

# CHILDREN'S AID SOCIETY OF TORONTO

## BY-LAW NO. # 4

A by-law relating generally to the conduct of the affairs of

### CHILDREN'S AID SOCIETY OF TORONTO

(the "**Corporation**")

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

#### INTERPRETATION

1. (a) In this by-law and all other by-laws and resolutions of the Corporation, unless the context requires otherwise:
  - (i) the singular includes the plural;
  - (ii) '**Annual Meeting**' means the annual meeting of the Members;
  - (iii) '**Board**' means the board of directors of the Corporation;
  - (iv) '*Charities Accounting Act*' means the *Charities Accounting Act*, R.S.O. 1990, Chapter C.10, any amendments thereto, and any statute enacted in substitution therefor from time to time;
  - (v) '**Chief Executive Officer**' means the individual appointed as such in accordance with section 14 of this by-law and who is the 'local director' as contemplated under the *Child and Family Services Act*;
  - (vi) '*Child and Family Services Act*' means the *Child and Family Services Act*, R.S.O. 1990, Chapter C.11, any amendments thereto, and any statute enacted in substitution therefor from time to time;
  - (vii) '**Committees**' means the Executive Committee, any Standing Committee, a Special Committee, and a Task Force, and '**Committee**' has a corresponding meaning;
  - (viii) '**Corporation**' means Children's Aid Society of Toronto;
  - (ix) '*Corporations Act*' means the *Corporations Act*, R.S.O. 1990, Chapter C.38, any amendments thereto, and any statute enacted in substitution therefor from time to time;
  - (x) '**Documents**' include deeds, charges, transfers and assignments of property, real or personal, immovable or moveable, agreements and all instruments in writing;

- (xi) '**Letters Patent**' means the Letters Patent of the Corporation as amended by any Supplementary Letters Patent;
- (xii) '**Members**' means the members of the Corporation as described in section 5, and '**Member**' and '**Membership**' have corresponding meanings;
- (xiii) '**Special Resolution**' means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a Members' meeting duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting;
- (xiv) '**Suspended Member**' has the meaning set out in sub-section 5(d).

(b) All terms defined in the *Corporations Act* have the same meanings in this by-law and all other by-laws of the Corporation.

### **HEAD OFFICE**

2. The head office of the Corporation shall be in the City of Toronto in the Province of Ontario (or in another location in Ontario as determined by Special Resolution), and at such place therein as the Board may from time to time determine.

### **GEOGRAPHICAL AREA SERVED**

3. The Corporation shall exercise its statutory authority under the *Child and Family Services Act* in the City of Toronto in accordance with the Letters Patent (provided that the preceding shall not relate to activities for which the Corporation is licensed under the *Intercountry Adoptions Act, 1998*, R.S.O. 1990 Chapter C.29).

### **CORPORATE SEAL**

4. The seal, an impression of which is stamped in the margin of this by-law, shall be the corporate seal of the Corporation.

### **MEMBERSHIP**

5. (a) Classes of Members - The Corporation shall have three (3) classes of Members:

- (i) Regular Members;
- (ii) Group/Family Members; and
- (iii) Life Members.

(b) Membership Year - Membership in the Corporation shall extend for one (1) year from April 1 to March 31 of the following year.

(c) Membership Documentation - From time to time the Board may require any or all persons who wish to apply for Membership to complete and to submit forms or documentation all in such form which the Board determines, in its sole discretion, to be satisfactory.

