



## BY-LAWS

Approved by the Board – September 25, 2024

### SECTION 1 GENERAL

#### 1.1 Name

The "Corporation" is THE COUNCIL ON AGING OF OTTAWA/LE CONSEIL SUR LE VIEILLISSEMENT D'OTTAWA; the Corporation may use and be legally designated by either the English form or the French form.

#### 1.2 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time
- b. "Articles" means the Articles of incorporation of the corporation.
- c. "Bilingual" refers to a person who understands and speaks both official languages
- d. "Board" means the board of directors of the Corporation
- e. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force
- f. "Chair" means the chair of the Board
- g. "Corporation" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act
- h. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called
- i. "Ex-officio" refers to a member of the Board who holds the role as a result of another position that they hold with the Corporation
- j. "Francophone" refers to a person whose first language learned and still understood and spoken is French and who identifies as such (Statistics Canada); those persons whose mother tongue is neither French nor English but have a particular knowledge of French as an Official Language and use French at home (Government of Ontario)
- k. "Member" means a member of the Corporation
- l. "Members" means the collective membership of the Corporation
- m. "Meeting of Members" means an Annual or Special Meeting of Members or both

- n. "Officer" means an officer of the Corporation, including the President, Vice-President(s), Secretary, and Treasurer
- o. "Term of Office" means the length of time a person is elected to serve in a particular elected office

### **1.3 Interpretation**

Other than as specified in Section 1.2, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.4 Headings**

The insertion of headings in this By-law is for convenience only and shall not affect the construction or interpretation thereof.

### **1.5 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.6 Seal**

The Corporation's seal, if any, shall be in the form determined by the Board and shall be secured in the Corporation's head office.

### **1.7 Head Office**

The head office of the Corporation shall be in the City of Ottawa and at such location therein as the Board may from time to time determine.

### **1.8 Execution of Contracts, Documents**

Deeds, transfers, assignments, contracts, obligations and other documents in writing requiring the signature of the Corporation may be signed by any two of its Officers, or by any one of the Officers and the Executive Director.

In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

## **SECTION 2 PURPOSE**

In implementing the objects for which the Corporation has been incorporated as set out in the letters patent, the Members and the Board, its committees and task forces shall be mindful that the Corporation seeks to:

- 2.1** provide a focal point for community recognition of and concern for its older adults;
- 2.2** enhance the quality of life of older adults from all backgrounds, regardless of religion, culture, ethnicity, ability, identity, or any other representation of diversity as protected under the Canadian Charter of Rights and Freedoms, so that each may have an equal opportunity to achieve full potential and to contribute to the wider community;
- 2.3** enhance the full and active participation of older adults in the work and activities of the Board, its committees, task forces and staff;
- 2.4** operate as a bilingual organization in accordance with COA policy on bilingualism and in keeping with COA designation under the French Language Services Act;
- 2.5** monitor, coordinate and promote policies and programs for older adults by providing for the exchange of information and a forum for the discussion of issues;
- 2.6** promote good working relationships with community partners.

## **SECTION 3 FRENCH LANGUAGE SERVICES**

The Board is responsible for ensuring that the Corporation has processes in place to enable the Corporation to carry out its mandate under the French Language Services Act. Such responsibility may be delegated from time to time.

- 3.1** At least one person among the President and the two Vice-Presidents shall be fluent in both official languages.
- 3.2** The Executive Director shall be fluent in both official languages.
- 3.3** At a minimum the Board shall establish a standing committee of the Board designated as the Bilingualism Committee and a committee of the Corporation designated as the Francophone Affairs Committee.
  - 3.3.1** The Chair of the Bilingualism Committee shall ensure that the Corporation fulfills its obligations under the French Language Services Act.
  - 3.3.2** The Bilingualism Committee is charged with ensuring that the Corporation fully discharges its mandate respecting both official languages in accordance with such

purpose, membership, powers, and procedures as the Bilingualism Committee may propose and the Board may from time to time approve.

3.3.3 The Chair of the Francophone Affairs Committee shall represent the interests of older adults in the Francophone community.

3.3.4 The Francophone Affairs Committee is charged with enhancing the quality of life of Francophone older adults in Ottawa and promoting their involvement in the community.

**3.4** In order to meet the spirit of the French Language Services Act, the Board shall ensure that each committee of the Corporation has Francophone representation.

