

BY-LAW NO. 1

A by-law relating to the transaction of the business and affairs of Abbeyfield Polonia House (the “Corporation”)

TABLE OF CONTENTS

ARTICLE 1 – GENERAL

- 1.01 Definitions
- 1.02 Interpretation
- 1.03 Corporate Seal
- 1.04 Execution of Documents
- 1.05 Financial Year End
- 1.06 Banking Arrangements

ARTICLE 2 – MEMBERS

- 2.01 Membership Conditions
- 2.02 Recognition of Polish heritage and culture
- 2.03 Termination of Membership
- 2.04 Discipline of Members

ARTICLE 3 - MEETINGS OF MEMBERS

- 3.01 Notice of Meeting of Members
- 3.02 Persons Entitled to be Present
- 3.03 Chair of the Meeting
- 3.04 Quorum
- 3.05 Voting of Members
- 3.06 Participation by Electronic Means
- 3.07 Virtual Meetings
- 3.08 Annual Meeting of the Members
- 3.09 Special Meetings

3.10 Proxies

ARTICLE 4 – DIRECTORS

4.01 Board of Directors

4.02 Nomination to the Board

4.03 Election and Term

4.04 Vacancies

4.05 Filling Vacancies

4.06 Remuneration of Directors

ARTICLE 5 – MEETING OF DIRECTORS

5.01 Regular Meetings

5.02 Special Meetings

5.03 Notice of Meeting

5.04 Quorum

5.06 Chair

5.07 Voting

5.08 Committees

5.09 Participation by Electronic Means

ARTICLE 6– OFFICERS

6.01 Officers

ARTICLE 7 – INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Indemnification of Directors and Officers

7.02 Insurance

ARTICLE 8 - NOTICES

8.01 Method of Giving Notices

8.02 Omissions and Errors

ARTICLE 9 – CONFLICT OF INTEREST

9.01 Conflict of Interest

ARTICLE 8—DISSOLUTION

ARTICLE 9—AMENDMENT OF BY-LAW

ARTICLE 10 - EFFECTIVE DATE

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

ARTICLE 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Board" means the Board of directors of the Corporation;
- (d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “chair” means the chair of the Board;
- (f) ‘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;
- (g) “director” means an individual occupying the position of the director of the Corporation by whatever name they are called;
- (h) “member” means a member of the Corporation;
- (i) "meeting of members" includes an annual meeting of the members or a special meeting of members; "special meeting of members" includes a special meeting of all members entitled to vote at an annual meeting of members;
- (j) “officer” means an officer of the Corporation; and
- (k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

1.02 Interpretation

In the interpretation of the by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in the by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the chair, vice-chair, secretary, treasurer or Chief Executive Officer. 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 shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any director or officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

Unless otherwise changed by Ordinary Resolution of the Board of Directors, the financial year end of the Corporation shall be December 31 in each year.

1.06 Banking Arrangements

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

ARTICLE 2 – MEMBERS

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to corporations or other entities interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Recognition of Polish heritage and culture

The Corporation will provide affordable residence for independent low to middle-income seniors of Polish heritage and will strive to preserve their linguistic and cultural traditions.

2.03 Termination of Membership

A membership in the Corporation is terminated when:

- a. in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the articles;
- c. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 2.04 or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires;
- f. at any time, the membership passes on a two-thirds vote to terminate the member's membership; or
- g. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.03 Discipline of Members

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

ARTICLE 3 - MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

Subject to the Act, not less than twenty-one (21) days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member 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 decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.

3.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the members present at the meeting.

3.03 Chair of the Meeting

In the event that the chair and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of the directors to chair the meeting. In the event that a director cannot chair the meeting, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

3.04 Quorum

A quorum for the transaction of business at a meeting of members is (5) members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.05 Voting of Members

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

- a. Each member shall be entitled to one vote at any meeting;

- b. Votes shall be taken by a show of hands among all members present and the chair of the meeting, if a member, shall have a vote;
- c. An abstention shall not be considered a vote cast;
- d. 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;
- e. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall 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.

3.06 Participation by Electronic Means

Participation at any meeting of members may be by telephonic, electronic or other communication facility.

3.07 Virtual Meetings

Any meeting of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.08 Annual Meeting of the Members

The annual meeting of the 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 twenty-one (21) days or other number of days 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.

An annual meeting of members shall be held for the transaction of the following business:

- a. Approval of the Minutes of the previous annual meeting of the members;
- b. Receiving reports of the activities of the Corporation during the previous year, the Annual Financial Statement and the Audit Report;

- c. The appointment of auditors for the current year;
- d. The election of directors;
- e. Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the annual meeting of the members with at least ten (10) days notice before the meeting.