(d) Renewal of Members - Annual Membership may be automatically renewed by the Board for each subsequent year on or before the date of expiry of the current Membership year provided that from time to time the Board may, with respect to membership renewals, require any or all Members to complete and to submit forms or documentation all in such form which the Board determines, in its sole discretion, to be satisfactory. Where any Member has not complied with any requirement established by the Board with respect to renewal of membership for a period of thirty (30) days from such date (a "**Suspended Member**"), then the Board, after giving such Member thirty (30) days notice in writing sent by regular post to the Member's last known address on the Corporation's records (during which time period the Suspended Member may comply with such requirement), may terminate the Member's Membership and remove the Member's name from the Corporation's Membership list. No Suspended Member shall be entitled to vote at or to receive notice of any meeting of Members while the Suspended Member is not in compliance with any such requirement. A Member may apply to cease to be a Suspended Member and to be restored to being a Member, and the Board, in its sole discretion, may determine that such Member ceases to be a Suspended Member and is restored to being a Member.

6. (a) Regular Members - Each individual eighteen (18) years of age or over who is a resident or whose workplace is located in the City of Toronto, and who has complied with any requirement established by the Board with respect to membership may, in the sole discretion of the Board, be admitted as a Regular Member for the ensuing year provided, however, that no more than two hundred (200) Regular Members may be admitted in any given calendar year. Each Regular Member who is not a Suspended Member on the date upon which notice of any meeting of Members is given by the Corporation shall be entitled to receive notice of such meeting and to one (1) vote on each question arising at such meeting.

(b) Group/Family Membership - Any group, which term is deemed to include a corporation, which has an office located in the City of Toronto, or any family residing in the City of Toronto, may, in the sole discretion of the Board, be admitted as a Group/Family Member upon compliance with any requirement established by the Board with respect to membership. Each Group/Family Member which is not a Suspended Member on the date upon which notice of any meeting of Members is given by the Corporation shall be entitled to receive notice of such meeting and to one (1) vote on each question arising at such meeting.

(c) Life Membership - The Board may, from time to time, in its sole discretion, name Life Members. A Life Member shall be a person who, in the opinion of the Board, in its sole discretion, has rendered exceptional services to the Corporation. Each Life Member shall be entitled to notice of meetings of Members and shall be entitled to one (1) vote on each question arising at such meeting.

(d) Membership Not Transferable - Membership in the Corporation is not transferable and lapses and ceases to exist upon the death or, in the case of a corporation, the

dissolution, of such Member or when the relevant Member's period of Membership expires or is terminated or when such Member ceases to be a Member by resignation. Any Member may resign from Membership upon notice in writing to the Secretary.

### **BOARD OF DIRECTORS**

7. (a) Board Composition - The affairs of the Corporation shall be managed by a Board of nineteen (19) directors.

(b) Qualifications - Each director shall:

- (i) be at the time of their election or within ten (10) days after, and throughout their term of office, a Member of the Corporation in good standing;
- (ii) be at least eighteen (18) years of age;
- (iii) not be, at the time of their election, and throughout their term of office, an undischarged bankrupt;
- (iv) not be, at the time of their election, and throughout their term of office, convicted of a criminal offence which, in the sole discretion of the Board, would render that individual unfit or inappropriate to act as a director of the Corporation; and
- (v) not be, at the time of their election, and throughout their term of office, in the sole discretion of the Board, in contravention of any Board-approved policy of the Corporation.

(c) No Employee Directors - No employee of the Corporation shall be a director.

(d) Board Powers - The Board may make and establish policies, rules and regulations for the government of the Corporation and its officers and employees and for the transacting of its activities. The Board shall delegate management of the Corporation's activities as the Board from time to time considers appropriate.

### **BOARD ELECTIONS, TERM OF OFFICE, AND VACANCIES**

8. (a) Candidates - Prior to each Annual Meeting, the Governance and Nominating Committee shall prepare a list of candidates for election as directors.

(b) Elections - The directors shall be elected or re-elected (to fill the positions of those directors whose term is about to expire) from the list referred to in sub-section 8(a). The election of directors shall not be by ballot unless demanded.

(c) Term - Each director elected or re-elected shall serve for three (3) years, or until his or her successor is elected. Retiring directors shall continue in office until their successors shall have been duly elected or appointed.

(d) Retiring Directors - Eligibility for Re-Election - Retiring directors shall be eligible for re-election to the Board, if otherwise qualified.