## **SECTION 4 DIRECTORS**

### **4.1 Election of Directors**

4.1.1 The Directors shall be elected by the Members at the Annual Meeting of Members.

4.1.2 All Directors must sign a form agreeing to be a director on or before the date they become directors. If a Director ceases to act as a director for any period of time, a new form must be signed when they begin a new term as a director.

4.1.3 The Board shall be composed of a maximum of fifteen (15) and a minimum of nine (9) Members who shall be selected to ensure broad community representation including:

- individuals who have proven interest in advancing the needs and wishes of older adults;
- individuals who have worked or are working in the fields of health, social services, housing, education or related services with a major interest in services for older adults;

4.1.4 Each of the Directors must be a Member in good standing of the Corporation.

4.1.5 At least fifty percent (50%) of the Directors shall be 55 years or older.

4.1.6 At least twenty percent (20%) of the Directors shall be francophone.

4.1.7 The Executive Director shall be an ex-officio and non-voting member of the Board.

4.1.8 Paid staff of the corporation may not be Directors.

4.1.9 The Board shall be responsible for the general conduct of the affairs of the Corporation, the general management of its assets, and the exercise of all powers of the Corporation not required by the Act or the By-laws to be exercised by the Members. In doing so, the Directors shall be supported by employees of the Corporation and the Directors shall manage or supervise the management of the activities and affairs of the Corporation. Without limiting the generality of the foregoing, the Board may make, authorize or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, authorize expenditures on behalf of the Corporation and delegate to an Officer or Officers of the Corporation the right to make expenditures, employ and pay salaries to employees, take steps to enable the Corporation to acquire, accept, solicit and receive grants, donations and gifts of any kind for the purpose of furthering the objects of the Corporation and may exercise the powers conferred on the Corporation applicable in section 15 of the Act.

## **4.2 Terms of Office**

4.2.1 Directors are elected for a two-year term, renewable twice for a maximum of 6 years. After 6 years, a break of one year must occur before a Member is eligible to be elected to the Board again.

4.2.2 Directors who are Officers of the Corporation may be exempt from the six-year limitation, in order to facilitate continuity.

## **4.3 Remuneration of Directors**

4.3.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

## **4.4 Vacancies**

4.4.1 The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a Meeting of Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

4.4.2 Any Director who does not attend three consecutive regular meetings of the Board without valid reason, as determined by the Board, may be deemed to have resigned at the discretion of the Board.

#### **4.5 Filling Vacancies**

4.5.1 A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office until the next Annual Meeting:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c. if the vacancy occurs as a result of the Members removing a Director from office before the expiration of the Director's term, the Members may fill the vacancy by an ordinary resolution.

4.5.2 Where a vacancy occurs in the Board, except in the case of removal from office of a Director pursuant to Article 4.5.3, the Board may appoint a person to fill the vacancy until the next Annual Meeting. In making this appointment the Board must ensure the provisions of Sections 4.1.2, 4.1.4, 4.1.5, and 4.1.6 are met.

4.5.3. Members may remove any Director by a majority vote at a special meeting called for that purpose, except Directors who are directors by virtue of their office, such as ex-officio Directors.

#### **4.6 Committees**

4.6.1 Committees of the Board may be established by the Board as follows:

- a. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and Terms of Reference for any such committee. The Board may dissolve any such committee by resolution at any time.
- b. The Board may appoint from their number a committee chair, or a committee of Directors and others who may choose a committee chair from amongst their number.
- c. The Board may delegate to the committee chair, or committee, any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated;

4.6.2 In general, standing committees of the Board shall be concerned with permanent or on-going maintenance or planning functions of the Corporation. In general,

special committees and task forces of the Board shall be established on a term basis to undertake special projects.

## **SECTION 5 BOARD MEETINGS**

### **5.1 Calling of Meetings**

The Board shall hold regular meetings at least nine times a year at a time and place fixed by the Board. Special meetings of the Board may be held at the call of the President or on the request of a majority of the Board. The subject matter(s) to be dealt with at any special meeting is to be stated in the request made by the person or persons calling the meeting and in the notice calling the meeting.

### **5.2 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held.

Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

### **5.3 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Chair shall appoint one of the Directors, in order of succession, in advance of the meeting to act as the Chair. If the Chair did not appoint a Director in advance to act as the Chair, the Directors present shall likewise, in order of succession, choose one of their number to act as the Chair.

