws**

The Bylaws of the Corporation not embodied in the Letters Patent 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.

48. **Effective Date**

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

49. **Repeal**

Upon this Bylaw coming into force, Bylaw No. 4 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.


50. **Dissolution, Wind-up**

Any three (3) directors of the Corporation may call a special general meeting of the members 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 at least a majority of the votes cast 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 Article VII of the letters patent 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 Sisters of St. Joseph of Sault Ste. Marie to be used for charitable purposes within the District of Thunder Bay, Province of Ontario.
- b) The Corporation shall at no time carry on any business.

DULY PASSED by the Board and sealed with the Corporate Seal this 28th day of June, 2012.


Secretary Treasurer


Chair

DULY CONFIRMED by an affirmative vote of at least two-thirds (2/3) of the Voting Members this 27th day of April, 2012.


General Superior


Assistant General Superior


General Treasurer


General Secretary

Councillor