(e) Maximum Term - No director shall serve as such for more than nine (9) consecutive years.

(f) Vacancy - From time to time, in the event of any vacancy, however caused, occurring in the Board, the Governance and Nominating Committee shall prepare and submit to the Board a report identifying a candidate or candidates for election as director to fill such vacancy, and the Board may, if there is a quorum of directors in office, fill such vacancy based on such report for the remainder of the relevant term. Any director so appointed to fill any such vacancy shall hold office for the unexpired portion of the relevant term.

(g) Vacancy Not Filled by Board - If a vacancy referred to in sub-section 8(f) is not filled by the Board, such vacancy shall continue until the Annual Meeting at which the term of the relevant director would have expired.

(h) Resignation and Deemed Resignation - Any director may resign by delivering a written resignation to an officer of the Corporation. Any director who fails to attend fifty percent (50%) of Board meetings in any one (1) year or fails to attend three (3) consecutive Board meetings shall be deemed to have resigned as a director and shall not be eligible for election as a director unless otherwise specifically directed by the Board.

(i) Removal - The Members may, by a resolution passed by at least two-thirds of the votes cast at a Members' meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by a majority of the votes cast at such meeting, elect any person in his or her stead for the remainder of the relevant term.

## OFFICERS

9. (a) Election and Appointment - The Board, at its first meeting after each Annual Meeting (each such meeting to be held within seven (7) days after each Annual Meeting), shall elect (in the case of the Chair) from among the directors and otherwise appoint from among the directors the following officers of the Corporation, namely, a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Board may, from time to time, as it considers appropriate, appoint from among the Board an additional Vice-Chair known as the Second Vice-Chair. (During any period during which a Second Vice-Chair is in office, the Vice-Chair appointed pursuant to the next preceding sentence shall be known as the "First Vice-Chair".) The Board may, from time to time, as it considers appropriate, appoint one (1) or more other officers, who may, but need not be, directors. The Board may at any time, in its sole discretion, remove any officer from his or her office. Any officer may at any time resign from his or her office by delivery of a written resignation to any other officer of the Corporation. The Board may also, from time to time, elect or appoint (as the case may be) officers to fill vacancies occurring during the year. For the purposes of the *Corporations Act* and section 16 of Regulation 70, R.R.O. 1990, passed under the *Child and Family Services Act*, the Chair is deemed to be the president of the Corporation.

(b) Statutory Powers - Wherever any powers are conferred by statute upon an officer or employee of the Corporation, such power shall be exercised by such officer or employee as the Board shall determine (subject to such statute).

### **The Chair**

10. The Chair shall, if present, preside at all meetings of the Corporation, the Board and the Executive Committee; he or she shall sign all instruments which require his or her signature and shall perform all duties incident to his or her office and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

### **The Vice-Chair(s)**

11. (a) The Vice-Chair shall preside when the Chair is absent from a meeting of the Corporation or the Board. The Vice-Chair shall have all the relevant powers of the Chair when so presiding.

(b) In the event that the Chair and the Vice-Chair are not present at a meeting of the Corporation or the Board (and a Second Vice-Chair is not then in office), then the individuals present at such meeting may elect one (1) of their number to preside who, while so presiding, shall have all the relevant powers and duties of the Chair.

(c) During any period during which a Second Vice-Chair is in office:

(i) in the event that the Chair and the First Vice-Chair are not present at a meeting of the Corporation or the Board, the Second Vice-Chair shall preside. The Second Vice-Chair shall have all the relevant powers of the Chair when so presiding; and

(ii) in the event that the Chair, the First Vice-Chair and the Second Vice-Chair are not present at a meeting of the Corporation or the Board, then the individuals present at such meeting may elect one (1) of their number to preside who, while so presiding, shall have all the relevant powers and duties of the Chair.

