

# By-Law NO. 1

A by-law relating generally to the transaction of the business and affairs of

## **Community Counselling and Resource Centre (the “Corporation”)**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

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## **ARTICLE ONE**

### **INTERPRETATION**

1.01 **Definitions** – In this by-law and all other by-laws and special Resolutions of the Corporation, unless the context otherwise requires:

“Act” means the Corporations Act Ontario, and any act that may be substituted therefore, as from time to time amended;

“Board” means the Board of Directors of the Corporation;

“By-Laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation incorporated without share capital under the Act by Letters Patent of Amalgamation dated November 20, 1998 and named Family Counselling Service and Volunteers and Information Peterborough

“Letters Patent” means the letters patent of amalgamation of the Corporation, as from time to time amended and supplemented by supplementary Letters Patent;

“Meeting of Members” includes an annual meeting of members and/or a special meeting of members;

1.02 **Interpretation** - Words importing the singular include the plural and vice versa; words importing one gender include all genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

## **ARTICLE TWO**

### **BUSINESS OF THE CORPORATION**

2.01 **Head Office** – Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Peterborough, in the County of Peterborough.

2.02 **Corporate Seal** – Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03 **Rules of Order** – Procedures not covered by these By-Laws or procedures subsequently adopted by the Board, shall be in accordance to Robert’s Rules of Order.

- 2.04 **Financial Year** – The financial year of the Corporation shall terminate on such date in each year as the Directors may from time to time by resolution determine.
- 2.05 **Execution of Contracts** – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments in writing requiring execution by the Corporation may be signed by any two of its Signing Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document may or shall be executed. Any person authorized to sign any document on behalf of the Corporation may affix the corporate seal thereto. Any Signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 2.06 **Banking Arrangements** – The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
- 2.07 **Vision and Mission** – The vision of the Corporation is that: Community Counselling and Resource Centre exists to make a positive and lasting difference in people’s lives.
- The mission of the Corporation is that: Community Counselling and Resource Centre helps people strengthen their lives and promotes community well-being. We do this through services that offer counselling, support and resources to assist with personal well-being, credit and financial management, access to housing and connection with the community.
- 2.08 **Voluntary Dissolution** - The Board of Directors must obtain legal advice to initiate and oversee the voluntary dissolution of the organization. This legal advice must ensure that all required steps are taken, including the protection of the Corporation’s assets and the interests of its clients and staff.

## **ARTICLE THREE**

### **DIRECTORS**

- 3.01 **Power of Directors**
- a) **Administer Affairs** – Subject to the Act, the Letters Patent and the By-laws of the Corporation, the Board of Directors may 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 may exercise all such other powers and do all such other acts and things as the Corporation is by the Act, its Letters Patent, its By-laws or otherwise authorized to exercise and do.

- b) **Expenditures** – The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust 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 interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- c) **Fundraising** – The Board of Directors shall take such steps as it 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.

3.02 **Number of Directors and Quorum** – Until changed in accordance with the Act, the number of Directors shall be ten (10) of whom a majority shall constitute a quorum for the transaction of business. Notwithstanding vacancies the remaining Directors may act if constituting a quorum.

3.03 **Qualification** - No person shall be qualified as a Director unless he or she shall be eighteen (18) or more years of age and shall at the time of his or her election and throughout his or her term of office be a full member of the Corporation; provided that a person who is not a full member of the Corporation may be a Director if he or she is otherwise qualified and if he or she becomes a full member of the Corporation within ten (10) days after his or her election, subject to the provisions of the Act. Staff of the Corporation or a staff member's spouse or issue shall not be eligible for directorship in the Corporation.

3.04 **Election and Term** – Directors of the Corporation will hold office for a two (2) year term. Elections will take place at the Annual Meeting of Members. Directors will be eligible for election for a maximum of six (6) years and after being absent from the Board for one (1) year, such individual may be eligible for re-election to the Board. A director holding the office of President in his/her sixth year as a Director, may be elected as a Director for up to two (2) years beyond the six year maximum. Elections may be a show of hands or by a resolution of members unless a ballot be demanded by any member.

3.05 **Removal of Directors** – The directors may, by resolution passed by at least two-thirds (2/3's) of the votes cast remove any Director before the expiration of his or her term of office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term.