### **5.4 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The President shall not vote except in the case of a tie.

### **5.5 Quorum**

A quorum for a meeting of the Board shall be a simple majority of Directors in office at the time of the meeting.

## **5.6 Location of Board Meetings**

Meetings of the Board may take place anywhere that the Board determines. Meetings may take place partly or entirely by phone or electronically.

## **5.7 Participation by Telephone or Other Communications Facilities**

A Director may participate in a meeting of the Board or of a committee of the Board by telephonic or electronic means that permit 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.

# **SECTION 6 FINANCIAL**

## **6.1 Banking**

The banking business of the Corporation or any part thereof shall be transacted with such Chartered Bank, Trust Company or Savings Office as the Board may designate from time to time.

## **6.2 Signing Authorities**

The banking business or part thereof shall be transacted by any two of its Officers, or by any one of the Officers and the Executive Director under such agreements, instructions and delegation of power as the Board may from time to time by resolution prescribe or authorize.

## **6.3 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **6.4 Borrowing**

When authorized by resolution passed by at least two-thirds of the votes cast at a meeting of the Board called for considering such resolution, the Board may from time to time:

- a. borrow money upon the credit of the Corporation in such amounts and upon such terms as the Board may deem appropriate;
- b. limit or increase the amount to be borrowed;
- c. charge, mortgage, hypothecate or pledge any or all of the real or personal property of the Corporation, including book debts, owned or subsequently acquired, to secure any money borrowed or any other debt or liability of the Corporation;
- d. delegate to one or more Officers or designated members of the Board, any of the powers conferred by the foregoing clauses of this section to such extent and in such manner as the Board shall determine at the time of the delegation.



## **6.5 Auditor**

The Auditor of the Corporation shall be an independent Chartered Professional Accountant or firm of Chartered Professional Accountants who shall practice or have an office in the City of Ottawa.

## **SECTION 7 OFFICERS**

### **7.1 Officers**

7.1.1 The Board shall appoint from among the Directors a Chair.

7.1.2 The Board may appoint any of the Directors to fill the roles of the Officers of the Corporation, these being the President, Vice-President(s), Treasurer and Secretary, at its first meeting following the Annual Meeting of the Corporation. The office of Chair and President shall be held by the same person unless otherwise determined by the Board. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.1.3 In the event of a casual vacancy among the Officers, the Board shall, as soon as convenient, elect or appoint a replacement for the balance of the term.

7.1.4 When a person has been elected or appointed as an Officer of the Corporation for a two-year term which has not expired, that person may continue as a Director until the expiration of such two-year term notwithstanding that such person has served as a Director for six consecutive years.

### **7.2 Vacancies**

Any Officer shall cease to hold office-upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- such Officer's successor being appointed;
- such Officer's resignation;
- such Officer ceasing to be a Director; or
- such Officer's death.

### **7.3 Filling Vacancies**

In the event of a vacancy among the Officers, the Board of Directors shall, at its earliest opportunity following the vacancy, fill the vacancy by a quorum of Directors.

## 7.4 Duties

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the Officers of the Corporation shall be responsible for the following general duties assigned to them, as well as such other duties and powers as the Board may specify from time to time. The Officers of the Corporation may delegate to others the performance of any or all of such duties subject to the Act.

### 7.4.1 Duties of the Chair

- The Chair shall perform the duties described in sections 5.4 and 11.6 and such other duties as may be required by law or as the Board may determine from time to time.

### 7.4.2 Duties of the President

- The President shall, subject to the authority of the Board and the Officers, have the general supervision of, and be responsible for, the conduct of the affairs of the Corporation. The President shall be an ex-officio member of all committees.

### 7.4.3 Duties of the Vice-President(s)

- Each Vice-President shall have such powers and duties as the President may from time-to-time delegate or as the Board may prescribe.
- During the absence or inability of the President, the President or the Board shall designate the 1<sup>st</sup> Vice-President to exercise the powers and perform the duties of the President. In their absence or inability, the 2<sup>nd</sup> Vice-President will be thus appointed. If any Vice-President exercises any such authority or performs such duties in the absence or the disability of the President, the designation or agreement aforesaid shall be deemed to have been exercised with the authority of the President.