(d) The Vice-Chair shall also have such other powers and duties as from time to time may be assigned to him or her by the Board or by the Executive Committee.

(e) The Second Vice-Chair (if any) shall also have such other powers and duties as from time to time may be assigned to him or her by the Board or by the Executive Committee.

### **The Secretary**

12. (a) The Secretary shall have charge of the minute books of the Corporation and draft or cause to be drafted the minutes of the meetings; sign with the Chair or other signing officer or officers of the Corporation such instruments as require his or her signature and perform such other secretarial duties as the Chair, the Board, or the Executive Committee may from time to time assign to him or her.

(b) The Secretary shall keep or cause to be kept a book or books wherein shall be recorded:

- (i) A copy of the Letters Patent and all by-laws of the Corporation;
- (ii) The names, alphabetically arranged, of all persons who are Members, directors and officers of the Corporation and the dates of their admission, election or appointment;
- (iii) The address of every such person; and
- (iv) The minutes of meetings of the Corporation, the Board and the Executive Committee.

(c) The Secretary shall issue or cause to be issued notices of all meetings of the Corporation, the Board and the Executive Committee when directed to do so, deal with such correspondence affecting the business and affairs of the Corporation and perform or cause to be performed such other secretarial duties as the Chair, the Board, or the Executive Committee may from time to time assign to him or her.

### **The Treasurer**

13. The Treasurer shall keep or cause to be kept full and accurate books of account as required by statute and accounts of all receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and securities of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign or countersign such instruments as require his or her signature and shall perform all duties incident to his or her office as the Chair, the Board, or the Executive Committee may from time to time assign to him or her.

### **The Chief Executive Officer**

14. The Chief Executive Officer shall be appointed by the Board and shall be responsible to the Board for the administration and enforcement of the *Child and Family Services Act*, or its successor from time to time, and the regulations thereunder in the City of Toronto. The Chief Executive Officer shall perform all the duties of a 'local director' as required under the *Child and Family Services Act* and the regulations thereunder and any other statute or regulation of Ontario. She or he shall also carry out or cause to be carried out such other duties as may be required of her or him by the Letters Patent, by the by-laws, by the Board, or by the Executive Committee. The Chief Executive Officer shall be a non-voting, *ex officio* member of all Committees.

### **NON-REMUNERATION OF DIRECTORS**

15. No director shall receive remuneration from the Corporation for acting as such. A director may be reimbursed for reasonable expenses incurred while discharging his or her duties as a director.

## **INDEMNITIES TO DIRECTORS AND OFFICERS**

16. 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 (subject to the *Charities Accounting Act* or a regulation made under the *Charities Accounting Act*), be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against him, her or it, for or in respect of any act, deed, matter or things whatsoever made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and

(b) all other costs, charges and expenses which he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own wilful neglect or default.

## **INSURANCE**

17. The Corporation may purchase insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation, provided that the Corporation may not purchase such insurance unless:

(a) the Corporation complies with the *Charities Accounting Act* or a regulation made under the *Charities Accounting Act* that permits the purchase; or

(b) the Corporation or a director or officer of the Corporation obtains a court order authorizing the purchase.

## **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

18. (a) No director or officer of the Corporation from time to time 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 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 the Corporation, or 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 or belongings to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her receptive office or trust or in relation thereto, unless the same shall happen by or through his or her own wilful neglect or default.

(b) The directors of the Corporation from time to time shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Corporation, except any contract, act or transaction as shall have been submitted to and authorized or approved by the Board.

## CONFLICT OF INTEREST

19. (a) Every director is in a fiduciary relation with the Corporation and is under an obligation to act in the utmost good faith toward the Corporation in his or her dealings with it or on its behalf.

(b) Without limiting the generality of sub-section 19(a) above and sub-sections 19(c) to 19(h) inclusive below, the Board shall establish a conflict of interest policy regarding non-pecuniary conflicts of interest with respect to the Board and Committees.