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

- a) If a receiving order is made against him or her if he or she makes an assignment under the Bankruptcy and Insolvency Act;
- b) if the Director is found to be incapable of managing property by a court or under Ontario law;

- c) if he or she ceases to be qualified as provided in section 3.03;
- d) if he or she fails to attend three consecutive board meetings in any fiscal period unless leave has been obtained from the Executive Committee or the Board of Directors;
- e) If he or she shall be removed from office by resolution of the members as provided in section 3.05; or
- f) If by notice in writing to the Corporation he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

- 3.07 **Filling Vacancies** – Any vacancy on the Board may be filled for the remainder of the term by the Directors then in office if they shall see fit to do so, so long as there is a quorum of Directors in office; provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a Meeting of Members to fill the vacancy, and in default or if there are no Directors then in office, the meeting may be called by any member. If the number of Directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.
- 3.08 **Calling of Meetings** – Meetings of the Board shall be held from time to time at the call of the Board President or any two (2) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.
- 3.09 **First Meeting of New Board** – Provided a quorum of Directors be present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.
- 3.10 **Regular Meetings** – The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting. The Board is required to meet a minimum of six (6) times a year.
- 3.11 **Place of Meetings** – Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario.
- 3.12 **Chairperson** – The President or, in his or her absence, a Vice President who is a Director shall be chairperson of any meeting of Directors. If no such Officer be present, the Directors present shall choose one of their number to be chairperson.
- 3.13 **Votes to Govern** – Each Director has one vote. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case

of an equality of votes the chairperson of the meeting shall not be entitled to a second or casting vote.

- 3.14 **Participation by Telephone or Other Communications Facilities** - If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
- 3.15 **Conflict of Interest** – A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. No such Director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no Director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.
- 3.16 **Submission of Contracts or Transactions to Members for Approval** – The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any Meeting of Members and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority or the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent of the Corporation) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.
- 3.17 **Remuneration** – The Directors shall serve as such without remuneration but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the Board or of the members.
- 3.18 **Executive Committee** – Whenever the Board consists of more than six (6) Directors, the Board may elect from its number an executive committee consisting of not less than three (3), which committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board.



- 3.19 **Other Committees** – The Board may from time to time appoint committee(s), as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

## **ARTICLE FOUR**

### **OFFICERS**

- 4.01 **Election of Officers** – The Officers of the Corporation shall be: President, Vice President, Past President, Treasurer and Secretary. Officers other than the Past President shall be elected from among the Board members by the Board at its meeting following the annual election of directors. One person may hold more than one office, save that the President may not hold the office of Secretary.
- 4.02 **Terms of Office** – The terms of office for officers appointed by the Board shall be settled by it from time to time. Any Officer shall cease to hold office upon resolution of the Board. Each officer elected or appointed by the Board shall hold office until his or her successor is elected or appointed, except that the term of office of the President shall expire if and when he or she shall cease to be a Director.
- 4.03 **President** – The President provides leadership to the Board, ensures the integrity of the Board’s process and represents the Board in the community. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management of the Corporation. The President ensures the Board discusses all matters relating to the Board’s mandate. The president shall preside at all meetings of the Board, the Executive Committee and the membership. He/she shall call special meetings of the Board whenever it is deemed necessary or upon the written request of the Board. He/she shall carry out such duties as are incident to his/her office or as may be required by the Board.
- 4.04 **Vice-President** – During the absence or disability of the President, his or her duties shall be performed and his or her powers exercised by the Vice-President.
- 4.05 **Secretary** – The Secretary shall attend all Meetings of Members and Directors. The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities. The Secretary shall ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees
- 4.06 **Treasurer** – The Treasurer works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities. The Treasurer shall ensure full and accurate books of account are kept of the Corporation and whenever required by the Board shall present financial statements as requested.

- 4.07 **Variation of Duties** – From time to time the President may add to the duties of any other Officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any Officer.

## ARTICLE FIVE

### PROTECTION OF DIRECTORS AND OFFICERS

- 5.01 **Limitation of Liability** – No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, or Officer, or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to 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 moneys 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own willful neglect or default.
- 5.02 **Indemnity** – Every Director and Officer of the Corporation and his or her heirs, executors and administrators 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 that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
  - b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- 5.03 **Validity of Actions** – No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.
- 5.04 **Director's Reliance** – Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

## ARTICLE SIX

### MEMBERSHIP

- 6.01 **Purpose** – Membership provides an opportunity for interested individuals to support and be involved with the agency. It is the goal of the agency that there be a balanced representation of community members.
- 6.02 **Qualifications** – Membership will be open to all individuals 18 years and over who support the purpose and values of the Corporation.
- 6.03 **Types of Members** –
- Full Member:** current members of the Board of Directors of the agency; have one vote at any Meeting of Members.
- Community Member:** any interested person, corporation, agency or other group that has made a donation to the agency in the past year; do not have voting privileges.
- Staff Member:** staff members do not have voting privileges.
- 6.04 **Rights and Privileges** – All members will:
- a) Receive notice and invitation to annual general meetings,
  - b) Receive invitations to consultations and special meetings,
  - c) Receive agency newsletters, and
  - d) Be invited to participate in fundraising activities.