3.09 Special Meetings

The directors may call a special meeting of the members. The Board shall call a special meeting on written requisition of not less ten per cent (10%) of the members entitled to vote at a meeting of members, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.10 Proxies

A member entitled to vote at a meeting of members may by means of a proxy authorize another member of the Corporation, to attend and act on the member's behalf to the extent and with the authority conferred by the proxy. A proxy holder has the same rights as the member to speak and to vote.

A proxy must be signed by the member and be in the required form and is valid only for the meeting for which it is given.

ARTICLE 4 – DIRECTORS

4.01 Board of Directors

The Board shall consist of the number of directors as specified in the articles: Min 3 Max 7. The immediate past chair shall be an ex-officio director of the Board.

4.02 Nomination to the Board

Nominations made for the election of directors must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received at the head office of the Corporation at least twenty-one (21) days prior to the annual meeting of the members.

4.03 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding meeting at which an election of directors is required. The term of office of each director is three (3) years. Each director shall be eligible to serve for a maximum of two (2) consecutive terms. After serving two (2) terms, a director may be eligible for re-election upon recommendation by the Board. No director may serve for more than eight (8) consecutive years.

4.04 Vacancies

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;
- c. if the director becomes bankrupt;
- d. if the director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the director before the expiration of the director's term of office.

4.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- 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 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, the meeting may be called by any member;
- c. if the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by a majority vote and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term; and

d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating director. After that, the appointee shall be eligible to be elected as a director.

4.06 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that the directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties.

ARTICLE 5 – MEETING OF DIRECTORS

5.01 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at any time and any place on notice as required by this by-law. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed.

There shall be at least six (6) meetings per year of the Board.

5.02 Special Meetings

The chair, their designate or if three (3) directors so request in writing, may call a special meeting of the Board, at any time and any place on notice as required by this by-law.

5.03 Notice of Meeting

Notice of the time and place for the holding of a regular meeting of the Board shall be given to every director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held.

Notice of the time and place for the holding of a special meeting of the Board shall be given to every director of the Corporation not less than two (2) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of 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 members of the Corporation.

5.04 Quorum

A quorum for transaction of business at any meeting of directors shall be a majority of the directors.

5.05 Chair

The chair shall preside at Board meetings. In the absence of the chair, the vice-chair shall preside at Board meetings. In the absence of the chair or vice-chair, the directors present shall choose one of their number to act as the chair.

5.06 Voting

At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each director shall be entitled to one vote. In the event of an equality of votes, the chair shall have a second or casting vote.

5.07 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, 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.

5.08 Participation by Electronic Means

A director may participate in a meeting of the Board by telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

ARTICLE 6— OFFICERS

6.01 Officers

The Board shall appoint from amongst the directors a chair and appoint any other person to be vice-chair, secretary and treasurer at its first meeting following the annual meeting of the members of the Corporation. The Board may appoint such other officers and agents as it deems necessary, and who shall have the authority and shall perform such duties as the Board may prescribe from time to time.

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, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. Chair of the Board - The chair of the Board shall perform duties as may be required by law or as the Board may determine from time to time.
- b. Vice-Chair of the Board - The vice-chair of the Board shall perform duties as may be required by law or as the Board may determine from time to time.
- c. Secretary – The secretary of the Board shall perform duties as may be required by law or as the Board may determine from time to time.
- d. Treasurer – The treasurer of the Board shall perform duties as may be required by law or as the Board may determine from time to time.

ARTICLE 7 – INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Indemnification of Directors and Officers

Every director or officer of the Corporation, former director or officer of the Corporation, and an individual who acts or acted at the Corporation’s request as a director or officer, or in a similar capacity, shall be indemnified against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the association with the Corporation. A Corporation shall not indemnify an individual unless:

- a. the individual acted honestly and in good faith with a view to the best interest of the Corporation; and
- b. if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

7.02 Insurance

Subject to the limitations contained in the Corporation Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

ARTICLE 8 - DISSOLUTION

Upon the dissolution of the Corporation and after payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario and whose objects are similar in whole or in part to the objects of the Corporation.

ARTICLE 9 - AMENDMENT OF BY-LAW

9The Board may add to, amend or repeal this by-law, but no such addition, amendment or repeal shall have any force or effect or be acted upon until the same has been confirmed and sanctioned by at least two-thirds of the votes cast at a general meeting of members duly called for that purpose.

ARTICLE 10 - EFFECTIVE DATE

10.01 Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on **the 9th day of December, 2022**

Chair

Secretary