(c) Without limiting the generality of sub-sections 19(a) and 19(b) above, every director is legally bound by the duties set out in sub-sections 19(d) to 19(h) inclusive below (which are statutorily imposed by the *Municipal Conflict of Interest Act*):

(d) Where a director, either on his or her own or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Board or any Committee at which the matter is the subject of consideration, he or she shall:

(i) prior to any consideration of the matter at the meeting, disclose his or her interest and the general nature thereof;

(ii) not take part in the discussion of, or vote on any question in respect of the matter;

(iii) not attempt in any way, whether before, during or after the meeting, to influence the voting on any such question.

(e) Where the meeting of the Board or any Committee is not open to the public, the director shall, in addition to complying with sub-section 19(d) above, forthwith leave the meeting or the part of the meeting during which the matter is under consideration.

(f) Where the interest of a director has not been disclosed as required by sub-section 19(d) above by reason of his or her absence from the meeting of the Board or Committee, as the case may be, the director shall disclose his or her interest and otherwise comply with sub-section 19(d) above at the first meeting of the Board or such Committee, as the case may be, attended by him or her after the meeting referred to in sub-section 19(d) above.

(g) Every declaration of interest and the general nature thereof made under this provision shall, where the relevant meeting is open to the public, be recorded on the minutes of that meeting by the secretary of the Board or of the Committee as the case may be.

(h) Every declaration of interest made under this provision, but not the general nature of that interest, shall, where the relevant meeting is not open to the public, be recorded in the minutes of the next meeting of the Board or the Committee, as the case may be, that is open to the public.

## MEETINGS

### Annual Meeting and General Members' Meetings

20. (a) The Annual Meeting shall be held at the head office or elsewhere in the City of Toronto on such day and at such time as the Board may determine (provided that each such meeting is not more than fifteen (15) months after the holding of the last Annual Meeting).

(b) The Board may at any time call a general meeting of the Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

(c) The business of the Annual Meeting shall be: the approval of minutes or prior meeting(s), the presentation of reports, the presentation of the Corporation's financial statements and the auditor's report thereon, the presentation of the report of the Governance and Nominating Committee, the election of directors, the appointment of the Corporation's auditor, and the transaction of such other business as may be properly brought before the Annual Meeting.

### Notice of Members' Meetings

21. A printed or written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member entitled to notice of such meeting by prepaid post at least twenty-one (21) days (exclusive of the day of mailing but inclusive of the day for which notice is given) before the date of every meeting directed to such address of such Member and of the auditor as appears on the books of the Corporation, or if no address is given, then to the last address of each such Member or auditor known to the Secretary. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived in writing. It is sufficient notice of any meeting of the Members if notice is given by publication at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the Members reside as shown by their addresses on the books of the Corporation.

### Meetings of the Board

22. (a) Location of Meetings - Meetings of the Board may be held at the head office of the Corporation or at any place, as designated in the notice calling the meeting.

(b) Number of Meetings - In each fiscal year of the Corporation, the Board: shall hold no fewer than six (6) meetings; and shall hold at least one (1) meeting in every three (3) month period. Meetings of the Board may also be convened at any time on notice to the directors on the written request of any three (3) directors or by order of the Chair or by the Vice-Chair (or, if there is a Second Vice-Chair in office, by either the First Vice-Chair or the Second Vice-Chair).

(c) Open Board Meetings - All meetings of the Board shall be open to the public unless the Board requires that any Board meeting or part thereof shall not be open to the public. Unless the Board determines otherwise, no-one other than a director shall have the right to

participate in discussion at any Board meeting. No-one other than a director shall vote on any question proposed for consideration at any Board meeting.

(d) Director's Meetings By Other Means - If all the directors present at or participating in the meeting consent (which consent may be given at any time), a meeting of the Board or of a Committee may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by those means shall be deemed to be present at the meeting.

