



YMCA-YWCA of the
National Capital Region

Bylaws

Amended June 20, 2013

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*Building healthy
communities*

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of the OTTAWA YOUNG MEN'S AND YOUNG WOMEN'S CHRISTIAN ASSOCIATION.

BE IT ENACTED as a by-law of the OTTAWA YOUNG MEN'S AND YOUNG WOMEN'S CHRISTIAN ASSOCIATION, hereinafter called the "Association" or "Corporation", as follows:

ARTICLE I – PURPOSE AND AFFILIATION

1.1 Statement of Purpose

"Enriched by its Christian heritage and strengthened by its world-wide identity, the Ottawa Young Men's and Young Women's Christian Association seeks to provide individuals with opportunities for personal development and to foster their sense of responsibility to one another and to the local, national and world community."

1.2 Affiliation

This Association shall be affiliated with the National Council of Young Men's Christian Associations of Canada and the Young Women's Christian Association of Canada. Through these affiliations, this Association shall be a part of the world-wide Young Men's Christian Association and Young Women's Christian Association.

ARTICLE II – HEAD OFFICE

The head office of the Association shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

ARTICLE III – SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association. The Chief Executive Officer or his designate is the custodian of the seal, unless the custody is otherwise determined by a resolution of the Board of Directors.

ARTICLE IV – INTERPRETATION

4.1 Gender

For all purposes of this by-law, the masculine gender when appearing herein shall be conclusively considered to include the feminine gender.

4.2 Equality of Men and Women

The Board of Directors shall be not less than forty percent (40%) female and not less than forty percent (40%) male. Any failure to comply with the provisions of this section from time to time shall not limit the Board's authority to act.

4.3 Governing Members

The Governing Members are those persons who have been accepted into Governing Membership in accordance with the admission procedures outlined in subsection 5.1 (a) of this By-Law and whose Governing Membership has not been revoked or denied by the Board of Directors.

4.4 Director(s)

Wherever the term "Director(s)" appears, it shall be considered to mean a member or members of the Board of Directors.

4.5 Definitions

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

- a) **“Act”** means the Corporations Act (Ontario) and, when it is proclaimed in force, the Not-for-Profit Corporations Act, 2010 (Ontario) and where the context requires, includes the regulations made under it, as from time to time amended;
- b) **“Articles”** means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special legislation;
- c) **“Board”** means the board of directors of the Corporation;
- d) **“By-law”** means this by-law of the Corporation;
- e) **“Chair”** means the chair of the Board;
- f) **“Chief Executive Officer”** means the individual appointed as chief executive officer of the Corporation;
- g) **“Director”** means an individual elected or appointed to the Board;
- h) **“Ex officio”** means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- i) **“Governing Members”** means members of the Corporation as described in Article V, subsection 5.1 (a);
- j) **“National Capital Region”** means the area of Western Quebec and Eastern Ontario generally associated with the capital of Canada;
- k) **“Person”** means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- l) **“Rules and Policies”** means a rule or a policy adopted by the Board;
- m) **“Special business”** has the meaning given to such term in the Act and includes any business other than: consideration of the financial statements and the audit report, election of Directors and reappointment of the incumbent auditor; and
- n) **“Telephonic or electronic means”** means any means, other than direct speech or writing, by which information or data is transmitted, including telephone, fax, e-mail, automated touch-tone telephone system and computer.

4.6 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include the opposite. Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.

ARTICLE V – MEMBERSHIP AND PARTICIPATION

5.1

- a) Governing Membership: Governing Membership shall be open to all persons who meet all of the following criteria:
 - i. Are aged eighteen (18) or older,
 - ii. Are resident of the region served by the Association as determined by the Board from time to time,
 - iii. Support the objective and values of the Association,
 - iv. Are not a paid staff member of the Association, and
 - v. Currently serve as a Director of the Association,OR
Has made a charitable donation of a minimum fifty dollars (\$50) or more to the Association on or before December 31st of the previous two (2) twelve (12) month periods ending on December 31st and who have completed an application in the form approved by the Board requesting Governing Membership.
- b) Admission Procedures for Governing Membership: Directors will become Governing Members upon their election to the Board. Persons applying for Governing Membership as donors shall elect to apply for Governing Membership using the Board approved form of application. Governing Membership applications will be approved by the Board. Governing Membership may be denied or revoked by the Board as provided in subsection 5.2 below.
- c) Term and Renewal: A donor admitted to Governing Membership shall remain a Governing Member for a period of one year from the date of admission as a Governing Member provided that they shall remain as a Governing Member if they continue to donate at the level prescribed in subsection 5.1 (a) v. and Governing Membership has not been revoked under subsection 5.2 below.