### 7.4.4 Duties of the Treasurer

- The Treasurer shall supervise the financial affairs of the Corporation and shall keep or cause to be kept all financial records as required by any statute and such additional financial records as may be required by the Board.
- The Treasurer shall ensure the care and custody of all funds and securities of the Corporation and shall ensure the entry of all receipts and disbursements in the financial records.
- The Treasurer shall deposit or cause to be deposited all monies and cheques received in a Chartered Bank, Trust Company or Savings Office designated by the Board.
- The Treasurer shall present financial statements at the regular meetings of the Board and shall present audited financial statements at the Annual Meeting of Members. The Treasurer shall perform such other duties as may be prescribed by the Board.

#### 7.4.5 Duties of the Secretary

- The Secretary shall attend and be the secretary of all meetings of the Members and the Board and shall enter or cause to be entered, in records kept for that purpose, minutes of all proceedings thereat or records of all decisions, as appropriate, including in-camera minutes.
- The Secretary shall keep and maintain, or cause to be kept and maintained, all registers of the Corporation as required by any applicable statute and shall keep, or cause to be kept, the corporate seal of the Corporation and all books, papers, records, and documents.
- The Secretary shall give or cause to be given notice of all meetings of Members and the Board.

#### 7.4.6 Duties of the Executive Director

- The Executive Director shall, subject to the authority of the Board and the supervision of the President, have general supervision and management of the issues and affairs of the Corporation, including the management of staff.
- The Executive Director shall ensure compliance with all relevant legislation , including for example the French Language Services Act, and with the Corporation's policies and procedures.
- The Executive Director shall ensure the financial wellbeing of the Corporation and shall have such other duties as the Board may prescribe.
- The Executive Director shall be responsible to the Board, and report directly to the President.

## **SECTION 8 PROTECTION OF DIRECTORS AND OTHERS**

### **8.1 Standard of Care**

- 8.1.1 Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall
- a. act honestly and in good faith with a view to the Corporation's best interests;
  - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **8.2 Liability of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging 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 moneys, 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 their respective office or trust provided that they have:

- a. complied with the Act, and the Corporation's Articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

### **8.3 Indemnification of Directors and Others**

Every Director or Officer or former Director or Officer of the Corporation, and the heirs, executors and administrators and the estates and assigns of every Director and Officer respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges, and expenses whatsoever that they sustain or reasonably incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office;
- b. the Corporation shall not indemnify an individual under subsection 8.3.a. of these By-laws unless:
  - i. the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity, as the case may be; and
  - ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### **8.4 Insurance**

Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Article 8.3 of these By-laws, against any liability incurred by that individual in the individual's capacity as a Director or an Officer of the Corporation.

## **SECTION 9 CONFLICT OF INTEREST**

- 9.1** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

**9.2** No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **SECTION 10 MEMBERS**

### **10.1 Classes of Members**

The Council on Aging of Ottawa has one class of members. The types of membership within this class shall be determined by the Board.

### **10.2 Types of Members**

Membership in the Corporation shall consist of persons or bodies interested in furthering the Corporation's purposes.

Members are accepted into Membership in the Corporation by reason of having completed an application form and having paid, or being deemed to have paid, an annual membership fee, the amount of which shall be determined by the Board.

Each Member shall be entitled to one vote on any question at any Meeting of Members.

Specifically, Membership shall mean any of the following:

- 10.2.1 Individual Members: Individuals who support the objects of the Corporation and who have been accepted into Membership in the Corporation by reason of having paid an annual membership fee.
- 10.2.2 Organizational Members: Any agency, association, or institution which supports the objects of the Corporation, and which has been accepted into Membership in the Corporation by reason of having paid an annual membership fee. Organizational Members may vote through a duly authorized representative.
- 10.2.3 Corporate Members: Any corporation or business which supports the objects of the Corporation and which has been accepted into Membership in the Corporation by reason of having paid an annual membership fee. Corporate Members may vote through a duly authorized representative.
- 10.2.4 Honorary Members: An Honorary Member is one who is recognized as having made an exceptional contribution to the work of the Corporation, is so designated by the Board and as such is deemed to have paid an annual membership fee for their lifetime. The out-going Past President shall be thus designated.

### **10.3 Termination of Membership**

A Membership in the Corporation is not transferable and is terminated when:

- a. the member's term of membership expires;
- b. the member resigns;
- c. the member dies;
- d. the member is expelled or the person's membership is otherwise terminated in accordance with the Articles or By-laws;
- e. the Corporation is liquidated or dissolved under the Act.