(e) Resolution in Lieu of Meeting - Any by-law or resolution signed by all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

(f) Notice of Board Meetings - A printed or written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each director prepaid post at least five (5) days (exclusive of the day of mailing but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Corporation. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived in writing. The Board may designate one (1) or more days in any month or months of the year as the date on which regular meetings of the Board will be held at a place and time named. If this is done and proper notice is given, no individual notice of any regular Board meeting need be given.

(g) Notice to Members of Board Meetings - Subject to sub-sections 22(b) to (f) inclusive above, the Board shall establish procedures for giving the Members complete and timely notice of the day, time and place of all meetings of the Board as appropriate.

### **Omission of Notice**

23. The accidental failure or omission to give notice of any meeting or the non-receipt of any notice by any Member or director or the Corporation's auditor shall not invalidate any resolution passed or any proceedings taken at such meeting.

### **Votes**

24. (a) Except for any Special Resolution or as otherwise provided in the *Corporations Act* or in a by-law of the Corporation, every question submitted to any meeting of Members, of the Board, or of any Committee shall be decided by a majority vote. Every question submitted to any meeting of Members, of the Board, or of any Committee shall be decided in the first instance by a show of hands. In the case of an equality of votes, the presiding officer shall not have a second or casting vote and the relevant motion shall be defeated.

(b) All Members entitled to vote thereat shall have one (1) vote on each issue at a meeting of Members.

(c) At any meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

(d) A demand for a poll may be withdrawn.

(e) Any Member entitled to vote at any Members' meeting may vote through a duly authorized proxy. The form of proxy shall be as determined by the Board from time to time. No director may vote by proxy at any Board meeting.

### **Quorum**

25. (a) One hundred (100) Members entitled to vote thereat, present in person or represented by proxy, shall form a quorum for a meeting of the Members.

(b) Subject to sub-section 25(d), a quorum for a meeting of the Board shall be a majority of the Board present in person.

(c) The quorum for a meeting of the Executive Committee shall be a majority of the Executive Committee present in person.

(d) No business shall be transacted at any meeting unless the requisite quorum be present (provided that where the number of directors or Committee members who, by reason of section 19, are disabled from participating in a meeting is such that at that meeting the remaining directors or Committee members are not of sufficient number to constitute a quorum, then the remaining number of directors or Committee members shall be deemed to constitute a quorum, provided such number is not less than two). No quorum is required for the adjournment of a meeting.

### **Adjournment**

26. The presiding officer of any meeting may, with the consent of that meeting, adjourn the same from time to time and no notice shall be required of any such adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **Evidence**

27. Where a by-law or resolution purports to have been passed or confirmed by the signatures of all the directors or Members, as the case may be, the signatures to such by-law or resolution are admissible in evidence as proof, in the absence of evidence to the contrary, of the signatures of all the directors or Members, as the case may be, and are admissible in evidence as proof, in the absence of evidence to the contrary, that the signatories to the by-law or resolution were all the directors or Members, as the case may be, at the date that the by-law or resolution purports so to have been passed or confirmed.

**EXECUTIVE COMMITTEE, STANDING COMMITTEES, SPECIAL COMMITTEES,  
AND TASK FORCES**

28. (a) The Board shall have an Executive Committee consisting of the Chair, the Treasurer, and three (3) other individuals elected by the Board from among the directors. The Chief Executive Officer shall attend but shall not be entitled to vote at meetings of the Executive Committee. Subject to any restrictions imposed by the Board from time to time, the Executive Committee shall exercise the powers of the Board. The Executive Committee shall report to the Board at such times as the Board may require. The Executive Committee shall meet as often as the interests of the Corporation require and meetings may be called by notice mailed, telephoned or otherwise communicated to the Members at least forty-eight hours (48) hours before the holding of such meeting.