5.2 Denial or Revocation of Corporate Membership

The Board shall have the sole discretion as to whether a person meets the criteria for Governing Membership. It is the prerogative of the Board of Directors to revoke Governing Membership. Persons who have had Governing Membership denied or revoked shall have the right to fifteen (15) days notice of such decisions and the right to be heard, in person, before the Board of Directors, or its designated committee, in respect of such denial or revocation not less than five (5) days before the decision takes effect.

5.3 Other Membership Procedures

No new applications for Governing Members will be received within ninety (90) days of the Annual General Meeting and no new Governing Members will be admitted by the Board within sixty (60) days of the Annual General Meeting.

5.4 Fees

No fees shall be payable by the Governing Members.

5.5 Transferability

Membership is not transferable and ceases upon the Governing Member ceasing to be a Governing Member.

ARTICLE VI – BOARD OF DIRECTORS

6.1 Powers

The Board of Directors shall administer the affairs of the Association and through the Chief Executive Officer shall have general supervision and control of all program and work carried on by it in all respects and shall be responsible for formulating the policy of the Association from time to time and shall receive the audited financial statements for the previous fiscal year. The Directors shall serve without compensation, and no Directors shall, directly or indirectly, receive any profit from his/her position as such; reasonable expenses incurred by any Directors in the performance of his/her duty may be paid.

6.2 Qualifications

Age qualifications shall be determined by the statutes under which the Association is incorporated. Any person employed by the Association shall not qualify to be a Director, however provided that such a person may become a Director in which case that person's employment with the Association shall be terminated immediately and automatically provided further that a Director may be employed by the Association in which instance that person immediately ceases to be a Director. Any person, other than the Chair and Vice-Chair, who has been a Director for six (6) consecutive years, shall be ineligible for re-election as a Director for a period of at least one (1) year.

6.3 Numbers

The Board shall consist of 18 Directors or such other number as is set out in the Articles, provide that if the Articles of the Corporation permit a minimum and maximum number of Directors, the number of Directors shall be fixed from time to time within the range of Directors specified in the Articles, by the Board of Directors by ordinary resolution.

6.4 Meetings

- a) Regular Meetings: The Board of Directors shall meet upon the call of the Chair and with notice given in such a manner as the Board of Directors may from time to time determine.
- b) Special Meetings: Special meetings of the Board of Directors may be called by the Chair, and shall be called by the Chair upon the written request of not less than three (3) Directors, and any such special meeting of the Board of Directors shall be called by a written notice mailed at least ten (10) days prior to the date of the special meeting or by electric means, telephone, courier delivery or facsimile not less than forty-eight (48) hours prior to the date of the special meeting, and such notice shall specify the matter to be considered and the business to be transacted at such special meeting.
- c) To Elect Officers: A meeting of the Board of Directors shall be held without notice following the Annual General Meeting of the Association to elect officers and for such other business as the Board may determine.
- d) Quorum: Over 50% of elected directors present in person or by electric means shall constitute a quorum at any meeting of the Board of Directors.
- e) Written Resolutions in Lieu of Meeting: A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

6.5 Nominations

- a) Nominations: The Board shall at the Annual General Meeting of Members, nominate candidates for election as Directors to fill any vacancies on the Board. Only candidates nominated by the Board or nominated in accordance with the process in subsection 6.5 (d) are eligible to be elected.
- b) Report on Nominations: The report of the Board on nominations shall be in writing and a copy of the same shall be distributed to the Governing Members not less than fourteen (14) days prior to the date of the Annual General Meeting at which Directors are to be elected and distributed to members in accordance with Article XVI of this By-Law.
- c) Other Nominations: Upon the proclamation of the Not-for-Profit Corporations Act, Governing Members in good standing may make nominations in accordance with the process set out in the Act, supported by not less than five percent (5%) of the Governing Members entitled to vote at the meeting of the Governing Members at which the election is to occur. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final. Upon receipt and confirmation of qualifications of any such nomination it shall forthwith be distributed to the Governing Members.
- d) Re-Election: A Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than six (6) consecutive years. In determining a Director's length of service as a Director, service prior to the coming into force of this By-Law shall be included. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service. Despite the foregoing, a Director may, by resolution of the Board, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or Vice Chair serving as Chair or Vice Chair serving a two-year (2) term as past Chair