## ARTICLE SEVEN

### MEETINGS OF MEMBERS

- 7.01 **Annual Meetings** – The Annual Meeting of Members shall be held at such time and on such day in each year as the Board may from time to time determine for the purpose of receiving the reports and statements required by the Act to be placed before the Annual Meeting of Members, electing Directors, appointing auditors and fixing or authorizing the Board to fix the auditors' remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 7.02 **Special Meetings** – The Board or the President shall have power to call a Special Meeting of the Members at any time.

- 7.03 **Place of Meetings** – A Meeting of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or pursuant to section 7.05 or if the Board shall so determine, at some other place in Ontario.
- 7.04 **Notice of Meetings** – Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. Notice of a Special Meeting of Members shall state the general nature of the business to be transacted at it and must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. The auditors of the Corporation are entitled to receive all notices and other communications relating to any Meeting of Members that any member is entitled to receive.
- 7.05 **Meetings Without Notice** – A Meeting of Members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a Meeting of Members may transact.
- 7.06 **Chairperson and Secretary** - The President or, in his or her absence, a Vice President who is a Director of the Corporation shall be chairperson of any Meeting of Members. If no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the Secretary of the Corporation be absent, the chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting.
- 7.07 **Persons Entitled to be Present** – The only persons entitled to attend a Meeting of Members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.
- 7.08 **Right to Vote** – At any Meeting of Members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Full Member.
- 7.09 **Proxies** – At any Meeting of Members a proxy duly and sufficiently appointed by a Full Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to

the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

7.10 **Votes to Govern** – At any Meeting of Members every question shall, unless otherwise required by the Letters Patent or By-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question provided that:

- a) each Full Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by show of hands among all Full Members present;
- c) an abstention shall not be considered a vote cast;
- d) before or after the show of hands has been taken on any question, the chair of the meeting may require, or any Full Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.11 **Adjournment** – The chairperson at a Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

7.12 **Nominations** - At least two (2) months prior to the date of the annual meeting, a nominating committee of at least three (3) members shall be appointed by the President, subject to the approval of the Board. This committee may consist of the Executive Committee. The Board may appoint one (1) non-Board member to the committee. The nominating committee will prepare a slate of candidates for nomination to the Board at the annual meeting. Nominations may also be submitted in writing, provided these are received by the Executive Director at least ten (10) days before the date fixed for the annual meeting. Such nominations must be supported by at least two (2) members and all nominations must be endorsed by the candidates.

## ARTICLE EIGHT

### NOTICES

- 8.01 **Method of Giving Notices** – Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a member, Director, Officer, or Auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address as recorded in the books of the Corporation or if mailed by prepaid mail addressed to him or her at his or her said address or if sent to him or her at his or her said address electronically.
- 8.02 **Computation of Time** – In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 8.03 **Omissions and Errors** – The accidental omission to give any notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 8.04 **Waiver of Notice** – Any member (or his or her duly appointed proxy), Director, Officer or Auditor may waive any notice required to be given to him or her under any provision of the Act, the Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event which notice is required to be given, shall cure any default in giving such notice.

## ARTICLE NINE

### AUDITORS

- 9.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## ARTICLE TEN

### ADOPTION AND AMENDMENT OF BY-LAWS

- 10.01 **Effective Date** – This By-law shall come into force when confirmed by the Full Members in accordance with the Act.
- 10.02 **Amendments to By-laws** - The Full Members may from time to time amend this By-law by a 2/3 majority of the votes cast.

Original passed by the Directors and sealed with the corporate seal the 20<sup>th</sup> day of November, 1998.

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**BY-LAW NO.2**

**COMMUNITY COUNSELLING AND RESOURCE CENTRE**  
(the "Corporation")

A by-law respecting the borrowing of money by the Corporation

The Directors may from time to time

- a) borrow money on the credit of the Corporation; or
- b) issue, sell or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Original passed by the Directors and sealed with the corporate seal the 20th day of November, 1998.

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