(b) Standing Committees shall be designated by the Board for such purposes as the Board may, from time to time, determine, provided that there shall at least be a Governance and Nominating Committee, an Audit and Risk Committee, and a Human Resources / Compensation Committee. The chair of the Governance and Nominating Committee shall be a director appointed by the Board. The chair of each of the Standing Committees other than the Governance and Nominating Committee and the members of each of the Standing Committees shall be nominated by the Governance and Nominating Committee for consideration for approval by the Board.

(c) Subject to any by-laws or Special Resolutions, each Standing Committee shall determine its own process and shall have the power to appoint one (1) or more subcommittees.

(d) Special Committees or Task Forces may be appointed by the Board for such purposes and consisting of such Members of the Corporation or other persons for such period and having such powers and duties as the Board may, from time to time, determine. The chair of any Special Committee or Task Force shall ordinarily be nominated by the Board.

(e) Committees shall keep records and shall report and make recommendations to the Board from time to time as the Board may require.

(f) Each member of a Committee shall be bound by the duties set out in section 19 with respect to matters raised at meetings of the relevant Committee.

(g) Each member of a Committee shall:

(i) not be, at the time of their appointment, and throughout their term of office, convicted of a criminal offence which, in the sole discretion of the Board, would render that individual unfit or inappropriate to act as a member of a Committee of the Corporation; and

(ii) not be, at the time of their appointment, and throughout their term of office, in the sole discretion of the Board, in contravention of any Board-approved policy of the Corporation.

## **FINANCES**

### **AUDITORS**

29. At the Annual Meeting, the Members shall appoint an auditor or auditors for the ensuing year. No person shall be appointed as auditor of the Corporation who is a director, officer or employee of the Corporation or who is a partner or employee of any such director, officer or employee.

### **EXECUTION OF INSTRUMENTS**

30. (a) Any one (1) of the Chair, the Vice-Chair (or, if there is a Second Vice-Chair, either the First Vice-Chair or the Second Vice-Chair) or the Chief Executive Officer, together with any one (1) of the Secretary or Treasurer, shall have the authority to sign in the name and on behalf of the Corporation, all Documents and any Documents so signed shall be binding on the Corporation without a further authorization or formality whether or not the seal of the Corporation is affixed thereto. The Board, subject to the provisions of the *Corporations Act*, shall have power from time to time to appoint any other officer or officers or person or persons, on behalf of the Corporation, either to sign Documents generally or to sign a specific type of Document.

(b) The corporate seal of the Corporation may, when required, be affixed to contracts, in Documents, signed as aforesaid.

### **CHEQUES, DRAFTS AND NOTES**

31. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate.

### **BORROWING**

32. (a) The directors may from time to time

(i) borrow money on the credit of the Corporation; or

(ii) issue, sell or pledge securities of the Corporation; or

(iii) 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.

(b) From time to time, the Board, or the Executive Committee, subject to confirmation by the Board, 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 therefore, 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.

(c) Property of the Corporation as referred to in this provision includes both present and future property of the Corporation.

### **FISCAL YEAR**

33. The fiscal year of the Corporation shall begin on the first day of April and shall terminate on the 31<sup>st</sup> day of March the following year.

### **RULES OF PROCEDURE**

34. Roberts Rules of Order shall apply at all meetings of the Members, the Board, the Executive Committee and any other Committees, subject to any special rules of procedure which are set forth in this by-law or any other by-law of the Corporation.

### **REPEAL OF PRIOR BY-LAWS**

35. All prior by-laws, resolutions or other enactments of the Corporation inconsistent with this by-law are hereby repealed.

### **AMENDMENTS**

36. This by-law may be amended in accordance with the *Corporations Act*.

This is a true copy of By-Law No. 4 of the Children's Aid Society of Toronto, replacing By-Law No. 3, as passed by the Board of Directors of the Corporation on April 23, 2009, and approved by the Members of the Corporation at a meeting of the members on June 18, 2009.

DATED at Toronto this        day of        , 2009.

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Dr. Janet Morrison, Chair

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Sangeeta Subramanian , Secretary