6.6 Method of Election

- a) Subject to subsection 6.5 (b) at each Annual General Meeting of the Association, nominated Directors shall be elected for terms of up to three (3) years.
- b) If no additional valid nominations are received under the provisions of subsection 6.5 (d) above, the nominees presented by the Board may be elected as directors at the Annual General Meeting, by a simple majority vote of Governing Members in good standing or their duly authorized proxies to approve a resolution to declare the nominees elected.
- c) If additional valid nominations are received under the provisions of subsection 6.5 (d) below, so that there are more nominees than vacancies on the Board of Directors, Directors shall be elected by ballot at an Annual General Meeting of the Association by Governing Members in good standing or their duly authorized proxies in accordance with procedures and rules of balloting determined by the Board of Directors prior to each such Annual General Meeting.
- d) The rules of balloting referred to in subsection 6.5 (c) above will be structured to ensure that the proportion of male and female directors specified in subsection 4.2 is maintained.
- e) An individual elected or appointed to hold office as a Director shall consent to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

ARTICLE VII – OFFICERS

7.1 Election

At the meeting of the Board of Directors held following the Annual General Meeting of the Association, the Directors shall elect from their own members a Chair, a Vice Chair, a Secretary and a Treasurer, striving for gender balance amongst the officers.

7.2 Duties

- a) The Chair shall:
 - i. Be appointed by the Board from among the elected Directors.
 - ii. When present, preside at all meetings of the Governing Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.
 - iii. Be an ex officio member of all committees of the Board.
 - iv. Be elected for a one (1) year term and shall be eligible for re-election provided that the Director shall serve no longer than two (2) consecutive terms as Chair. Notwithstanding the foregoing, where a Director has served two (2) consecutive terms as Chair, the Board may, by resolution approved by two-thirds (2/3) resolution of the Board, re-appoint the then-current Chair for one (1) additional one (1) year term.

- b) The Chief Executive Officer shall be appointed and hired by the Board and an ex-officio member (without vote) of the Board and all committees of the Association. The Chief Executive Officer shall have charge and control over the activities and property of the Corporation, shall direct the work of all of its employees, and shall attend all meetings of the Board, the Governing Members, and any committee of the Corporation at the request of the Board or the Chair. The Chief Executive Officer shall make periodic and regular reports to the Board and shall in these reports make recommendations concerning all questions calling for action or direction. The Chief Executive Officer shall be responsible for all employee matters, including hiring, and termination.

ARTICLE VIII – COMMITTEES

8.1 Committees

- a) Establishing Committees: The Board by ordinary resolution, strike such committees it deems necessary or desirable. All committees struck by the Board are advisory to the Board of Directors unless decision powers are explicitly granted by the Board in the committee terms of reference.
- b) Appointment of Committee Chairs: The Chair, subject to the ratification of the Board of Directors, shall appoint the chair of each committee as may from time to time be required. Such appointments shall be for a period of one (1) year and may be renewed. Chairs of Board committees shall be members of the Board of Directors. Non-Board members may be appointed as chairpersons of special committees in which situation at least one director shall be appointed by the Chair as a member of the special committee.

ARTICLE IX – MEETING OF THE GOVERNING MEMBERS

9.1 Location

Meetings of the Governing Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

9.2 Annual Meetings

The annual meeting of Governing Members shall be held within six (6) months of the fiscal year end and not later than fifteen (15) months after the last annual meeting.

9.3 Calling Meetings

The Board or Chair shall have power to call, at any time, a meeting of the Governing Members of the Corporation.

9.4 Quorum

The lesser of a majority of the Governing Members or twenty-five (25) Governing Members, present in person or by proxy at a meeting of Governing Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Governing Members, the Governing Members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.

9.5 Notice and Proxies

- a) Notice of the time and place of a meeting of Governing Members shall be given:
 - i. To each Director,
 - ii. To each Governing Member entitled to receive notice, and
 - iii. To the auditor of the Corporation,

By sending notice by one of the methods set out in this subsection 16.1 addressed to such person at their most recent addresses as shown on the Corporation's records not less than ten (10) days and not more than fifty (50) days prior to the meeting. The Corporation shall send, or otherwise make available, a form of proxy to each Governing Member who is entitled to receive notice of the meeting concurrently with or before giving the notice of the meeting of Governing Members. Directors may, by resolution, fix a time (not exceeding forty-eight (48) hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned meeting of the Governing Members before which time proxies to be used at that meeting of Members must be deposited with the Corporation, and such time shall be specified in the notice of the meeting.