## **SECTION 11 MEMBERS' MEETINGS**

### **11.1 Annual Meeting**

The Annual Meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the Annual Meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous Annual and subsequent Special Meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. report by the President
- f. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- g. election of Directors; and
- h. such other or special business as may be set out in the notice of meeting. No other item of business shall be included on the agenda for Annual Meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

Voting Members have the right to submit a proposal to be discussed at a Meeting of Members, and the Board must include it in the notice of meeting unless:

- a. it is sent to them less than 60 days before the meeting,
- b. it does not significantly relate to the business of the nonprofit,
- c. it appears the member is abusing their right to submit a proposal for publicity, or
- d. for any other exceptional situation listed in the Act.

If the board has to include the proposal in the notice, the Member also has a right to include a statement up to 500 words at their own expense unless the Members vote to cover the cost.

### **11.2 Special Meetings**

- a. The Board may call a special Meeting of Members at any time for a specific purpose.
- b. The Members have the right to demand a Meeting of Members if at least 10% of Members vote to send a request with reasons to each Director and to the nonprofit's registered office. The Board must call this meeting within 21 days after receiving the requisition and must then follow the regular notice requirements of a Meeting of Members.

### **11.3 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any Annual or Special Meeting of Members shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decisions to be taken, and state the text of any special resolution to be submitted to the meeting.

### **11.4 Location of Meetings**

A Meeting of Members may take place anywhere within Ontario that the Board determines. Meetings may take place partly or entirely by phone or electronically or in a hybrid fashion as the Board determines.

### **11.5 Quorum**

A quorum for the transaction of business at a Meeting of Members shall be the lessor of not less than one-tenth of the Membership or 30 Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a Meeting of Members, the Chair shall adjourn the meeting for not less than two weeks and at the resumption of that adjourned meeting such Members in good standing as are present shall constitute a quorum and may transact such business as was specified in the notice of the original meeting.

### **11.6 Chair of the Meeting**

The Chair shall be the Chair of the Meeting of Members. In the absence of the Chair, the Chair shall appoint one of the Directors in advance of the meeting to act as the Chair. If the Chair did not appoint a Director in advance to act as the Chair, the Directors present at any Meeting of Members shall choose another Director as Chair and if no Director is present or if all of the

Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

### **11.7 Voting of Members**

Business arising at any Meeting of Members shall be decided by a majority of votes unless otherwise required by the Act or the By-laws.

At any Meeting of Members:

- a. only Members shall be entitled to vote;
- b. the Chair of the meeting shall have a vote;
- c. each Member shall be entitled to one vote on any question;
- d. Members must be present at the meeting at the time of voting in order to vote and may not vote by proxy;
- e. Members may vote electronically or by phone if the meeting is held using these formats;
- f. votes shall be taken by a show of hands for those attending in person and in a manner clearly identified at the outset of the meeting for those attending electronically or by phone;
- g. an abstention shall not be considered a vote cast;
- h. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any 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;
- i. In case of an equality of votes, the Chair of the meeting shall require a written ballot and shall, if then required, have a second vote or casting vote.

### **11.8 Adjournments**

The Chair may, with the majority consent of any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

## **SECTION 12 NOTICES**

### **12.1 Services**

Any notice, communication or other documents to be given by the Corporation shall be considered given if delivered using the last contact information shown in the records of the Corporation, in person, by mail, by telephone or in electronic format. The Secretary may change, or cause to be changed, the contact information on the records of the Corporation of



any Member, Director, or Officer of the Corporation, or the Auditor, or any other person or body, in accordance with information believed by the Secretary to be reliable.

In computing the date when notice must be given under any provision requiring a specific number of days of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be excluded and the date of meeting or other event shall be included.

Notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

#### **12.2 Error or Omission in Giving Notice**

No accidental error or omission in giving notice to any Member, Director, Officer, or other person entitled to receive notice under the By-laws, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting to which the notice pertained.

### **SECTION 13 ADOPTION AND AMENDMENT OF BY-LAWS**

Any amendment to these By-laws shall be made in accordance with the provisions of the Act that is applicable to the provision being amended.

### **SECTION 14 DISSOLUTION**

In the event of the dissolution of the Corporation, the assets of the Corporation, after payment of its debts and liabilities, shall be distributed to one or more organizations in Ontario having similar objectives as The Council on Aging of Ottawa.