- b) Notice of a meeting of Governing Members at which special business is to be transacted must:
 - i. State the nature of that business in sufficient detail to permit a Governing Member to form a reasoned judgment on the business; and
 - ii. State the text of any special resolution to be submitted to the meeting.

- c) The Board may fix in advance a record date for determining Governing Members entitled to receive notice of and to vote at a meeting of the Governing Members. The record date must be not more than fifty (50) days prior to the date of the meeting of Governing Members. If no record date is fixed, the record date for determining Governing Members entitled to receive notice of and to vote at Governing Members' meetings shall be
 - i. The close of business on the day immediately preceding the day on which notice is given, or
 - ii. If no notice is given, the day on which the meeting is held. The Corporation is not required to give notice of a Governing Members' meeting to Governing Members who were not registered on the records of the Corporation on the record date determined under subsection 6.6 (e).

9.6 Votes

- a) Each Governing Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote.
- b) At all meetings of Governing Members of the Corporation every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law.
- c) Every question submitted to any meeting of Governing Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting shall have a second vote to break the tie.
- d) At any meeting of Governing Members, unless a ballot is demanded, an entry in the minutes of a meeting that the Chair of the meeting declared that a resolution carried or carried unanimously or by a particular majority or defeated or not carried by a particular majority shall be proof of the fact in the absence of evidence to the contrary, provided, however any Governing Member entitled to vote at the meeting may demand a ballot vote either before or after any vote by show of hands.
- e) If a poll is demanded on the election of a Chair of the Annual General Meeting or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.7 Chair of the Meeting

The chair of a meeting of the Governing Members of the Corporation shall be:

- a) The Chair of the Corporation; or
- b) A Vice Chair of the Corporation, if the Chair is absent or is unable to act; or
- c) A chair elected by the Governing Members present if the Chair and Vice Chair(s) are absent or unable to act. The Secretary, if one has been appointed and present at the meeting, shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Governing Members, from those present, shall choose a Governing Member to preside at the election.

9.8 Adjourned Meetings of Governing Members

If within one-half (½) hour after the time appointed for a meeting of the Governing Members of the Corporation, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

9.9 Written Resolution in Lieu of Meeting

Except as provided in the Act, a resolution signed by all of the Governing Members entitled to vote on that resolution at a meeting of Governing Members is valid as if it had been passed at a meeting of Governing Members.

9.10 Telephonic or Electronic Meetings of Governing Members

To the extent permitted by the Act, any person entitled to attend a meeting of Governing Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available at its discretion, and a person participating in the meeting by those means is deemed to be present at the meeting.

ARTICLE X – EXECUTION OF INSTRUMENTS

10.1 Execution of Documents

- a) Subject to subsection 10.1 (b), deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation (each a "Document"), shall be signed by the Chair or a Vice Chair together with any one of the Chief Executive Officer or a Director, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

- b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing officer may affix the seal of the Corporation to any Document, and may certify a copy of any Document, resolution, or by-law of the Corporation to be a true copy.

10.2 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

10.3 Appointment of Auditor

The Governing Members entitled to vote shall, at each annual meeting, appoint a person as auditor who meets the independence and qualifications criteria set forth in the Act, to audit the accounts of the Corporation and to report to the Governing Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the Act.

10.4 Investments

Subject to the Articles and applicable laws, and to any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

ARTICLE XI – FISCAL YEAR

Unless otherwise fixed by resolution of the Board of Directors, the fiscal year of the Association shall end on December 31 in each year.

ARTICLE XII – PROTECTION OF OFFICERS AND DIRECTORS

11.1 Liability

Any Director or officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer, committee member or employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's or committee member's respective office unless such occurrence is as a result of such Director's or officer's own willful neglect or default.

11.2 Indemnities to Directors and Others

- a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the request of the Corporation as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and 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 that association with the Corporation or other entity.
- b) The Corporation may advance money to an individual referred to in subsection 11.2 a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfill the conditions set out in subsection 11.2(c).
- c) The Corporation shall not indemnify an individual under subsection 11.2a) unless:
 - i. The individual acted honestly and in good faith with a view to the best interests of the Corporation 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 his or her conduct was lawful.

11.3 Insurance

Subject to the Act and applicable laws, including the Charities Accounting Act and the regulations made thereunder, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section Article XII, Section 1.2, against any liability incurred by that individual in the individual's capacity as a director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE XIII – DISSOLUTION

No proceedings of any kind for the dissolution of the Association shall be taken unless and until such proceedings are authorized as follows:

It is recommended by a resolution of the Directors duly passed at a meeting of the Board of Directors by an affirmative vote of not less than three-quarters of the Directors present in person at the meeting at which it is passed after due notice of such meeting specifying such resolution to be considered at such meeting has been given to all members of the Board of Directors and to the National Council of the Young Men's Christian Associations of Canada and to the Young Women's Christian Association of Canada, in each case not less than thirty (30) days prior to the date of such meeting, and

The foregoing resolution of the Board of Directors has been ratified, approved and confirmed at a General Meeting of the Association by an affirmative vote of not less than two-thirds of the Governing Members in good standing and present in person or by proxy at such meeting, due notice of which General Meeting setting forth the provisions of such resolution has been given to all Governing Members in good standing and published in all daily newspapers published in the said City of Ottawa, in each case not less than thirty (30) days prior to the date of such meeting.

ARTICLE XIV – AMENDMENTS

14.1 Amendment

Subject to the Act, a By-law or an amendment to a By-law passed by the Board shall have full force and effect from the time of the Board resolution or from such future time as may be specified in said Board resolution.

14.2 Governing Member Approval

- a) The Board shall submit all new By-laws, amendments to By-laws or repeals of By-laws, to the Governing Members at the next meeting of the Governing Members.
- b) If the By-law, amendment or repeal is not submitted to the Governing Members at the next meeting of Governing Members, it automatically ceases to have effect and any subsequent By-law amendment or repeal that has substantially the same purpose or effect shall not be effective until confirmed by the Governing Members.
- c) The Governing Members entitled to vote at the meeting may confirm the By-law as presented, reject it or amend it. If rejected, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If approved, or approved as amended, the By-law remains effective in the form in which it was confirmed.

14.3 Repeal

All previous By-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Governing Members of the Corporation with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ARTICLE XV – INTEREST OF DIRECTORS OR OFFICERS IN CONTRACTS OR TRANSACTIONS

15.1 Declaration of Conflict

- a) Any Director or officer who:
 - i. Is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - ii. 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 disclose to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of his or her interest.
- b) The disclosure required to be made, pursuant to subsection 15.1 (a), by a Director shall be made:
 - i. At the meeting at which a proposed contract or transaction is first considered;
 - ii. If the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
 - iii. If the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
 - iv. If a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.

- c) The disclosure is required to be made, pursuant to subsection 15.1 (a), by an officer who is not a Director shall be made:
 - i. Forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
 - ii. If the officer becomes interested after a contract is made or transaction is entered into, forthwith after he or she becomes so interested; or
 - iii. If a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.
- d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 15.1 (a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Directors or Governing Members, then the Director or officer shall disclose to the Corporation or request to have entered in the minutes of Directors' meetings the nature and extent of his or her interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- e) Except as permitted by the Act, Director referred to in subsection 15.1 (a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 15.1 (e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- g) Subject to the provisions of the Act, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Governing Members.

15.2 General and Continuing Disclosure of Interest

For the purposes of Section 15.1 (a), a general notice to the Directors by a Director or officer declaring that the Director or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

Conflict of Interest Policy

The provisions of this Article XV are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE XVI – NOTICE

16.1 Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee, Governing Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of facsimile transmission or electronic mail shall be deemed to have been sent and received in the manner and at the time specified in the Electronic Commerce Act, 2000 (Ontario). The Chief Executive Officer may change or cause to be changed the recorded address of any Governing Member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

16.2 Computation of time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall expire at midnight of the last day of the notice period except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

16.3 Errors and Omissions

The accidental omission to give any notice to any Governing Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Governing Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

16.4 Waiver of Notice

Any Governing Member, Director, officer, member of a committee or the auditor of the Corporation may waive or consent to abridge the time for giving any notice required to be given to him, her or it under any provision of the Act, the Articles or the by-laws of the Corporation, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Ian Cullwick, Chair

Cynthia Binnington, Vice-Chair

Ted Fobert, Secretary

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